



MT. HOOD CABLE REGULATORY COMMISSION
Remote Meeting via phone or computer – Portland OR
October 19, 2020 Meeting Minutes -- APPROVED

SUMMARY MINUTES

Call to Order: 6:30 pm

- Roll Call

Commissioners present: Commissioner Murphy, Commissioner Roche, Commissioner Dennerline, Commissioner Thomas, Commissioner McIntire, Vice Chair Harden and Chair Studenmund.

Commissioners absent: none.

Staff: Elisabeth Perez, Interim Director; Julie Omelchuck, Program Manager; Cinthia Diaz Calvo, Admin Specialist.

- Agenda Review

- Disclosures: none.

- Public Comment: none.

- PEG Provider Activity Report

- Open Signal

Justen Harn, Executive Director for Open Signal, shared their proposed succession and leadership transition outline that was requested by Elisabeth Perez on October 14, 2020.

Harn said that Open Signal has assembled a succession planning team tasked with proposing a transitional plan that will advance their commitment to shared leadership and equitable decision-making. This team includes staff from across all departments and levels of OS hierarchy, including the board. Weekly meetings are facilitated by the Board Chair. Members of this team have been conducting research and outreach to other nonprofits to identify different models of shared leadership, responding to the overall staff feedback that the organization would be best served by some kind of co-directorship with clear differentiation of responsibilities pertaining to internal operations, external relationships, and process facilitation.

Harn said they have created a living Organizational Map that illustrates how their current structure will begin to shift decision-making processes in their desired direction as the Succession Planning team finalizes a proposal for transitional leadership.

Karim Hassanein, Open Signal Board Chair, said their succession planning team will propose an individual to take on a liaison role in an interim capacity, for a duration of time to be determined by the team and Board (likely 6-12 months). The board will review this proposal and determine the final appointment of this interim liaison.

Hassanein noted that in the organizational structure response, their succession planning team is crafting a proposal for transitional (interim) executive leadership as they move towards a more distributed decision-making process around departmental operations. The current proposal being considered by the team and board looks at both the immediate and longer-term needs of Open Signal. Hassanein explained that on a practical level a traditional executive director or CEO role is an overwhelming amount of responsibility for one single individual to carry and it can create a bottle neck of decision-making and power, which as an organization that is dedicated to inclusion and equity, they cannot perpetuate. Hassanein notes that an entirely flat organization with no clear accountability, protocols for policy making or lines of communication is not their desired outcome.

Hassanein said the current team of directors will continue to work together to guide strategic decisions for the organization, utilizing a democratic process to address concerns and objections. All directors will receive training in group decision-making facilitation methodologies. As noted, there will be one clear external liaison to serve as the primary point of contact.

Hassanein said the Succession Planning team will continue its work, assessing the transitional structure at 3-month intervals to determine efficacy and identify areas for improvement.

Chair Studenmund shared her concern that when disagreements come up, who will be making the decision and who will be accountable if something fails.

Hassanein explained that hierarchy is an essential component to the plan that they are proposing to avoid confusion, lack of clarity. The hierarchy is not about authority but it's a hierarchy of decision-making responsibility and believes that the consent-driven process that they are exploring will get them there. He will share more of what they have researched with the commission.

Chair Studenmund emphasized the importance of clarity on the external liaison and the difference between an executive director.

Tomi Douglas, Executive Director for MetroEast, added that she runs MetroEast similarly to the way Open Signal is proposing to run. Douglas said that at MetroEast they have an incredibly engaged team and leadership team and they are part of every major decision-making together. They are a collaborative team and they make decisions. Douglas pointed out that her biggest concern when dealing with City of Portland parties and funders is mostly about DEI issues. Douglas also noted that as a white woman running an organization in East Portland that serves people she doesn't physically

represent, is even more important to have a broader management community with whom to make a collaborate decisions because it is far more powerful and funders like it.

