

**Board Meeting Minutes**  
**July 16, 2007**

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, July 16, 2007. The Board members in attendance were:

Michael Boblitt	Jim Klimaski
Diane Butts	Darryl Lesesne
Dennis Courtney	Marian Merewitz
Haig Ellian	Nancy Poole
Steven Friedman	Eugene Saunders
Ginny Gong	Lesley Simmons
Tom Hoopengardner	Francine Wyron
Marion Hayes Hull	

**Call to Order**

This meeting was called to order at 7:39 p.m.

Also in attendance were:

- Richard Turner, MCT Executive Director
- Alysia Thaxton, Executive Assistant
- Laura Cooper, Director of Client Services
- Debbie Billings, Director of Administration
- Patricia Stewart, Director of Research, Evaluation & Development

**Roll Call**

The following board members asked to be excused from the meeting:

- Toby Beach – Proxy to Tom Hoopengardner
- Fernando Cruz-Villalba
- Henry Hailstock
- Merril Hessel – Proxy to Tom Hoopengardner
- Lee Klumpp
- Sharon Levine – Proxy to Eugene Saunders
- Paula Moore – Proxy to Eugene Saunders
- Paul Silverman – Proxy to Tom Hoopengardner
- Jonathan Walker, Sr.
- Noreene Wells – Proxy to Jim Klimaski

Lesley Simmons moved and Darryl Lesesne seconded a motion to excuse the absent board members. The motion passed. 17 – in favor; 4 – against.

**Approval of June 18, 2007 Board Minutes**

Francine Wyron moved and Jim Klimaski seconded a motion to pass the June 18<sup>th</sup> minutes. The motion passed unanimously.

**President's Report**

The Board's business for this meeting and the next meeting includes:

- 1) Finalize and approve the role of MCT's Board of Directors as well as finalize MCT's Core Values statement according to the recommendations resulting from Indiggo meeting and the Code of Ethics committee.
- 2) Define the goals and measures for MCT activities as requested by the Management & Fiscal Policy Committee of the Montgomery County Council.
- 3) Approve the FY08 Budget

Board Secretary, Francine Wyron, read the minutes from the Executive Committee meeting of July 16, 2007.

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**MCT Board of Directors  
Executive Committee  
Meeting of July 16, 2007**

**Call to order** – 6:42

**Attendance**

Eugene Saunders, President  
Dennis Courtney, Second Vice-President  
Darryl Lesesne, Treasurer  
Francine Wyron, Secretary  
Richard Turner, Executive Director

**President's Report**

- Board agenda overview
  - One of our major current tasks is to self-define, self-organize and self-regulate, which we are accomplishing in conjunction with our recently completed Indiggo Associates joint staff and board meeting as well as through the work of the Code of Ethics committee.
  - Pursue the task of defining goals and measures of goals requested to be delivered to the MFP committee in October or November. We will be working on them in the coming months.
  - Approve the FY2008 budget
- Code of Ethics Committee has reviewed and recommended edits to both the Board of Directors Role document and the MCT Core Values document. The documents will be reviewed at the board meeting.

**Executive Directors report**

- The Management team plans to survey the staff on their perception of the board.
- The budget presentation tonight will be the presentation of a deficit budget due to accounting personnel costs (65K), increased utilities, staff enhancement- morale building events, tuition reimbursement program. This will be discussed further in tonight's board meeting. The executive committee unanimously supports this budget.

**Unfinished business** - None

**Adjourn** – 7:23

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## Committee Reports

Code of Ethics Committee Meeting – Following the recommendation of the June board meeting, the revised code of ethics will be distributed as a full report rather than in sections. The committee also reviewed the Indiggo Associates documents regarding the conduct of MCT's Board Role and Core Values.

Revised versions of the MCT Core Values document were distributed.

