

**Board Meeting Minutes
September 18, 2006**

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, September 18, 2006.

Theresa Cameron
Fernando Cruz-Villalba
Haig Ellian
Ginny Gong
Marion Hayes Hull
Merrill Hessel
Ginny Hillhouse
Bill Larson

Sharon Levine
Paula Moore
Nancy Poole
Carla Satinsky
Eugene Saunders
Jonathan Walker
Francine Wyrton

Call to Order

The meeting was called to order at 7:38 p.m. Also in attendance were:
Richard Turner, MCT Executive Director
Lee Klump, Chair of the Audit Committee
Alysia Thaxton, Board Assistant
Laura Cooper, MCT Director of Client Services
Mark Inzelstein and Janeen Gelbart, Indiggo Associates

Roll Call

Jonathan Walker designated Ginny Gong to exercise his proxy until his arrival.

Norreene Wells was ill and asked to be excused. Ginny Hillhouse moved and Carla Satinsky seconded a motion to excuse Noreene Wells. The motion passed unanimously.

Jim Klimaski was expected to arrive late, but did not attend due to serious car trouble.

Approval of June 19, 2006 Minutes

Haig Ellian moved and Carla Satinsky seconded the motion to accept the minutes of June 19, 2006 meeting. The motion passed unanimously.

Approval of Special Board Meetings

Haig Ellian moved and Bill Larson seconded the motion to approve the minutes for the Special Board Meetings dated June 14, 2006, July 11, 2006, August 21, 2006 and August 30, 2006. The motion carried.

President's Report

There will be a board meeting on October 16, 2006 to accommodate increased board business, as well as the board's commitment to further planning and vision development.

The Executive Committee Meeting minutes from the July 17, 2006 as prepared by Gene Saunders were circulated in the mailing packet (See Addendum I). Board Secretary, Francine Wyron, read the minutes from the Executive Committee meeting of September 18, 2006.

**MCT Board of Directors
Executive Committee Meeting Minutes
September 18, 2006**

Call to order – 6:09

Attendance –

Gene Saunders, President
Fernando Cruz-Villalba, Vice-President
Francine Wyron, Secretary
Richard Turner, Executive Director

President's Report

Deferred to the full board meeting

Executive Director's Report

- Petition/Election Preparations - Member List
 - The county's definition of a member differs from bylaws definition in that the county's definition includes certified persons whose dues are not current.
 - The committee recommends that these members should be included as members of MCT with the exception that individuals who have not been active for five consecutive years will lose their status as members.
 - The committee further recommends that a fee consistent with MCT's current practices regarding printing charges based upon IRS guidelines will be charged to any member requesting the list.

A spot inspection of the list by a member of the Executive Committee will be conducted before it is released by staff. This will be further discussed in the Executive Director's report during tonight's full board meeting.
- MCT Financials Update - Audit and Accounting Progress
 - Audit field work began today. By the end of the week the auditors will let us know if there is a need for an expansion of this field work, which could push back the final audit preparation beyond the scheduled presentation at the November board meeting.
 - Financial statements for June are available
- VCP Progress
 - 21 individuals have not responded. Staff is still actively tracking these people down. Obligations should be completed within the established deadlines.
- Personnel Hiring Progress
 - There is still one open Community Project Manager position.
 - The Media Resource Technician Manager position is still vacant.
- Other Management Issues
 - Union negotiations will be discussed in a closed session at tonight's board meeting

Old Business - None

New Business - None

Announcements - None

Adjourn – 7:08

Brainstorming Session: How to Improve Outreach

To increase community outreach, Board President, Eugene Saunders suggested that every quarter each Board member arrange a meeting with a key representative of a community organization to discuss the services MCT has to offer.

The Board generated many ideas and suggestions to increase community outreach for MCT. A summary of the suggestions will be created to capture the ideas. Another brainstorming session will be scheduled for the next Board meeting to continue the discussion.

Executive Director's Report

Updates to the Access Montgomery Website

- The Candidates' Forum and the Montgomery County's League of Women Voters Debates are available on demand.
- Membership renewal and class registration are now available on-line.

