

**Annual MCT Board Meeting
March 19, 2007**

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, March 19, 2007. The Board members in attendance were:

Toby Beach	Jim Klimaski
Michael Boblitt	Lee Klumpp
Diane Butts	Sharon Levine
Theresa Cameron	Marian Merewitz
Fernando Cruz-Villalba	Paula Moore
Haig Ellian	Nancy Poole
Steven Freidman	Eugene Saunders
Ginny Gong	Paul Silverman
Henry Hailstock	Lesley Anne Simmons
Merrill Hessel	Francine Wyron
Tom Hoopengardner	
Marion Hayes Hull	

Call to Order

The meeting was called to order at 7:34 p.m.

Also in attendance were:

Richard Turner, MCT Executive Director
Alysia Thaxton, Executive Assistant
Ryan Rocha, Rocha & Company, PC

Roll Call

The following members asked to be excused from the meeting:

Dennis Courtney – Proxy to Merrill Hessel
Darryl Lesesne – Proxy to Diane Butts
Jonathan Walker, Sr. – Proxy to Eugene Saunders
Noreene Wells – Proxy to Jim Klimaski

Haig Ellian moved and Jim Klimaski seconded a motion to excuse the absences of the above board members. The motion passed with one opposed.

Approval of January and February 2007 Board Minutes

Haig Ellian moved and Henry Hailstock seconded a motion to accept the minutes for both January and February, 2007. The motion passed unanimously.

President's Report

- Fernando Cruz-Villalba will be completing his term as Vice President with the election of Vice Presidents at tonight's meeting. Additionally, Alberto Avendaño will be replacing Fernando as the new representative of the Hispanic Alliance on the board.

Board Secretary, Francine Wyron, read the minutes from the Executive Committee meeting of March 19, 2007.

**MCT Board of Directors
Executive Committee
Meeting of March 19, 2007**

Call to order - 06:25 p.m.

Attendance

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

President's Report

- Renewing MCT's Governing Structure and Principles
 - The MCT Board of Directors has recently adopted a new statement of MCT's Purpose
 - The Board will review in the near future statements of Mission, Vision, and Means
 - The MCT Bylaws Committee has begun again a comprehensive review of the MCT Bylaws and anticipates recommending some significant revisions to the current Bylaws which were adopted in the year 2000. Our current Bylaws require that all Bylaws amendments require an affirmative vote by at least 2/3rds of the Directors in office in order to be adopted. A great deal of organization, patience and coordination will be required of the Bylaws Committee members to accomplish this task, and a great deal of ongoing communication will be required between the committee and the full Board in order to arrive at amendments which will receive the required 2/3rds support by the full Board
 - A Code of Conduct Committee, now chaired by Marion Hull, was recently formed and will begin meeting soon to recommend a Code to delineate appropriate behavior by Board members and other company members
- All ongoing Board members are reminded that the deadline for completing the Montgomery County Ethics Commission's online Financial Disclosure for the calendar year 2006 is April 16, 2007. Please call the Ethics Commission directly if you need help making your filing.
- The Alliance for Community Media annual conference will be held in Minneapolis from July 25-28, 2007. MCT will usually pay for full conference registration for Board members wishing to attend, but not pay for travel and lodging. Richard Turner will give more details on conference planning during the Executive Director's Report at the full meeting of the Board

Executive Director's Report

- MCT Financials Update - deferred to the full meeting of the board
- Other Management Issues –
 - Theft of a powerbook from the cabinet in the classroom - All equipment in that cabinet has been moved to a more secure location. And new procedures for tracking that equipment have been initiated. More on this issue will be discussed in a closed session at the full board meeting.
 - Board and Staff Interactions Update – Staff has worked on procedures by which they will handle any requests from board members based on the motion from the February meeting.

Old Business - none

New Business

- A concern was expressed with regard to the appearance of a potential conflict of interest with the Arts and Humanities Council and other organizations with which MCT does business.

- Richard requested that there be action on this item by the full board at the full board meeting.
- The Executive Committee requests that the issue be referred to the Code of Conduct committee for further discussion.

Adjourn - 7:26

- Nominating Committee Chair, Sharon Levine, gave a report from the Nominating Committee meeting of March 6th. (See Addendum I for full report) The committee met to recommend the number of vice president positions to the board as well as recommend candidates for those positions and the position of treasurer. The committee recommends that there be two Vice Presidents and recommended the following candidates:
 - First Vice President – Marion Hayes Hull
 - Second Vice President – Dennis Courtney
 - Treasurer – Darryl Lesesne
- Paul Silverman moved to accept the recommendation of Darryl Lesesne to serve as treasurer. There were no additional nominations for the position of treasurer. Darryl Lesesne was unanimously elected Treasurer of the Board.
- Ginny Gong moved to accept the recommendation of Marion Hayes Hull for the position of First Vice President. There were no additional nominations for the position. Marion Hayes Hull was unanimously elected First Vice President of the Board.
- Dennis Courtney was recommended for the position of Second Vice President. There were no additional nominations for the position. Dennis Courtney was unanimously elected Second Vice President of the Board.
- The Board discussed whether to continue working with Indiggo Associates. Henry Hailstock moved and Theresa Cameron seconded a motion to table the discussion on whether to continue with Indiggo's contractual services until more detailed information and clarification is provided. Ginny Gong asked for clarification as to total costs to date regarding Indiggo expenses. The Executive committee or an ad hoc committee should meet with Indiggo Associates to obtain further clarification prior to the board deciding if Indiggo's services should be continued. Vote - 17 in favor; 9 opposed. The motion passed.

