

## **Minutes of Meeting January 16, 2006**

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, January 16, 2006. The Board members in attendance were:

Theresa Cameron	Bill Larson
Fernando Cruz-Villalba	Paula Moore
Marion Hayes Hull	Nancy Poole
Merrill Hessel	Gracie Rivera-Oven
Ginny Hillhouse	Carla Satinsky
Tom Hoopengardner	Eugene Saunders
Jim Klimaski	Paul Silverman
	Francine Wyron

### **Call to Order**

The meeting was called to order at 7:31 p.m. Richard Turner, MCT Executive Director; Lynn Anne Rimmer, Executive Assistant; Jerry Simon, a MCT Volunteer, and Kimberly Watkins, the new Community Project Manager Team Coordinator were in attendance.

### **Roll Call**

Ginny Gong was out of town and gave her proxy to Theresa Cameron. John Hansman was out of town and gave his proxy to Eugene Saunders, Noreene Wells was ill and gave her proxy to Eugene Saunders, John Zakian was ill and unable to attend.

Ginny Hillhouse moved and Gracie Rivera-Oven seconded the motion to excuse him. The motion passed. Roald Schrack is absent without being excused by the board.

### **Approval of minutes of November 21, 2005**

Jim Klimaski moved and Carla Satinsky seconded a motion to accept the November 21, 2005 minutes as they were distributed. The minutes were accepted.

### **President's Report**

Eugene Saunders has asked Richard Turner to line up a speaker to address the board on board development.

Eugene Saunders has asked that in order to make the board meetings more concise that board members with more than a few sentences to present should present their thoughts in writing in advance or on the night of the meeting.

Each Board Committee Chair will be responsible for presenting a schedule for his/her committee meetings at least quarterly.

Discussion came up recently where concern was expressed by John Zakian that the board should not be as involved in overseeing the finances of the company. The bylaws require the Treasurer of the Board and the Budget and Finance Committee to oversee and take responsibility for the finances. Unless and until the Board amends the Bylaws, the Treasurer and the Budget and Finance Committee will continue to take responsibility for overseeing MCT's finances.

Eugene Saunders requested Francine Wyron to present the minutes from the Executive Committee meetings. The minutes for the December 19, 2005 Executive Committee meeting were included in the mailings for this meeting (ADDENDUM I). The minutes for the January 16, 2006 Executive Committee meeting are as follows:

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MCT Board of Directors  
Executive Committee

**Meeting of January 16, 2006**

**Call to order** – 6:12

**Attendance** –

Gene Saunders, President,  
Nancy Poole, Immediate Past-President  
Fernando Cruz-Villalba, Vice-President  
Paul Silverman, Second Vice-President  
John Hansman, Treasurer  
Francine Wyron, Secretary  
Richard Turner, Executive Director

**President's Report**

- Board Evolution/Board Development
  - There is an on going interest in board development activities. Richard will contact the MD association of Non-profits for facilitation of an evening Board presentation on Board Development and a half-day program on the role of boards and board members in non-profit organizations.
- Board Meeting Time Management
  - Gene will push to keep the meetings to a time schedule
- Board Committee Regular Meeting Schedules
  - Committee chairs should establish regular meetings for their committees. Meetings should be held at least quarterly.
- Legal Authority of Bylaws
  - In response to some recent discussion via email Gene stated that -- Our current by-laws dictate that the Treasurer and the Budget and Finance committee should oversee the accounting and financial well

being of the company. In order to do this they need to have access to its bank records.

- Executive Director Revised Performance Plan
  - Gene distributed the revised and finalized performance plan for Richard's next review period.
- Gene is formally appointing himself to the Budget and Finance Committee

### **Executive Director's Report**

- Personnel Hiring Progress
  - Currently the Client Services Director & Media Resource Technician Team Manager are in recruitment. A full time production technician position is in development.
  - One of the community project manager positions has been filled.
- Training Department Initiatives
  - Field class registration has been positive
  - The Studio technician class is experiencing a weak response to the control room portion of the class.
- MCT Financials Update
  - A newly formatted graphical financials summary was distributed
  - The finance committee reviewed the November financials.
  - We are still awaiting approval of the new format of the quarterly report from the County Cable Office.
- Other Management Issues
  - Branding – logos are final and work is ongoing for practical uses of the new look.
  - Policy Statement - Richard Turner agrees that the current policy statement is not “user friendly” and that there should be distributable documents for the different member interests, program submission, production, training, etc. but not necessarily one document to cover all policy.
  - Program Playback - Digital Transition was discussed

### **Old Business**

- Production support for volunteer producers is in development.