MCT Member List

- In the process of updating the membership list for the upcoming Board Election, it was discovered that the MCT Bylaws definition of a member differs from the county's definition. The county definition includes certified persons who may not be current with their dues, whereas MCT's definition does require members to be current with their dues.

The Executive committee makes two recommendations regarding the designation of a member:

- 1) The committee moves that certified persons not current in their dues be included as members of MCT with the exception that individuals who have not been active for five consecutive years will lose their status as members. The motion passed unanimously.
 - 2) The committee further moves that a fee consistent with MCT's current practices regarding printing charges which is based upon the IRS guidelines be charged to any member requesting a copy of the list. In favor - 13; Opposed – 2. The motion passed.
- Merrill Hessel made a motion, seconded by Haig Ellian, that the membership list, along with a nondisclosure agreement be available in electronic format for individuals running for a seat on the Board. In favor – 5; Opposed – 6. The motion failed.

MCT Financials

- The auditor's on-site field work began today, September 18, 2006. They expect to be on site through September 20th. It should be determined by the end of this week if we are on schedule to provide the audit report for the November meeting.
- Voluntary Compliance Program (VCP) – Twenty-one former employees have not returned the paperwork to receive their pension funds. It is questionable whether eight former employees received the paperwork. In three cases the mailings were returned. We are making our third attempt by written notice to contact the individuals and we continue to seek alternate ways to contact the individuals. We are on course to deposit the funds into an account on September 30, 2006 regardless of whether the paperwork has been signed

and returned. We have created an internal deadline of October 1st for being substantially compliant with the program. October 13th is the final deadline.

Staff Appreciation

The staff has done an outstanding job installing new equipment for Studio A. While installing new cameras and a new switcher, they kept operations running smoothly. The production staff has worked extremely hard in the last month and is doing an outstanding job generally. Special thanks to Jimmy Albert, Isaac Wesley and Rodney Bryant for their contribution.

MCT's Position Statement on Verizon Cable Franchise Application

MCT will be giving testimony before the county Hearing Examiner from the cable office in support of existing provisions within the franchise application that will strengthen our options under the new Verizon Fios Cable Franchise.

Merrill Hessel moved and Bill Larson seconded a motion to endorse the positions outlined (See Addendum II). The motion passed unanimously.

Committee Reports

As a reminder, the Board President encouraged the Committee Chairs to submit working charters to the Board in the next couple of months.

Public Access Committee

The committee has not met.

Personnel Committee (Addendum III)

Summary minutes for the meeting were distributed to the Board. The committee met to discuss MCT employee benefits and while the benefits package compares favorably with other nonprofit organizations, the committee recommends some changes to the package. The recommendations are tabled until further review.

Budget & Finance Committee joint meeting with the Executive Committee

Summary of the minutes were included in the mailing packet (Addendum IV). The Voluntary Compliance Program has a legal requirement of a separate audit because of its size.

Audit Committee

The committee met for the first time at the end of July to define its role and to create a working charter. It's hoped that the audit will be completed and reviewed by management in time to provide a report to the Board at the November meeting. At the combined meeting with the Executive Committee and the Budget & Finance Committee, a limited scope audit was recommended for the VCP audit. A choice of auditors for this audit will be deferred until further review.

Strategic Planning Committee - The committee has not met.

Technology Committee - The committee has not met.

Bylaws Committee - The committee has not met.

Volunteer Initiatives Committee - The committee has not met.

Old Business

None

New Business

Nominating Committee

The committee distributed a synopsis of the eleven organizations applying to the Board. Additionally, the committee's final selection of six organizations along with two alternates was distributed (See Addendum V). In summary, the committee gave great weight to diversity and to maintaining important skills and personnel on the Board. Haig Ellian moved to accept the recommendation of the committee. In favor – 9; Opposed – 1. The recommendation is accepted.

Board Facilitation Meeting - There will be an extended meeting with Indiggo Associates on Thursday, November 2, 2006 from 1:30 – 7:30 p.m.