Commissioner Murphy encouraged embracing the future by thinking about how organizations can get to the same goal but in a different way. He agrees with Chair Studenmund's point that the structure needs to be communicated effectively.

Commissioner Thomas said this structure is somewhat new for him and is interested in seeing where Open Signal is going and how they will get there. He agrees with Chair Studenmund about it being a dynamic change from what everyone is used to. He said that for the most part people go looking for who is in charge of the organization and who they can go after and Open Signal may still need a figurehead that does that. Commissioner Thomas is looking forward to seeing how things progress and states that Open Signal is independent and that they commission is here to support them.

Commissioner McIntire asked how long the interim position will last and what their plans were for that position. Harn explained that based on the structure that they have in place that ideally that position becomes permanent. Their intent is to have as many constants as possible. Commissioner McIntire encourages the changes they are making.

Vice Chair Harden asks if Open Signal is ready to have to spend a lot of time educating others about the new way that they want to do business. Hassanein mentioned that their intention is to continue learning and educating not only themselves but everyone around them. Hassanein adds that he has worked with multiple companies before and he has never been in meetings that flowed as smoothly and held space for concern and objection more than the succession planning meetings that he has been a part of with Open Signal. He said this type of meetings also invited participation from everyone and that resulted in decision-making that everyone felt that they could all consent to. From his experience, Hassanein said the work is not easier, but the process is more gratifying, and the results are more apparent, and he never leaves meeting feeling confused on what was discussed or what they are supposed to do next. He hopes that Open Signal and the commission can have more dialogue about this new structure because they do welcome the commission's input, guidance and expertise. He considers the MHCRC as important and as part of the Open Signal community as they would every stakeholder that they respond to in their mission.

Commissioner Dennerline mentions that someone will ultimately be in charge of money and when it is dealt as a community, that can get challenging. Who will be accountable when something isn't right? There has to be someone to make those last decisions. Commissioner Dennerline wishes Open Signal good luck.

Chair Studenmund asked when Open Signal will have someone. Hassanein said that by Oct 31st they will have a person assigned to the liaison role.

Harn's closing remarks reiterated support for the structure and his whole-hearted believe in Open Signal. He said that looking at is happening in the world, and seeing what his team has been capable of when given the opportunity to work in a different way has move him to the extent that he felt that it was time to move on and provide space for other folks to come in to that collaborative environment to guide in ways that he never could have as a single person.

Chair Studenmund expresses appreciation for Harn and that she enjoyed working with him. She adds that their dreams came true with all the work that Harn has done. Her concern comes from the love she has for the group and wanting it to be safe and on good ground.

Harn will share his presentation with staff for distribution.

- MetroEast Community Media

Tomi Douglas, Executive Director for MetroEast, said she is completing her first year leading a community media organization and had a really hard time with the organizational structure at MetroEast, but she found that with a collaborative structure there was no need to have the one person getting things done in the room.. In regard to Open Signal's evaluation, she thinks 2 months is too soon to evaluate the progress of an organization structure shift.

Douglas shared their recent exposure to COVID-19 at MetroEast that resulted in closing the building, conducting multiple testing, cleaning and sanitizing as well as reviewing of operational processes they had at hand. She shared that COVID-19 cases are higher than they have ever been and even higher in East County. They are taking precautions as they had been and even more so now with higher record of cases in Gresham.

Douglas shared that John Lugton presented to the Association for Communications Democracy about ways to make community media awesome and relevant, and help other organizations raise revenue.

Douglas reports a number of new community members over the last couple months since they released their MetroEast report. She notes that the community is seeking out to learn new skills and ways to engage. MetroEast is working with the Oregon Department of Education to find a way to be a part of their solution to tele-learning.

Douglas expressed appreciation for Harn and how much she has enjoyed having him in the same cohort. Douglas also thanks the commission for their support and guidance.