### **New Business**

No new business

### **Announcements**

- The Alliance for Community Media conference is going to be held in Boston this year, July 5-8. Due to the proximity to the July 4<sup>th</sup> holiday, registration should be done early and will be discussed in tonight's board meeting.

**Adjourn – 7:10**

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Richard Turner introduced Kimberly Watkins, the new Community Project Manager Team Coordinator, and she made a brief statement.

John Kincaid from Stoy, Malone & Associates presented the MCT audit for fiscal year 2005. He distributed hard copies to the board members. A motion was made by Theresa Cameron and seconded by Carla Satinsky to accept the audit. The motion passed. Mr. Kincaid, on behalf of Stoy Malone and Associates, offered to provide answers to any future questions that may arise from this report.

### **Executive Director Report**

Richard Turner presented the latest version of the new branding logos. We are still working with Enten and Associates to finalize how the logo will look. The new logos should roll out in February.

Digital Conversion - We are working on a plan to convert our playback system which currently accepts ¾ inch, VHS and SVHS. We don't want to create a barrier to keep people from submitting programming. The implementation may be delayed until we can get enough feedback to find out how to accommodate people submitting programming.

Classes are starting this week. The Field Classes are full or near full. We would like to look into other ways to market the classes. Studio classes have been broken up into two parts, Studio and Control Room, making the classes shorter. The Studio class is full but the Control Room class is not full.

### **Standing and Ad Hoc Committee Reports**

Budget and Finance Committee – Reports from the meeting have been sent out by e-mail and in writing. There were complaints that a Quarterly Report hasn't been received since June. The format hasn't been finalized, but Richard has agreed to provide the raw data from the Quarterly Report to any Board Member who wishes to review it.

Public Access Policy Committee – The committee has not met.

Strategic Planning Committee – The committee did not meet. On November 30, 2005 Richard held an informational presentation on Work Plan Prioritization. It was a good presentation. Five board members were able to attend.

Technology Committee – One of the major items of discussion was a request that the Board and the Finance Committee approve a line item in the budget of \$25,000 for small equipment purchases. These purchases would be made at the discretion of the Executive Director. This item will be discussed by the Finance Committee.

There are two supplemental equipment requests totaling \$60,000. Tom Hoopengardner brought up a point of order that the Budget and Finance Committee should approve financial items such as purchases. Merrill Hessel moved to approve the two

supplemental equipment requests totaling \$60,000 for fiscal year '06. The motion passed.

Personnel Committee – The committee has not met. They are looking into conflict of interest procedures and policies for Board Members. A report will be ready by the next board meeting.

Volunteer Initiatives Committee – The committee met on December 7, 2005 and the minutes were distributed to the Board. The Member Directory Questionnaires have been mailed out and the deadline for them to be returned is January 31, 2006.

Information Policy Committee – Ginny Hillhouse made a motion that an annual report with a list of paying MCT members be made available to the public and members and those members should be able to opt out of their inclusion. The motion was denied.

Tom Hoopengardner made an amendment and Merrill Hessel seconded to change the above motion to include the description of the contents of an annual report according to the MD Association of Non-Profits (ADDENDUM II). The motion carried.

Ginny Hillhouse made a motion that the Executive Director or his designee will be designated to address information requests from public and press. The motion carried.

Ginny Hillhouse made a motion that the board should decide when it is appropriate to share minutes of open sessions on the website and under no circumstances should the Board's business be shared in the press or on the web without the board's official permission by motion at a board meeting. The motion was denied.

Ginny Hillhouse made a motion that the Volunteer Initiatives Committee should consider a mailing to the membership regarding elections and directing prospective candidates to the annual report and that the same committee should lead discussion on membership engagement and how to get involved on a board. The Volunteer Initiatives Committee wants to review this, so the subject was tabled.

Bill Larson moved and Ginny Hillhouse seconded that once minutes of an open Board of Directors meeting are approved, that they be available to be posted on the website. The motion passed unanimously.

Bylaws Committee – The committee met and talked about the two classes of membership – voting members and non-voting members. This subject is still a work in progress.

**Old Business** – No old business

**New Business** – A Nominating Committee was chosen for the purpose of nominating a President and Secretary of the Board for a two year term. The vote will take place during the March board meeting. The committee consists of Paul Silverman, Chair, Theresa Cameron, Ginny Hillhouse, Carla Satinsky and Gracie Rivera-Oven.

The Alliance for Community Media annual conference is coming up on July 5, 2006 in Boston. Reservations need to be made for board members and staff who want to attend. Carla Satinsky moved and Tom Hoopengardner seconded that MCT pay the entrance fee for board members who would like to attend. The motion passed.