Merrill Hessel moves to suspend Board meetings with Indiggo Associates until January 2007 when the new Board commences. The motion is seconded by Haig Ellian. In favor – 2; Opposed – 8. The motion fails.

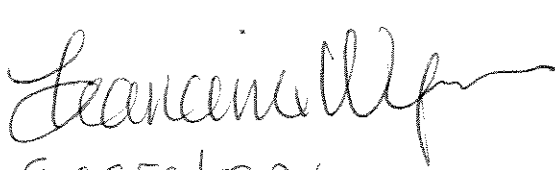
Nancy Poole moved that volunteers be approved to work on productions such as Candidate's Forum. In favor – 3; Opposed – 4. The motion fails.

Closed Session – The board convened an Executive session.

Open Session

The Executive Director's Performance Review is tabled until October 16, 2006. The Board is asking for the Executive Director's input for their consideration.

Adjourned – 11:11 P.M.


Secretary

11/8/2006

Addendum I

MCT Board of Directors
Executive Committee

Meeting of July 17, 2006

Call to order – 7:40

Attendance –

Gene Saunders, President,
Nancy Poole, Immediate Past-President
Richard Turner, Executive Director

Not Present:

Fernando Cruz-Villalba, Vice President
Francine Wyron, Secretary.

President's Report – None

Executive Director's Report - Richard Turner

Finance and Accounting Activities: Preparations for the Voluntary Compliance Program closely overlap in time the preparations for the FY 2006 audit, and necessitate a delay in the audit execution unless additional outside accounting help is brought in. As of this meeting date the books are still open for June 2006.

Personnel Hiring Progress

Two positions are still open: the Media Resource Technical Team Manager, and one of the Community Project Manager positions. One Community Project Manager has recently been hired.

Board Position Recruitment Support

Letters to organizations inviting application for seats on the MCT Board beginning January 2007 are expected to be sent out within approximately one week's time.

Richard will seek out advice and assistance from Maryland Non-Profits in setting up the procedures for the MCT member ('Unaffiliated Board Member') petition and election process..

Old Business, New Business: None

Adjourn – 8:55 pm

(These minutes were recorded by Gene Saunders, acting as Secretary)

Addendum II

**Montgomery Community Television, Inc.
Positioning Statement
Verizon Maryland, Inc. Cable Franchise Application
September 18, 2006**

The County should seek methods to increase competition and choice by consumers for cable services that include PEG access channels.

The County should retain its authority over the public rights of way.

The County should resist any effort to subvert the franchising process by agreeing that cable delivery is a subset of services via FTTP.

The County should seek build out provisions that protect the public interest while extending the reach of this new competitive network to all reaches of the County.

Service to public buildings should include all PEG Access programming origination sites and offices.

Signal retransmission should include any and all secondary audio services to ensure that multi-lingual programming generated by PEG entities is carried as originally intended to be distributed and retransmitted.

Proof of performance testing and routine maintenance for signal quality of PEG signal transmission from the originating sites should be at the expense of the Franchisee.

The County should ensure that there is no additional cost for PEG entities to interconnect and transmit programming from their origination sites to the Franchisee.

PEG Channels must match the thirteen as established in existing franchises and expand as digital compression technologies are deployed.

Retain the right to audit franchise and PEG fees.

Additional capacity fiber for expanding the current number of sites at which PEG entities can originate live programming from the community.

Addendum III

Montgomery Community Television
Personnel Committee Meeting
August 10, 2006

Summary Minutes

The meeting was called to order at 7:30 p.m. at the MCT offices in Rockville, Maryland. In attendance were committee members Francine Wyrton and Nancy Poole. MCT Accounting and Human Resources Manager Debbie Billings was also in attendance. Committee member Ginny Gong was absent.

