

**Board Meeting Minutes
September 17, 2007**

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, September 17, 2007. The Board members in attendance were:

Toby Beach	Lee Klumpp
Michael Boblitt	Darryl Lesesne
Diane Butts	Sharon Levine
Dennis Courtney	Marian Merewitz
Fernando Cruz-Villalba	Paula Moore
Steven Freidman	Nancy Poole
Ginny Gong	Eugene Saunders
Merrill Hessel	Paul Silverman
Tom Hoopengardner	Jonathan Walker, Sr.
Marion Hayes Hull	Francine Wyron
Jim Klimaski	

Call to Order

This meeting was called to order at 7:33 p.m.

Also in attendance were:

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

Roll Call

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

Henry Hailstock

The following board members issued proxies as follows:

Haig Ellian – Proxy to Tom Hoopengardner

Noreene Wells – Proxy to Jim Klimaski

Darryl Lesesne moved to excuse the absent board members. Sharon Levine seconded the motion. The motion passed with one opposed.

Approval of August 20, 2007 Board Minutes

The Chair Moved to accept the August 20, 2007 minutes. The motion passed unanimously.

President's Report

The Board President invited Board Secretary, Francine Wyron, to read the minutes from the Executive Committee meeting of August 20, 2007.

**MCT Board of Directors
Executive Committee
Meeting of September 17, 2007**

Call to order – 6:27

Attendance Gene Saunders, President
 Marion Hayes Hull, First Vice-President
 Dennis Courtney, Second Vice-President
 Darryl Lesesne, Treasurer
 Francine Wyron, Secretary
 Nancy Poole, Immediate Past President
 Richard Turner, Executive Director

President's Report

- Preparations for MFP Committee Inquiries
We have 3 sets of endeavors to satisfy the committee's inquiries
 1. At the June meeting the board reaffirmed our statements of MCT's purpose, vision and mission
 2. Tonight we hope to finalize our code of ethics
 3. Tonight we hope to complete passage of a statement of goals, measurements and timetables.
- Executive Director Performance Evaluation - Will be performed and completed at tonight's board meeting
- October Board Meeting Facilities Walk-Through - At the suggestion of Board member, Toby Beach, we hope to have an hour-long walk through of the facility including productions in progress.

Closed Session – Discussion of the Executive Director Performance Evaluation

Executive Director's Report

- Alignment of Definitions – Staff is requesting that motions and communications be generated using defined and consistent terms. Richard has circulated a list of terms and proposed definitions to the board. He would like the board to look at this document and consider it for action.
- PEG MCT Personnel Time Demands – Due to a restructuring in the County's Cable Office there is now less administrative support available to PEG network than in the past. There are several suggestions being floated to accommodate this gap. Many of the suggestions include using MCT staff time without additional compensation. To date, there have not been any official requests.
- MCT Financials Update – Nothing to report. Financials have been submitted to the Treasurer.

Unfinished Business - none

New Business - none

Adjourn – 7:20

Committee Reports

Code of Ethics Committee – The Chair, Marion Hayes Hull, reviewed suggested changes to the Code of Ethics draft. On behalf of the committee, Marion Hayes Hull moved to accept the Code of Ethics Draft. The motion passed unanimously. (Completed Document is included as Addendum I)

Strategic Planning Committee – The board previously approved the first five goals of the performance matrix thus only the last performance goal was addressed. On behalf of the committee Eugene Saunders moved to accept point number 6 and the added footnote of the Performance Matrix, Goals, Measurement and Timetables be accepted as circulated. (Addendum II)

Tom Hoopengardner moved for the previous question. With no objection to the previous question the Board voted unanimously to pass the motion.

Closed Session

Open Session

Acting on a motion resulting from discussion during the closed session, the Chair on behalf of the Executive Committee moved to accept the committee's recommendation of the Executive Director's performance evaluation. The motion passed unanimously.

Audit Committee – The field work for the annual audit has been completed and management has met with the auditors. The preliminary report should be completed by next week.

Executive Director's Report

Because the Executive Director's report was previously emailed to the board only highlights of the report were discussed:

- Outreach & Advocacy - The Alliance for Community Media sent out a press release regarding the FCC's recent proposed rulemaking which allows new entrants into cable to limit franchise fees to 5%. Currently in Montgomery County franchise fees are 8%. The concern is that the new proposed ruling will allow Comcast, RCN and Verizon to renegotiate with the county allowing fees to be reduced to 5% according to the new franchising requirements. If this occurred the county could contest it in which case Comcast would most likely put the amount above 5% into some kind of account, depriving the county of the revenue, until a decision was made in court. No action is requested of the board at this time. This was shared as a forecast of what may occur.
- MCT & the PEG Network - Demands of the PEG Network on MCT have increased. The Network is looking at a variety of scenarios to sustain itself. There are two subgroups in the PEG Network, one group, like MCT, receives full equipment and operational funding while the other group gets a channel but no equipment or operational funding. However, this group may receive marketing or outreach support depending on specific needs. The municipalities, also part of the PEG Network, receive a fixed amount of fees collected by the county on their behalf.