The committee recommends the changes as outlined in Addendum I and the following:

- Place, "MCT" in the locations where the document reads "the organization".
- The board discussion also indicated that Under Roles and Boundaries the last bullet should read "We act in a positive and non-disruptive, non-destructive manner"

Marion Hayes-Hull, Chair of the Committee, moved to accept the recommendations as amended by the board. The motion passed unanimously.

The committee recommends changes to the MCT Board of Directors Role as outlined in Addendum II and the following:

- Place, "MCT" in the locations where the document reads "the organization".
- Remove "from the community" from the **Ensure adequate resources** section
- The **Oversight** section should read, "The board will review established standards and measures of MCT's. The board members will respect the Executive Director's authority."
- Under **Personnel Policy**, replace "of" with "the"
- Under **Legal and contractual requirements**, the second sentence should read, "The board may delegate to the Executive Director authority for implementing legal and contractual agreements."

Marion Hayes-Hull, Chair of the Committee, moved and Ginny Gong seconded a motion to accept the recommended changes to the MCT Board of Directors Role document as amended by the board. The motion passed. In favor – 14; Opposed – 2.

The committee will meet again at Wheaton Library on July 31<sup>st</sup> from 7-8 p.m.

Audit Committee – Stoy Malone has been engaged to perform the annual audit. They will be on-site in the beginning of August for three days and again in late August for three days. They should complete the audit by August 31<sup>st</sup>.

Budget & Finance Committee - Darryl Lesesne, Committee Chair, reviewed the distributed financial documents with the board.

The board discussed MCT's FY'08 budget proposal. The proposed budget includes an \$89,270 deficit. This deficit is largely due to the approved accounting position, increased utility cost, increased insurance cost for the mobile production vehicle and increases in staff support funds.

The Chair moved that the board approved the proposed FY08 budget with the recommended \$89,270 deficit amount.

Tom Hoopengardner moved and Marian Merewitz seconded a motion to table the Chair's motion until the August board meeting. The motion was tabled. In favor – 12; Opposed – 8.

Haig Ellian moved and Jim Klimaski seconded the motion to authorize expenditures at current levels of spending until the next board meeting. The motion passed unanimously.

Strategic Planning Committee – The committee met July 2<sup>nd</sup> to organize the task of defining goals, measurements and time tables as well as to do some brainstorming. The next meeting will be July 30<sup>th</sup>.

Volunteer Initiative Committee – The committee continues to work on setting up the Volunteer Association. There will be an ice cream social on August 2<sup>nd</sup> as the next step in setting up the Association.

Outreach & Promotion Committee – The committee did not meet.

Public Access Policy Committee – The committee did not meet.

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

- Staff is working on the operational priorities coming out of the Strategic Planning Committee.
- Class fee structure - The Executive Director requested that the discount on the class fee schedule as previously passed by the board in June 2006 be continued until December 31, 2007.

Tom Hoopengardner moved and Mike Boblitt seconded a motion to continue the present class fee schedule through December 31, 2007. The motion passed unanimously.

- The Alliance for Communications Democracy and the Alliance for Community Media has filed a lawsuit against the FCC regarding the National Franchising bill. MCT has supported the suit by donating \$6,000. The coalition filing the suit is considering filing an amicus brief which would allow public access stations to put on record its specific issues. The question to the board is whether it would like to participate in the amicus brief.

The board agreed that staff should explore the costs of becoming a part of the amicus brief.

- FY'09 Budget Priorities – Due Monday, July 23, 2007. Potential ideas for budget priorities include:

- Requesting budget for an accounting position
- Requesting budget for an additional Media Resource Technician for expansion of facility hours
- Seeking a merit compensation program
- Balancing the budget

Typically, the Council requests the budget priority at the end of September with final figures due in October. However, this year the request came on July 16<sup>th</sup> with a due date of July 23<sup>rd</sup>. They are also requesting a more detailed explanation of budget requests.

