

## VERMONT PUBLIC TELEVISION: PAST MEETINGS HELD IN CLOSED SESSION

In late December 2013, VPT and the Corporation for Public Broadcasting (“CPB”) received an anonymous letter regarding VPT’s compliance with open meeting requirements. In particular, the letter alleged that VPT held multiple Board of Directors and committee meetings in closed session between July 2011 and December 2013, and that these meetings violated CPB’s open meeting requirements. The Audit Committee conducted a thorough review of this matter and reported its findings to the VPT Board during a public meeting on February 26, 2014.

While some Board and committee meetings were in fact held in closed session during the relevant time period, each of these meetings involved sensitive personnel matters and therefore was properly closed in accordance with CPB’s open meeting requirements. In other words, at no time did the Board or a committee hold a meeting in closed session that should have been open to the public. However, VPT did not issue a post-meeting explanation on its web site following each meeting. In the interest of openness and transparency, VPT has prepared the following list of post-meeting explanations for these meetings.

- On July 28, 2011 at 1:00 pm, the Ad Hoc Employment Contract/Compensation Policy Committee met by telephone to consider matters relating to an individual employee.
- On November 3, 2011 at 4:30 pm, the Compensation Committee met by telephone to consider matters relating to an individual employee.
- On February 28, 2012 at 11:00 am, a Board leadership group met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.\*\*
- On March 7, 2012 at 10:00 am, a Board leadership group met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel. \*\*
- On March 9, 2012 at 3:00 pm, a Board leadership group met to consider matters relating to an individual employee and to obtain confidential advice of counsel. \*\*
- On March 11, 2012 at 4:00 pm, a Board leadership group met by telephone to consider matters relating to an individual employee. \*\*
- On March 14, 2012 at 2:00 pm, the Board met to consider matters relating to an individual employee and to obtain confidential advice of counsel.
- On April 3, 2012 at 4:00 pm, a Board leadership group met to consider matters relating to an individual employee and to obtain confidential advice of counsel.\*\*
- On April 4, 2012 at 4:00 pm, a Board leadership group met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.\*\*
- On April 10, 2012 at 10:30 am, a Board leadership group met to consider matters relating to an individual employee.\*\*
- On April 12, 2012 at 11:30 am, a Board leadership group met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.\*\*
- On April 13, 2012 at 1:00 pm, the Board met to consider matters relating to an individual employee and to obtain confidential advice of counsel.
- On April 18, 2012 at 11:30 am, the Executive Committee met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.

- On April 24, 2012 at 7:15 am, the Executive Committee met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.
- On May 7, 2012 at 1:00 pm, the Executive Committee met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.
- On May 21, 2012 at 2:30 pm, the Executive Committee met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.
- On May 24, 2012 at 11:00 am, the Board met to consider matters relating to an individual employee.
- On June 11, 2012 at 1:00 pm, the Executive Committee met by telephone to consider matters relating to an individual employee.
- On June 15, 2012 at 12:00 pm, the Executive Committee met by telephone to consider matters relating to an individual employee and to discuss the purchase of services where the premature disclosure would compromise VPT's business interests.
- On July 24, 2012 at 4:00 pm, the Board met by telephone to consider matters relating to an individual employee and to discuss the purchase of services where the premature disclosure would compromise VPT's business interests.
- On July 26, 2012 at 12:00 pm, the Board met by telephone to consider matters relating to an individual employee and to discuss the purchase of services where the premature disclosure would compromise VPT's business interests.
- On November 7, 2012 at 12:00 pm, the Executive Committee met by telephone to consider matters relating to an individual employee.
- On December 21, 2012 at 9:00 am, the Executive Committee met by telephone to consider matters relating to an individual employee.
- On August 5, 2013 at 1:00 pm, the Audit Committee met to consider matters relating to an individual employee and to obtain confidential advice of counsel.
- On August 14, 2013 at 12:00 pm, the Audit Committee met to consider matters relating to an individual employee and to obtain confidential advice of counsel.
- On August 19, 2013 at 1:00 pm, the Audit Committee met by telephone to consider matters relating to an individual employee and to obtain confidential advice of counsel.

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\*\* These discussions did not involve a formal committee of the VPT Board and as such likely did not meet the legal definition of a "meeting" subject to CPB's open meeting requirements. Nonetheless, in the spirit of full disclosure, the VPT has elected to report these gatherings.