Executive Director's Report

Richard Turner introduced Ryan Rocha, the principle in Ryan Rocha & Company, PC, which has recently been contracted to provide accounting services to MCT. Mr. Rocha described the accounting services provided and answered questions from the board.

Closed session

Open Session

- Lee Klumpp moved and Haig Ellian seconded a motion that the Executive Committee hire an outside third-party to investigate a personnel matter. The motion passed with 2 opposed.
- Alliance for the Community Media – The annual conference will be held in Minneapolis, Minnesota this year. MCT will pay registration fees for board members attending but will not pay travel expenses to the conference.
- New Chairs for Staff – There is a request by staff for new chairs. However, there has been no money allocated in the budget for new chairs so the matter will be referred to the Budget & Finance Committee for consideration.

Committee Reports

Audit Committee - The 2006 audit has been completed and approved by the board. The current issue under discussion is whether an audit needs to be performed on the employee benefits plan following the completion of voluntary compliance. If there are over 100 participants in the benefits plan an audit is necessary. At issue is when MCT first began having more than 100 participants.

Budget & Finance Committee - The committee has not met.

Technology Committee – The committee suggests that Access Montgomery begin utilizing concurrent streaming.

Bylaws Committee – The committee concludes that MCT’s bylaws be significantly revised based on changes in technology and changes in media distribution. Merrill Hessel, the Committee Chair, will be distributing committee minutes to the board.

Volunteer Initiative Committee –

The committee recommends the establishment of a Volunteer’s Association that is autonomous and logistically supported by MCT. The Volunteer Association will provide a forum for volunteers to discuss their concerns as well as provide an environment to encourage volunteers to work on mutual interests. The committee believes MCT should provide logistical support to the association and since they believe the support will be minimal it will therefore fall within purview of MCT’s normal operating expenses. Logistical support includes such things as providing a meeting space, sending mailings to volunteers and use of office equipment such as copy machine, fax and phones.

The committee moved that board support the establishment of a Volunteers Association that will be autonomous and logistically supported by MCT. The motion passed unanimously.

The committee further recommends that the board charge the Volunteer Initiatives Committee with the task of standing up the association to the point where the association is self-sufficient. The motion passed unanimously.

Old Business – None

New Business -None
Adjourn - 9:45 p.m.

Francine Wip
Secretary. 5/2/2007

Meeting of the MCT ad hoc Nominating Committee on March 6, 2007

Attendees:
Michael Boblitt
Merrill Hessel
Sharon Levine
Nancy Poole
Paul Silverman
Francine Wyron

Ms. Levine called the meeting to order at 7:30 p.m.

Ms. Levine stated that the purpose of the meeting was to recommend the number of vice presidents to be selected, the number of candidates to be recommended for each vice president position, and to *recommend* candidates for the vice president position(s) and the treasurer position. She stated that the full Board could nominate additional candidates at its March 19 annual meeting.

She then read aloud sections of the MCT Bylaws, including Section 3. Vice President(s); Section 5. Treasurer and Section 6. Officers' Election and Term of Office.

Ms. Levine said that only one MCT board member had expressed a willingness to be considered for an officer position, Darryl Lesesne, for the position of treasurer.

There was consensus that Mr. Lesesne would be the committee's recommended candidate for the position of Treasurer.

Ms. Poole said she believed it was good to have two vice presidents. There was discussion and consensus that there should be two vice presidents, a first vice president and a second vice president.

Since no one had expressed an interest in being a vice president, the committee decided that that each Nominating Committee member present would name one or two individuals he/she would like to have considered as possible candidates. Several names were brought forward, including Marion Hayes Hull; Dennis Courtney, Tom Hoopengardner, Dianne Butts and Lee Klump. It was noted that Mr. Klump may be unable to serve as an officer due to his very busy schedule.

There was consensus that the first two prospective candidates to accept, beginning with Ms. Hayes Hull and Mr. Courtney, would be the committee's recommended candidates for the position of first vice president and second vice president, respectively.

Both Ms. Hayes Hull and Mr. Courtney stated they would be pleased to have

their names recommended for the position of first vice president and second vice president, respectively.

And, thus, the ad hoc Nominating Committee's recommendations for officer positions are:

First Vice President: Marion Hayes Hull
Second Vice President: Dennis Courtney
Treasurer: Darryl Lesesne

There being no other business, the meeting was adjourned at 8:30 p.m.

Submitted by: Sharon Levine, Chair, ad hoc Nominating Committee

A handwritten signature in cursive script that reads "Sharon Levine". The signature is written in black ink and is centered on the page.