- FY09 Budget Recommendation must go to the cable office at the end of September.
- Terminology of Language: A draft defining common terms and their usage was previously sent to the board. The board will have comments on definition of terms for the October board meeting so that staff will not be impeded by any further delay.
- The board will tour the MCT facilities during the next board meeting on October 15, 2007.

Committee Reports – Continued

Technology Committee – The committee did not meet.

Bylaws Committee – The committee completed reviewing Section A of the Bylaws. Several other issues arose, one of which is the definition of membership.

Volunteer Initiatives Committee – The Volunteer Association is having a meeting on Tuesday, October 2nd.

Promotion & Outreach Committee – The committee continued brainstorming promotion and outreach ideas.

Trademark & Logos Committee – The committee did not meet.

Personnel Committee – The committee did not meet.

Budget & Finance Committee – The committee did not meet.


Unfinished Business

- Office Chair Update – There is no new information on the purchase of replacement chairs.
- V-me Update – V-me is a Spanish news service launched by PBS with English translation. It is scheduled to launch on Comcast in late 2009 in Montgomery County. It exists throughout Maryland through MPT except in Montgomery and Prince Georges County. MCT is exploring an opportunity to provide the news service on Channel 19 in the interim. Steve Friedman requested regular updates on V-me progress from the Executive Director.

New Business - None

Adjourn

Tom Hoopengardner moved and Toby Beach seconded a motion to adjourn at 10:20 p.m. The motion passed unanimously.

 Secretary
12/7/2007

Montgomery Community Television: Code of Ethics

Preamble

This Code is a guide for MCT stakeholders, who include Board members, management staff, employees, interns, corporate and public access volunteers, certified members, facility users, contractors and any other persons designated as stakeholders 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.

In addition to this Code of Ethics, MCT stakeholders are expected to behave in a way that reflects MCT's *Core Values*, and members of the Board are expected to adhere to the *Board of Directors' Role* statement, both adopted in June 2007.

Review of alleged violations by a member of the Board of Directors of this Code of Ethics, Core Values and Board of Directors Role statements is the responsibility of the Executive Committee. Appeals of the Executive Committee's decision may be taken to the full Board of Directors. Review of alleged violations of this Code of Ethics by other stakeholders are the responsibility of the Executive Director or appropriate Board committee.

1. Conflict of Interest

MCT stakeholders should avoid conflict of interest. A conflict of interest may arise if a stakeholder'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 stakeholder's ability to make ethical decisionsⁱ.

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 relativeⁱⁱ or business associate or considering such a person for MCT employment; receiving gifts, gratuities or favors of a substantial natureⁱⁱⁱ 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^{iv}.

2. Privacy and Confidentiality

MCT Stakeholders respect and honor MCT's and its stakeholders' right to privacy and confidentiality^v.

In their dealings with each other, the public and the media, stakeholders may not disclose confidential or proprietary company business, personnel, or financial

information to anyone outside of the organization unless required to do so in the course of normal MCT business or legally authorized to do so (6). Nor may they disclose original material developed or created by or for stakeholders, including after their involvement with MCT has ended.

Stakeholders maintain the confidentiality of personal information in accordance with MCT's security procedures and must not release it without expressed agreement of the individual/s concerned.

3. Lobbying and Political Advocacy

MCT and its stakeholders may engage in advocacy including lobbying to achieve improvements for the people and communities it serves. In their personal capacity, stakeholders may take part in partisan political activity and as producers of programming they may articulate partisan opinions on MCT channels. .

In MCT programs and activities (including "Get out the Vote" drives, candidate forums and debates, issues advertisements and other activities) MCT must remain scrupulously nonpartisan, inclusive, and objective.

4. Fiduciary Responsibility

MCT stakeholders should act in good faith, in a manner that is in the best interests of MCT, with the care that an ordinarily prudent person would exercise under similar circumstances.

Board Members:

To fulfill his or her fiduciary responsibilities, it is generally understood that a Board member must:

- Attend and participate in Board meetings,
- Stay informed about the affairs of MCT,
- Put MCT's interest first and not use his or her position for the benefit of personal interest.

