



**Portsmouth  
Cable Commission Meeting  
4:00 p.m. – March 25, 2010  
City Hall/Conference Room A**

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The Portsmouth Cable Commission met on Thursday, March 25, 2010 at 4:00 p.m.

- I. Call to Order** - The following were present:
- John Gregg, Chairman
  - Kathy Pearce, Commissioner
  - Brian Gregg, Commissioner
  - William Southworth
  - Excused absence: Nancy Beach

Also present was Alan Brady, IT Coordinator, Suzanne Woodland, Asst. City Attorney, and the following Portsmouth Public Media Board members: Jack Thorsen, Chris Ostrom, Frank Cook, Sharon Somers, Sam Peret, Chase Bailey, Glenn Gardner, David Underhill, Dan Freund, Sara Hamilton and John Herman.

Chairman John Gregg called the meeting to order at approximately 4:00 p.m.

- II. Introduction of Portsmouth Public Media Board Members** – John Gregg congratulated the Board members and thanked them for the work they are about to do. Attendees then introduced themselves.
- III. Discussion re: Portsmouth Public Media** – The Chair then referenced the draft by-laws of Portsmouth Public Media and opened the meeting to questions from the incoming PPM board members. This led to a discussion of the process of incorporating Portsmouth Public Media. Assistant City Attorney, Suzanne Woodland, pointed out that the application form for incorporating can be taken from the state of New Hampshire website. It is short and does not require by-laws to be submitted but by-laws can be used and will be required later when the organization applies for 501(c)3 status with the IRS. She also pointed out that the state requires 5 incorporators to sign the application and that the Cable Commission had assumed the 11 members of the new board would all wish to sign.

Jack Thorsen expressed his willingness to accept the draft by-laws. Sharon Somers suggested, for expediency, accepting the by-laws with an eye toward adjusting them later if there is need. She volunteered to complete the paperwork for filing for incorporation with the state. She referenced, however, that she wished to check some policy issues within her legal office regarding her role as a lawyer on the Portsmouth Public Media board.

**MOTION** made by Sam Peret to approve the By-laws. Seconded by Sharon Somers. Motion passed.

**MOTION** made by Dave Underhill to move that the eleven board members serve as incorporators and that paperwork be prepared and filed as soon as possible. Seconded by Jack Thorsen. Motion passed.

Suzanne Woodland then explained the board needs to identify a President and other officers of the board. There was discussion regarding the possible role of an Executive Director. Sharon Somers stated the board would essentially be the governing body and the Executive Director would be the staff – not a board member. It was pointed out that the board could initially serve as a working board as well as the policy making board.

In describing the process of filing for tax exempt status with the IRS, Suzanne Woodland provided the name of a local CPA who as expertise in doing so and would be willing to spend an hour or two reviewing the application prior to submission. She referenced that later there will also be a requirement for filing an annual an end of year financial statement with the NH Division of Charitable Trust.

Chris Ostrom volunteered to review the IRS application form and process for the board.

Meeting dates and place was discussed. Chase Bailey offered to check and confirm the availability of his office conference room at 155 Fleet St. for the meeting place. It was decided that the next meeting would take place on Tuesday, April 6 at 5:30 p.m. at Chase's office.

Suzanne Woodland will provide the Board with names and e-mail addresses of the Cable Commission.

Suzanne Woodland stated that City Council established a trust for depository of funds, in addition they agreed that amounts over \$360,000 could go directly to the trust. She estimated that approximately \$30,000 - \$40,000 would be deposited in the Charitable Trust within the next 2-3 months. Money will be deposited to the trust on an annual basis. It can be withdrawn by the PPM board by making a request of the City Manager.

The next agenda will include election of officers, future meeting schedule, staggered (one, two or three year) terms of incorporators. Sam Peret suggested and volunteered to obtain Roberts Rules of Order booklets for board members. The Chair suggested for the next meeting further discussion of the paperwork and Chris Ostrom to report on filing 501C3status for the IRS and insurance issues.

Sam Peret offered to Google Docs to create and provide an agenda for the next meeting that all could see beforehand.

It was clarified that the domain names of PortsmouthPublicMedia.com and .net have been registered by Bill Southworth. John Gregg registered the name with the state and will need to transfer ownership when the board is ready.

#### **IV. Adjournment**