

AGENDA, MINET Board Meeting, November 17, 2016
Henry Hill Educational Service Center, 7:30 am
750 S 5th St, Independence, Or

Opening and Roll Call.

Minutes of last 2 meetings (Sept 1, Oct 27)

Report Agenda:

- Presentation by Tom Glogau, Auditor
- Financial Advisory Committee Report (Brazeau)
 - a. Re. proceeding with Strategic Planning
 - b. Re. Debt repayment amount
- Financial Review of October, 2016 (Cooper)
- Sales/CSR report.
- CO/Operations Report.

Discussion/Action Agenda:

- Debt shortfall information to council(s)
- GM's Reports (Patten). Will be given in executive session.
- GM's 3 year review (Ritchey).
- Strategic Plan process/progress report (Patten, Thoenes).

Executive Session

"The MINET Board will now meet in executive session pursuant to ORS 192.660(2)(f) , which allows the board to meet in executive session to consider information or records that are exempt by law from public inspection. Representatives of the news media and designated staff shall be allowed to attend the executive session. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. No decision may be made in executive session. At the end of the executive session, we will return to open session and welcome the audience back into the room."

The executive session will be held to discuss MINET business opportunities and business strategy.

Adjourn

Next meeting: December 22, 2016, HHES, 7:30 AM

MINUTES, MINET board meeting September 1, 2016
Henry Hill Educational Service Center, 7:30 am
750 S 5th St, Independence, Or

Opening and Roll Call. In attendance:

Board: Mike Lodge, Jon Carey, Greg Ellis, Scott McClure. Not present: Jerry Hoffman, David Ritchey

Staff: Don Patten, Mark Thoenes, John Cooper, Marilyn Morton

Guests: Rod Killen, Ken Day, Gary Van Horn, Randy Lowery

Chairman Scott McClure declared a quorum was present, and called the meeting to order at 7:35 AM

- **Mike Lodge moved to approve the minutes of the last meeting; Greg Ellis seconded, motion passed unanimously.**

Action

- Elections. **Per terms of the IGA, Scott McClure remains president. Vice President: Greg Ellis nominated Mike Lodge, Jon Carey 2nd. Motion passed unanimously. Secretary-Treasurer: Greg Ellis nominated David Ritchey, Mike Lodge 2nd. Motion passed unanimously.**

Report Agenda:

- Financial Advisory Committee Report, presented by Ken Day. He reported that MINET is stable and positive, working to minimize risk and maximize opportunity.
- Financial Review of July, 2016, given by John Cooper. There was discussion about sales/use patterns, and how best to serve WOU students. Staff is asked to look at WOU student business for the future and into the past, and have that information for a board discussion next spring.
- Sales/CSR report. Included in the packet; the GM reported that to date only 1 subscriber has cancelled due to promo terminations. The churn is as expected, and trends are normal. Losses to Charter, when they occur, are short term, and many return within days. The board asked for an internal analysis of trends relating to products, customers, and community growth. Look back over 2 years for trends of the numbers against customer backgrounds. Have the report ready for the board in December or January. The information may be handled in a special board meeting.
- Operations Report. MINET has received many compliments about the tech team. This is strong evidence that the employees are truly taking ownership of their jobs.

Discussion/Action Agenda:

- Second Amendment to the restatement of MINET Intergovernmental Agreement needs some additional detail work.
- GM's Report. The unfolding new business opportunities will push an already at-capacity staff. The GM asked the board for direction on addressing the need for more employees. The board requested a report matching anticipated financial returns and how those would support additional employee(s). Training needs were discussed, including how long it takes to train a new tech (60-90 days) or a new CSR (45 days).
- Discontinuation of Promotions. There were 23 inquiries about the promo discontinuations, and a handful of genuine complaints. Only 1 known loss of customer to date. A more realistic reaction will likely occur with October billings.
- Franchise Renewal: MINET's attorney is working on franchise renewal agreements, though the onus is actually on the cities to do so. Franchise fee payments will continue – they are a stipulation of the IGA.
- Review of Strategic Planning Work Plan. Gary Van Horn presented a good overview of the plan appropriate for both public and press. Mark Thoenes the stage is now set for working the plan. He explained the background of plan development. The Company (Elevator) Message should be adopted and used by all MINET's staff, Board of Directors and advisory committees, City Councils, and City Staff.
- ORS 192.501. Greg Ellis provided this information as requested in the last meeting. There was discussion about using executive session more often to protect sensitive information.

Special:

Don Patten was acknowledged for 3 years of service to MINET, and appreciated for all the positive progress experienced by MINET under his care. The board was reminded that it is time for his annual review.

Adjourn

Jon Carey moved to adjourn the meeting, Greg Ellis seconded. The meeting was adjourned at 9:12 AM

Next meeting: September 22, 2016, HHES, 7:30 AM

MINUTES, MINET board meeting October 27, 2016
Henry Hill Educational Service Center, 7:30 am
750 S 5th St, Independence, Or

Opening and Roll Call. In attendance:

Board: David Ritchey, Greg Ellis, Mike Lodge, Scott McClure, Jon Carey, David Clyne (ex officio)

Staff: Don Patten, John Cooper, PJ Armstrong, Jason Saunders, Mark Thoenes, Marilyn Morton

Guests: Randy Lowery, Ken Day, Emily Mentzer (Itemizer-Observer)

Report Agenda:

- Financial Advisory Committee Report (*no report was available at this meeting*)
- Financial Review of August, September, 2016. John Cooper presented the financial review for the months stipulated. September marked the end of one full year of \$100,000 or above monthly net income.
- Sales/CSR report. Jason Saunders gave the Sales/CSR report as distributed to the board. There were no extraordinary circumstances to report.
- CO/Operations Report. PJ Armstrong gave the CO/Operations report.

Discussion/Action Agenda:

- Second Amendment to the restatement of MINET Intergovernmental Agreement, update (McClure). The attorney updated the IGA for current language, and corrected ambiguities that were in the original IGA. When the board approves it, the document will go to councils. There was discussion about some of the details of the IGA, including declaration of surplus, which would be made by the board. **Mike Lodge moved to approve the restated IGA document for submission to the cities. David Ritchey seconded, motion passed unanimously**
- GM's Reports (Patten). Reports were delivered on a WOU video purchase and on progress made on the recommendations made in the CCG report. WOU is deciding on the best level of service, which will probably combine streaming and local channels. On the CCG report, all recommendations by CCG have been implemented or addressed.
- GM's 3 year review. The review form was discussed, and found to be adequate with minor changes. David Ritchey will organize the review and it will be reported at the next board meeting.
- Meeting date for November was adjusted to the 17th of November, same location and hour.
- Strategic Plan process/progress report (Patten, Thoenes). The board discussed the irregular meetings of the Financial Advisory Committee, and concluded that the management team can still make decisions without the Advisory Committee. **Board consensus: Move along as best as possible with whoever is able to show for subcommittees, and further the plan regardless.**
- Promo Disconnect Report (Patten, Saunders). The new CSR Retention Specialist was applauded. Realized net income from discontinued promotions: \$10,000/month.

Executive Session

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The executive session will be held to discuss MINET business opportunities and business strategy.

Mike Lodged moved to adjourn and return to regular session. David Ritchey seconded, motion passed.

There was no further business. **Mike Lodge moved to adjourn the meeting, Greg Ellis 2nd. Meeting adjourned at 9:20 AM.**

Adjourn

Next meeting: November 17, 2016, HHES, 7:30 AM