

Minutes of the MCT Special Board Meeting  
June 11, 2007

A special meeting of the Montgomery Community Television Board of Directors was held at 7529 Standish Place, Suite 140, Rockville, Maryland on Monday, June 11, 2007.

The Board members in attendance were:

Michael Boblitt

Dennis Courtney

Haig Ellian

Steven Freidman

Henry Hailstock

Marion Hayes Hull

Merrill Hessel

Tom Hoopengardner

Jim Klimaski

Marian Merewitz

Nancy Poole

Eugene Saunders

Paul Silverman

Leslie Anne Simmons

Jonathan Walker

Noreene Wells

Francine Wyron

**Call to order**

The meeting was called to order at 7:38 p.m.

Also in attendance:

Richard Turner, Executive Director

**Roll Call**

Steve Friedman moved to excuse the Board members who were not in attendance

The motion was seconded by Jonathan Walker. Motion passed; with one opposed.

**CLOSED SESSION**

**OPEN SESSION**

Haig Ellian moved that the board accept the terms of Union contract agreement as presented by Richard Turner in the document entitled Montgomery Community Television, Inc. Union Negotiations Summary - 2<sup>nd</sup> round dated June 1, 2007) The motion was seconded by Steve Freidman.

Motion Passed. 13 in favor, 4 opposed. Secretary, Francine Wyron abstained due to potential conflict of interest.

**Adjourn**

Motion made by Merrill Hessel to adjourn at 9:52.

*Francine Wyron* 7/16/2007  
Secretary

## **MCT Code of Conduct Committee Report**

**June 18, 2007**

The MCT Code of Conduct Committee met monthly from March through June. Members of the committee are Nancy Poole, Darryl Lesesne, Lesley Simmons, Marian Merewitz, Diane Butts, Tom Hoopengardmer and Marion Hull (chair). Also actively participating on the committee are Gene Saunders and Richard Turner.

Today, the committee is presenting a draft of Section One: Conflict of Interest. We would like for the Board to review and approve the draft.

The Code of Conduct Committee has started to write on Section 2, Privacy and Confidentiality. At our July 11<sup>th</sup> meeting the members of the committee will try to reach agreement on what to cover. However, we are in agreement that stakeholders must respect and honor the organization and its stockholders' right to privacy and confidentiality. See attachment 2,

Once the committee completes the section on Privacy and Confidentiality we will undertake writing the section on Liability, Immunity and Risk of Getting Sued.

Our next meeting is scheduled for July 11, 2007, at the Wheaton Library.

## Montgomery Community Television: Code of Ethics

### Preamble

This Code is a guide for MCT stakeholders, which include members of the Board of Directors, staff, volunteers, certified members and any other persons designated as such by the Executive Committee of the Board of Directors. The Code does not cover every situation, but serves as a guide to the ethical behavior expected of MCT stakeholders.

The Executive Committee is responsible for administering this Code of Ethics. Any stakeholder believing that he or she faces an actual, perceived, or potential ethical conflict may, and should, ask the Executive Committee for an opinion.

### 1. Conflict of Interest

A conflict of interest may arise if a stake holder's personal interests clash with the best interest of MCT and endanger his or her impartiality. Even in the absence of improper actions, a perceived conflict of interest can create an appearance of impropriety that can undermine confidence in the stake holder's ability to make ethical decisions<sup>1</sup>.

A variety of situations may give rise to a conflict of interest, for example: Considering the purchase or lease of goods, services, or properties from a relative<sup>2</sup> or business associate or considering such a person for MCT employment; receiving gifts, gratuities or favors of a substantial nature<sup>3</sup> from a person or entity that does business, or seeks to do business with MCT; giving business to a relative, business associate or an organization that employs the stakeholder or that they represent.

### Disclosure of Actual or Potential Conflicts of Interest

Stakeholders are obliged to disclose to the Executive Committee any actual, perceived, or potential conflict of interest as soon as it is known, in writing, within 15 days of discovery. The Executive Committee will recommend appropriate organizational response to the Board of Directors<sup>4</sup>.

### 2. Privacy and Confidentiality

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<sup>1</sup> A conflict of interest may be avoided by disclosing the facts to the Executive Committee in advance and receiving a favorable opinion, or avoiding the situation if the opinion is unfavorable.

<sup>2</sup> For purposes of this Code family relationships include: spouse, partner, parent, child -- natural, foster or adopted -- immediate family in-laws, and siblings.

<sup>3</sup> Valued at \$20 or more.

<sup>4</sup> If the Board of Directors determines the stake holder has failed to disclose an actual or potential conflict of interest, it shall inform him or her of the basis for the decision and afford the person an opportunity to appeal the alleged failure to disclose. After hearing the appeal, the Board will determine appropriate disciplinary and corrective action.