**New Business** – None

**Adjourned** – 10:15 p.m.

*Francine Wip*  
Secretary

9/17/2007

## **MCT Core Values**

June 2007

**We are stewards of MCT. Each of us takes full responsibility for our perceptions, our emotions and the greater good of the organization. We hold each other accountable for living our Core Values.**

### **Constructive Communication**

- We create a safe space for communication by respecting confidentiality.
- We are direct, authentic and sensitive.
- We value constructive disagreement.
- We seek first to understand, then to be understood.
- We are aware of and don't act on pre-judgment.
- We believe in each other's potential.
- We consider all aspects.
- We are inclusive by providing for all voices to be heard.
- We ask all questions and leave nothing on the table.
- We communicate openly and fully.
- We notice and reinforce constructive communication.
- We are attentive, and avoid interruptions and side conversations.

### **Integrity and Trust**

- We evoke trust in each other through our words and deeds.
- We maintain confidentiality.
- We avoid and discourage gossip.
- We follow through on our commitments.
- We are willing to ask for clarification in order to build trust.
- We resolve disagreements openly, honestly and without deceit.

### **Effectiveness**

- We are enthusiastic, dynamic and solution-focused.
- We promote clarity and alignment on MCT's purpose, mission, vision, strategic plan and priorities.
- We share information.
- We share knowledge.
- We are active learners.
- We acknowledge our successes.

### **Respect and Tolerance**

- We treat each other with dignity and respect.
- We treat each other as equal human beings.
- We treat each other as we would like to be treated.
- We understand and respect each other's views.

### **Collaboration and Teamwork**

- We work together as a team.
- We empower others.
- We do not work against each other.
- We show mutual support and caring.
- We have a generous and kind spirit.
- We accentuate the positive in each other.
- Once a decision is made within the context of our core values, we respect the decision.
- We communicate a positive, cohesive and consistent message outside the organization.
- We value creativity, fun and humor.

### **Roles and Boundaries**

- We hold each other accountable for our agreed-upon roles and boundaries.
- We use agreed upon procedures to address issues.
- We address disagreement internally and not publicly.
- When representing MCT, we do so in a positive manner.
- We act in a positive, non-disruptive and non-destructive manner.

## **MCT Board of Directors Role** **June 2007**

- **Setting broad policy**  
Board members should recommend, adopt, be familiar with and accurately represent MCT's policy.
- **Determining MCT's Mission and Purpose**  
It is the board of directors' responsibility to create a mission statement with input from stakeholders and review it periodically for accuracy and validity. Each board member should fully understand and support it.
- **Fiscal oversight**  
The board, in order to remain accountable to its funders, donors, the public and to safeguard its tax exempt status, must participate in developing its annual budget. It further approves the budget and ensures that financial controls are in place.
- **Advocacy**  
Board members advocate MCT's values, purpose, mission and vision with a credible, common voice.
- **Ensure adequate resources**  
One of the board's foremost responsibilities is to provide adequate resources for MCT to fulfill its mission. The board should work in partnership with the executive director and development staff to raise funds.
- **Select and hire the Executive Director**  
The board must reach consensus on the executive director's job description and undertake a search process to find the most qualified candidate for the position.
- **Support the Executive in his/her Performance**  
The board should ensure that the Executive Director has the support he or she needs to further the goals of MCT. The board, in partnership with the executive director, should decide upon a method and timing for periodic evaluations of the executive director's performance.
- **Ensure Effective Strategic planning**  
The board must actively partner with the staff in an overall planning process including the establishment of clear standards and measures of organizational success.
- **Oversight**  
The board will review established standards and measures of the organization's success. Board members will respect the executive director's authority.
- **Personnel Policy**  
The board sets personnel policy, grievance procedures, and delegates to the executive director the hiring and managing employees.
- **Legal and contractual requirements**  
The board is responsible for legal and contractual agreements related to policy and oversight issues. The board may delegate to the executive director the responsibility for legal and contractual agreements related to implementation.
- **Board development**  
The board should conduct periodic self-evaluation in fulfilling its responsibilities and the core values of MCT, recognizing its achievements and establishing plans for improvement.