To begin the discussion on MCT employee benefits, Debbie shared a table that had been prepared by staff comparing the policies of the Organization of Chinese Americans (OCA), Maryland Association of Nonprofits' Model Benefits, and MCT. The table also contained information from a 2001 survey of nonprofits that provides additional data on employer-provided benefits. The Committee agreed to discuss the various nonprofit employee benefits listed in the table:

Health Insurance	Paid Personal Days
Life Insurance	Family and Medical Leave Act,
Dental Insurance	Bereavement Leave
Vision Insurance	Cost of Living Adjustment
Disability Insurance	Credit Union Membership
Family/Spousal Insurance	Service Awards
Domestic Partner Insurance	Suggestion Awards
Vacation Days by Length of Service	Legal Benefits
Paid Holidays	Retirement Plan
Paid Sick Days	Educational Opportunities

The Committee found that MCT's employee benefits package compares favorably with the others overall. However, the Committee had comment on or recommended changes to the following policies:

- Disability Insurance—Debbie will look into additional Long-term Disability Insurance for employees who were not grandfathered into the current policy prior to December 30, 2004.
- Long-term Care Insurance—Prudential offers coverage for MCT employees. The employee must request an information packet via phone or Web. Insurance premiums would be paid to Prudential directly by the employee rather than through payroll deduction. Therefore, the employee could continue the coverage even after leaving MCT. The Committee recommended that Long-term Care Insurance be offered to MCT staff.
- Domestic Partner Health Insurance—Montgomery County guidelines allow for this coverage and it can be made available to MCT employees. The Committee recommended that Domestic Partner Insurance be offered to MCT staff.
- Paid Personal Days—MCT does not currently offer paid personal days to employees. According to the table the other organizations provide 2 paid personal days annually. The Committee recommended that MCT offer employees 2 paid personal days per year. The

Committee further recommended that MCT adapt language from the OCA policy for its own policy. The 2 days if not used will be forfeited at the end of each calendar year.

- Bereavement Leave—MCT currently offers 3 to 5 days of bereavement leave to employees. While the Committee feels that bereavement leave should continue, it recommends that the definition of family member should be revised to include: "spouse (husband or wife pursuant to a marriage that is a legal union between one man and one woman, including common law marriage between one man and one woman in states where it is recognized), and parents thereof, children (including adopted or foster children, stepchildren or a legal ward), and spouses thereof; parents, brothers and sisters and spouses thereof, and any individual related by blood or affinity whose close association with the employee is the equivalent of family relationship."
- Credit Union Membership—While MCT employees are eligible for membership in the Montgomery County Employees Federal Credit Union, there is no mention of it in the Employee Handbook currently. The Committee recommended that this eligibility be add to the Handbook.
- Service Awards—MCT currently offers awards for long-term service. The comparison organization do not offer such awards. Therefore, the Committee recommended that following the union negotiations, Service Awards be integrated with Performance Awards and subsequently phased out.
- Suggestion Awards—MCT currently offers this award for implementation of a meritorious suggestion. The comparison organizations do not offer such an award. The Committee recommended that Suggestion Awards be discontinued. Implemented meritorious suggestions can be recognized by the regular Performance Awards.
- Retirement Plan—The Committee recommended taking no action in regard to the Retirement Plan at this time. However, following completion of the VCP, the Committee will revisit this issue.
- Educational Opportunities—Currently MCT does not provide educational opportunities to employees. The Committee recommended that MCT adapt the Maryland Nonprofits' model benefits to offer tuition reimbursement for job-related coursework for full-time employees.

There being no further business, the Personnel Committee meeting was adjourned at 9:40 p.m.