- CONSENT AGENDA

*C1. September 21, 2020 Meeting Minutes

Diaz Calvo shared there was a date change on the consent agenda section to June 15, 2020.

MOTION: Harden moved to approve the Consent Agenda with the changes made. Dennerline seconded.

VOTE: 7-0

REGULAR AGENDA

R1. Your Vo!ce: Digital Equity Video Presentation

Perez said staff is happy with the product. As a reminder this video comes as a result of the community needs ascertainment that was conducted by CBG Communications. She introduced Devin Febroriello, Director of Open Signal Originals for any opening remarks before the video is played.

Febroriello shared that when this project was created, they decided to focus on three specific community members and their relationship and work with communications technology. It was important for Open Signal to create a portrait that showed their lives in ways that would portray the importance of communications technology is woven through everything that they do.

The Digital Equity Video is located here: <https://youtu.be/cOZYSkAIUnA>

Vice Chair Harden appreciated seeing the east side community in this video.

Chair Studenmund really appreciated the very quiet setting and Commissioner Thomas added that it captured the human side of things.

Commissioner McIntire noted the cost is higher for those that use the videos throughout the day to communicate. Their usage of data goes up and costs get even higher and it is important to do what we can to make quality connectivity accessible for everyone.

Perez appreciated Febroriello for her hard work, Febroriello said the film was co-directed with Sicca Stumptown and edited by Dee Juliana Scott, both very talented people that made this outcome happen.

Commissioner Murphy appreciated Febroriello for representing black Portland in an authentic way.

***R2. MHCRC Fund Review Consultant - Scope of Work**

Omelchuck reviewed the staff report contained in the meeting packet and noted that staff consulted with Chair Studenmund and Commissioner Thomas on the recommended scope of work for a consultant to conduct a review of the MHCRC Fund obligations and related practices,

policies and processes. The goal is to have a final report for the Commission to inform strategic planning and budgeting.

Omelchuck said the Commission included \$20,000 for this financial review in the current fiscal year budget.

If approved, the scope of work will be included in a Request for Proposal competitive bid process to select a consultant. Staff anticipates bringing a contract for approval at the December MHCRC meeting with the final consultant report completed in time for the Commission's FY21-22 budget deliberations.

In response to a question from Commissioner Dennerline, Perez confirmed the project amount should not exceed the allocated \$20,000. Chair Studenmund and Commissioner Thomas commented that this report will provide a solid understanding of the MHCRC Fund and an overview of the current policies.

MOTION: Thomas moved to approve the MHCRC Fund Financial Review Consultant - Scope of Work. McIntire seconded.

VOTE: 7-0

R3. MHCRC FY2019-20 Year-End Financial Report (unaudited)

Omelchuck highlighted the annual MHCRC FY2019-20 Year-End Financial Report contained in the meeting packet, which provides a picture of the MHCRC financial activities over the past fiscal year. The report outlines financial information from a programmatic perspective organized by functional buckets of funds. She reiterated that the report is informational and not a technical accounting report of the MHCRC Fund.

Some highlights included: Franchise fees collected for cable tv and cable subscribers have continued to decline; operational dollars for MetroEast Community Media from East County franchise fees declined 3.7% from the previous fiscal year; and capital funds provided to both MetroEast and Open Signal increased over the previous fiscal year.

Omelchuck said the administrative regulatory program budget revenues and expenditures were really close to the approved MHCRC budgeted. The only anomaly was in the annual overhead amount due to a City oversight of not having charged overhead in a couple previous fiscal years and the true-up amount was reflected in FY19-20. The capital funds compliance program budget was underspend due to staff vacancies. The accumulative interest balance on the MHCRC Fund amounts to a little over \$1 million at fiscal year-end. Omelchuck said that the PEG I-Net fund has an ending available balance of about \$4.7 million, of which a little over \$1.1 million is allocated to the capital funds compliance program budget.