ⁱ 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.

ⁱⁱ For purposes of this Code family relationships include: spouse, partner, parent, guardian, child -- natural, foster or adopted--- niece, nephew, grandparents, grandchild, aunt, uncle, foster parent, immediate family in-laws, and siblings, or other relative or person who is a member of your household.

ⁱⁱⁱ Valued at \$50 or more per event.

^{iv} 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...

^v As a nonprofit organization, MCT is required to make available to members of the public upon request: (i) The original Form 1023 (application for tax exempt status); (ii) the IRS determination letter, granting tax-exempt status; (iii) the three most recent Form 990s, the federal information tax returns.

⁶ Board members must not disclose non-public information to non-Board members.

**MCT Performance Matrix –
Adopted August 2007; Amended October 2007**

Appendum II

Goals	Measurements	Timetable
<p>1. Increasing the quantity and quality of resident-generated programming produced and distributed by MCT.</p>	<p>1. Quarterly table listing resident-produced original programming that was distributed on MCT's channels.</p>	<p>1. First table for June 2007 to be available by end of August 2007 and quarterly thereafter.</p>
	<p>2. Track the quantity of resident-produced original programming over time.</p>	<p>2. Show an increase of 6% between June and December, 2007, and establish and maintain an average quarterly growth rate of 3.0% thereafter.</p>
	<p>3. Initiate and pursue a voluntary process for peer review of programs based on defined criteria, and for providing feedback to help producers improve.</p>	<p>3. Establish the review process to correspond with Monty awards in the fall of 2007, with an evaluation of the process planned for April 2008.</p>
	<p>4. Viewer survey to assess the value to the community of community access channels and programming.</p>	<p>4. First viewer survey early in CY2008.</p>
<p>2. Increasing the number of volunteers, and the quality of the volunteer experience</p>	<p>1. Number of participants, broadly defined to include volunteers, talents, and contributors.</p>	<p>1. Increase the number of participants between December 31, 2006 and December 31, 2007; establish and maintain an average annual growth rate of 12.0% in the number of participants, measured year-over-year each quarter.</p>
	<p>2. Concentration of volunteer effort</p>	<p>2. Increase the number of volunteers accounting for half of the volunteer effort from 15 in FY07-III to 20 in FY08-II; and continue a positive trend thereafter</p>
	<p>3. Number of volunteers participating in productions</p>	<p>3. Increase the number of volunteers participating in productions from 83 in FY07-III to 100 in FY08-II; Establish a growth rate of 12.0% thereafter measured year-over-year each quarter.</p>
	<p>4. Volunteer surveys</p>	<p>4. Repeat the volunteer survey in [month] 2007, with results available by end-[month] 2007.</p>

3. Rebuilding staff and staff morale.	<ol style="list-style-type: none"> 1. Quarterly report on positions, incumbents, and vacancies. 2. Annual staff survey 	<ol style="list-style-type: none"> 1. First report for end-June 2007 to be available by end-[August] 2007. Reduce vacancies over time. 2. Next survey in [month] 2007, with results available by end-[month] 2007. Repeat survey annually. Achieve an increase in staff satisfaction as measured by the survey.
4. Restoring and maintaining in good order the equipment and environment in which volunteers and staff operate.	<ol style="list-style-type: none"> 1. Report to track the number of repair requests and their disposition. 2. Volunteer and staff survey modules on equipment and operating environment 	<ol style="list-style-type: none"> 1. Base report for [month] 2007. Decrease over time the incidence of repair requests and increase the speed of remediation. 2. Over time, measured by volunteer and staff surveys, increase satisfaction with equipment maintenance and operating environment.
5. Increasing viewership of the programming on MCT's channels	Viewer survey	Establish benchmarks no later than end-CY2007.
6. Increasing the diversity of MCT's programming, resident participation, and viewership	Open-ended self-selected programming surveys	Increase diversity over time; measurement baseline to be established by end CY 2007; quarterly reports are to be made beginning end of 1 st Quarter CY 2008
	Open-ended self-selected resident participation surveys	Increase diversity over time; measurement baseline to be established by end CY 2007; quarterly reports are to be made beginning end of 1 st Quarter CY 2008
	Open-ended self-selected viewership surveys	Increase diversity over time; measurement baseline to be established by end CY 2007; annual reports are to be made beginning end of 1 st Quarter CY 2008
7. Meeting of all MCT contractual obligations	Specified within the text of the respective contract	Specified within the text of the respective contract

***Footnote: Quarterly percentage growth rates throughout this document are to be based on original baseline, and not compounded.