Respectfully submitted,


Nancy J. Poole
Chair

Addendum IV

MCT Board of Directors Executive Committee and Budget and Finance Committee Meeting of August 14, 2006

Call to order – 7:38

Attendance – Gene Saunders, President
Nancy Poole, Immediate Past-President
Fernando Cruz-Villalba, Vice-President
Francine Wyrton, Secretary
Haig Ellian
Lee Klumpp, Chair, Audit Committee
Darryl Lesesne- via telephone
Richard Turner, Executive Director
Debbie Billings, Staff Accountant

Presentation of the Audit Committee Progress

- First meeting of the Audit committee was last month
- Mr. Klumpp met with the audit firm, Richard Turner and Debbie Billings to discuss the details of the audit.
- A date has not yet been set but should be around the first of September.
- The Audit Committee will review drafts of the report prior to its presentation to the Board of Directors

Presentation of the Requirement for a Separate VCP Annual Audit

- Department of Labor and the Employee Retirement Income Security Act (ERISA) require that retirement benefit plans with greater than 100 participants be audited by a CPA. Due to the VCP filing MCT's plan falls in this category.
- This audit can either be a full scope audit or a limited scope audit. The limited scope audit will satisfy the requirement and will audit the plan, but not its investments.
- The Audit Committee recommends the limited scope audit for MCT's plan to be performed by the same firm as our annual audit.
- The estimated cost of the VCP audit will be \$5000-\$6500 and will need to be attached to the Form 5500 filing due every July 31st. It will require an adjustment in the current budget as this audit will need to be done in or around the month of April, prior to the next fiscal budget.
- All in attendance endorsed the recommendation of the Audit committee to have a limited scope audit performed on the Mutual of America retirement plan.
- The committee also recommends exploring the possibility of amending the Mutual of America plan with regard to MCT contribution and with regard to creating a minimum balance requirement which would require an employee who has less than a certain dollar amount in his or her account to move the funds out of the plan. This could reduce plan cost and the number of participants and consequently the requirement for the audit.

Staff Presentation

VCP Plan update –

- Packets were sent out to all 57 terminated employees affected by the VCP. As of today 37 of them have been received and 13 have completed and returned an enrollment form.
- There are 9 current employees affected by the VCP. Seven of them have met with Debbie to discuss the VCP and she is in the process of arranging the remaining two meetings.
- Only 2 of the people on the list were not reached by the initial mailing and efforts are underway to locate them.
- Mutual of America will meet with staff to discuss the enrollment process in the last week of August.

Audit prep –

- Staff is waiting for the initial request for materials for the first phase of the audit to begin sometime in early September.

Financials update –

- Still trying to close the June books in order to be ready for the audit.
- Personnel update –
- In the place of the accounting temp that has left, Evolutionary Business Systems has been temporarily assisting with MCT's accounting needs. They are in the process of hiring another temp to do the work.
- Staff is currently conducting an annual Worker's Compensation audit and a general liability audit

Dues payment requests –

- Once the online payment system is in place, dues cards will be mailed.
- This new online payment service will require MCT to open an additional account.

President's report

- The next meeting of the Budget and Finance Committee has not been scheduled, but it is anticipated to be called for sometime in October.
- There will be an optional attendance Board meeting for the week of September 11. The purpose of this meeting will be to vet and approve the organizational applications for Board seats.
- There will be a regular Board business meeting called for October and if necessary December.

Adjourn – 8:45

**Report of the Nominating Committee
Meeting of September 13, 2006
Location: Indiggo Associates Offices, Rockville, Md.**

Board members in attendance:

Theresa Cameron, Merrill Hessel, Ginny Hillhouse, Marion Hayes Hull, Nancy Poole, Eugene Saunders, Francine Wyron

Call to order: 07:39 pm

The following organizations were nominated by the Committee:

- 1) Alpha Kappa Alpha Sorority (Theta Omega Omega Chapter),
Diane Butts**
- 2) Capital PC User Group, Dennis Courtney**
- 3) Composers' Society of Montgomery County, Eugene
Saunders**
- 4) Leadership Montgomery, Marion Hayes Hull**
- 5) Montgomery County Maryland Bar Foundation, James
Klimaski**
- 6) National Association for the Advancement of Colored
People, Henry Hailstock**

**In addition, the following organizations were nominated as
alternates, in the event of future Bylaws changes, allowing for
the replacement of organizations on the Board:**

- 1) Montgomery County Council of Parent Teacher
Associations, Ginny Hillhouse**
- 2) Primary Care Coalition of Montgomery County, Steve Seater**

Adjourn: 08:44 pm