Commissioner Thomas appreciated the information and the reports. In response to a question from Commissioner Dennerline, Omelchuck said the franchise fee revenue trends align with staff projections.

Chair Studenmund pointed out that comparing FY10-11 vs FY 19-20, Portland franchise fee revenues have gone down about 5%. Omelchuck agreed and added that for several years the franchise fees revenues were slowly increasing; in FY17-18, staff started to see the decreases in revenue year over year.

Commissioner McIntire mentioned that because there are alternatives to cable TV, such as streaming, she has experienced less need for cable and more need for faster internet.

Commissioner Murphy asked about the gaps and opportunities as we look at the cable franchise fees revenue decline and Community Technology Needs Ascertainment study. Omelchuck said she believes a clear value proposition for the Commission is around rethinking how communities are compensated for use of their right-of-way by communications providers. She said each Jurisdiction and the Commission have been active in advocating at the FCC and in the courts for local authority and fair compensation for right-of-way use. She said a lot will depend on the court's decision on the FCC In-Kind case, which will guide what PEG/I-Net fees can fund. She also mentioned considering a county-wide commission or citizen body to address digital equity and the bigger picture of communications providers use of the public right-of-way.

- Staff Updates

Perez mentioned the commission received the October newsletter last week and is happy to answer any questions. Peres reminded the equity committee members on behalf of Rana DeBey to complete the doodle poll for the next meeting. Perez mentioned that negotiations are finalizing with Comcast. She said there may need to be an MHCRC meeting in November to approve the contract to work with a consultant for the negotiations. Perez will notify the commission.

- New Business; Commissioner Open Comment: Commissioner McIntire thanked staff for the newsletter. She appreciates the timeline and information staff provides.

- Committee Reports

- Equity Committee: Commissioner Roche said the Community Technology grant application opened on October 15th and it went out to more than 200 recipients. He said DeBey will be sending out an email next week reminding people that the cycle is open. Commissioner Roche encouraged commissioners to share the application information to their groups or provide their contact to DeBey so they can be contacted directly. The next equity committee meeting takes place in November.
- Finance Committee: Commissioner Thomas had no updates besides what was shared about the financial report.
- Policy Committee: Vice Chair Harden said the committee had their first meeting in October in which they discussed their goals and objective. The committee discussed how each jurisdiction was going to be empower through information and get involved in the advocacy work, particularly in protecting their rights-of-way or contributing to closing the digital divide. He said they also spend time determining their partner to do this work.

Vice Chair Harden said they also assigned responsibilities to the members of the committee, which include testifying at community hearings or submitting written testimony, taking action on behalf of their jurisdictions and taking pressure off staff. Vice Chair Harden said that right now people don't necessarily have an advocate and that might be one of the roles of the commissioners going forward. Commissioner Norm said that for the last 8 months the value of internet has really shown but he doesn't think people have realized it in the past. Commissioner Dennerline said that internet is not a commodity but a utility and that is going to take the FCC to change that. Commissioner Murphy said that now more than ever we have the opportunity to influence our elected officials both at county and city level.

- PCM Board Appointee: Commissioner Murphy had no updates besides what was shared in the Open Signal presentation.
- MetroEast Board Appointee: Commissioner Dennerline had no updates besides what was shared in the MetroEast presentation.

- Franchisee Activity Report
 - Zply: Zply representative was not present.
 - Comcast: Tim Goodman from Government Affairs at Comcast said that Comcast is the sponsor for the Portland Film Festival which is still going on. They have been supportive by offering comcast customers to be able to watch live events and movies that are being featured at the festival. He also said there will be internet connectivity at community-based organizations, but he isn't sure how many – these are internet Wi-Fi access centers for students that need it. He said they held their first diversity equity and inclusion day for their employees.
 - Century Link: Century Link representative was not present.

- Public Comment: None.

- Adjourn: 8:35 pm

Respectfully submitted by:
Cinthia Diaz Calvo, Administrative Specialist