Meeting Adjourned at 9:20 p.m.

## ADDENDUM I

### **MCT Board of Directors Executive Committee**

#### **Meeting of December 19, 2005**

#### **Call to order – 6:15 p.m.**

Gene Saunders, President,  
Fernando Cruz-Villalba, Vice-President  
Paul Silverman, Second Vice-President  
John Hansman, Treasurer  
Francine Wyron, Secretary  
Richard Turner, Executive Director

#### **Presidents Report**

- Gene Saunders thanked Richard for holding the informational Work Plan Prioritization meeting on November 30, 2005.
- Richard will be adding personnel tracking items to the Work Plan and will also begin to include some of the high priority items in his Executive Director's report at Board meetings.

#### **Executive Director's Report – Richard Turner**

- Personnel Hiring Progress –
  - The deadline was extended for the Client Services Director position. Approximately 50 resumes have been received. Prescreening and interview scheduling will begin in the coming week.
  - Richard has met with the Client Services Department to discuss duties and responsibilities while there is no Client Services Director in place.
  - The Community Project Management Coordinator is in the "finalists" stage. Hiring for the remaining Community Project Manager positions is on hold until the Coordinator and Client Services Director are hired.
  - The position description for the Media Resources Technician Team Coordinator position has been finalized and is ready to be posted.
  - A new Administrative Assistant has been hired. Michelle Ray's start date was December 19, 2005.
- Training Department Initiatives
  - Mike Camillo has come up with a revised structure for studio training.
  - Mike is also developing some options for other revised training initiatives.
  - Field Training - A modular approach is being developed in which shorter introduction and orientation classes will be offered. This would allow some students quicker access to the studio training classes.
- MCT Financials Update

- October financial reports were distributed. The Budget and Finance Committee will review them prior to the January board meeting.
  - Audit Update - The Stoy, Malone & Co. FY 2005 audit will be ready for presentation at the January Board meeting.
  - The request for bids on future audits has been submitted to the Budget and Finance Committee for review
  - FY 2007 Budget Update – the County Cable Office is doing its initial submittal for the next budget. The revenue in the Cable Fund is expected to be higher than originally anticipated, so there may be some flexibility in funding.
  - Quarterly reports – The new format of the quarterly report has been submitted to Amy Wilson at the Cable Office to for approval.
- Other Management Issues
    - Down County Facility Update - Richard met with Tom Robinson of the CBG Group about the down county study. They discussed short term and long term options for down county training opportunities. Richard recommends using space at the Gilchrist Center in Wheaton for the short term while exploring options for the long term.
    - We need to clarify the definition of “member” which is defined differently in the By-Laws than it is within the county code.
    - Facility User Agreement – Richard is working with DeWolfe music to come up with a rights agreement that will cover different types of delivery. Once this is final, the new Facility User Agreement can be implemented
    - The Volunteer Member List questionnaire is ready to go out as soon as the cover letter is finalized.

#### **Old business –**

- Modifications to the Executive Director’s Performance Plan
  - The committee reviewed a list of Richard’s requested modifications to the originally proposed performance objectives.
- Branding – Enten and Associates is still working on requested revisions to the logos.

#### **New Business –**

- Providing Staff Assistance to New Programs
  - Offering this type of support could foster more successful experiences for both producers and technicians.
  - Some of the ideas discussed mentioned:
    - graduated assistance
    - Studio set-up assistance as an incentive for producers to be prepared and organized.
  - Richard will work with staff to implement some type of staff assistance program for volunteer producers.

**Adjourn - 9:24 p.m.**

## ADDENDUM II

### **STANDARDS FOR EXCELLENCE: OPENNESS**

Nonprofits are private corporations that operate for public purposes with public support. As such, they should provide the public with information about their mission, program activities, and finances. A nonprofit should also be accessible and responsive to members of the public who express interest in the affairs of the organization.

#### **A. Annual Report**

(1) Nonprofits should prepare, and make available annually to the public, information about the organization's mission, program activities, and basic audited (if applicable) financial data. Basic financial data should, at a minimum, include a summary statement of activities and a summary statement of financial position. The report should also identify the names of the organization's board of directors and management staff.

#### **B. Public Access**

(1) Nonprofits should provide members of the public who express an interest in the affairs of the organization with a meaningful opportunity to communicate with an appropriate representative of the organization.

(2) Nonprofits should have at least one staff member who is responsible for assuring that the organization is complying with both the letter and the spirit of federal and state laws that require disclosure of information to members of the public.