

**Board Meeting Minutes
October 15, 2007**

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, October 15, 2007. The Board members in attendance were:

Michael Boblitt	Darryl Lesesne
Dennis Courtney	Sharon Levine
Haig Ellian	Marian Merewitz
Steven Friedman	Nancy Poole
Ginny Gong	Eugene Saunders
Merrill Hessel	Paul Silverman
Tom Hoopengardner	Lesley Simmons
Marion Hayes Hull	Noreene Wells
Jim Klimaski	Francine Wyron

Call to Order

This meeting was called to order at 7:32 p.m.

Also in attendance were:

Richard Turner, MCT Executive Director
Alysia Thaxton, Executive Assistant
Laura Cooper, Director of Client Services
Michael Camillo, Instructional Designer

Roll Call

Steve Freidman will be late and asked to be excused from first portion of the meeting:

The following board members issued proxies:

Fernando Cruz-Villalba - proxy to Ginny Gong
Diane Butts - proxy to Darryl Lesesne
Lee Klumpp- proxy to Darryl Lesesne
Paula Moore – proxy to Eugene Saunders
Jonathan Walker, Sr – proxy to Eugene Saunders

Haig Ellian moved and Dennis Courtney seconded a motion to excuse the absent board members. The motion passed. In favor – 15; Opposed – 1.

Approval of September 17, 2007 Board Minutes

Haig Ellian moved and Paul Silverman seconded a motion to accept the September 17, 2007 minutes. The motion passed unanimously.

Volunteers of Montgomery County Presentation

Della Stolsworth, Coordinator of the Pro Bono Consultant Program at the Montgomery County Volunteer Center, places skilled professional volunteers on short-term projects with area nonprofits, made a presentation to the board regarding her organization's efforts in facilitating the Volunteer Association. Judy Boggess has been working with MCT as a consultant to assist in the Volunteer Association set-up. An additional volunteer was brought in to help in the facilitation of the Volunteer Association. Della distributed a document generated by the Volunteer Center, identifying issues and recommendations for the successful set-up of the Volunteer Association. One issue that revealed itself during the Association set-up was a lack of clarity between the roles of the board, staff and volunteers.

Production Facilities Tour

Instructional designer, Michael Camillo led the Board on a tour of the MCT production facilities.

President's Report

The Board President invited Board Secretary, Francine Wyron, to read the minutes from the Executive Committee meeting of October 15, 2007.

**MCT Board of Directors
Executive Committee
Meeting of October 15, 2007**

Call to order – 6:29

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

- Roles of Volunteers Discussion -
There will be 20 min in the board meeting tonight set aside to discuss this matter. Representatives from the Montgomery County Volunteer Center who have been facilitating the new volunteer association will join us.
- Strategic Planning Issues -
The Executive Director and the Strategic Planning Committee have differences in opinion on the 6 point goals document and how it relates the existing strategic plan. There will be some discussion of this in tonight's full board meeting.
- Preparations to Meet with the MFP Committee -
The passage of the code of ethics, the reaffirmation of mission, vision and purpose statements and the passage of the 6 point goals document will be of interest to the committee when they are ready to meet with us. Additionally, the Board President hopes to have passed the previously distributed role of president as CEO this evening.

Executive Director's Report

- MCT FY 2009 Budget Submission Preparation -
The document is in draft form. And will be shared with the board at tonight's meeting.
- MCT Financials Update/FY 2007 Audit Progress -
Auditors have made all of their adjustments known and are ready to meet with the Audit Committee.
- MCT/CPCUG Collaborations -
There is a pending change in the structure of the agreement that was previously in place.

Closed Session

Unfinished Business - none

New Business - none

Adjourn – 7:24

Executive Director's Report

- Budget Submission Process

- The County Executive requires budget submissions on October 17th.
- The Office of Management & Budget works with the County Executive to submit a budget to the County Council in March for a Council decision in April.
- The submission includes the 4% increase in salaries and wages as negotiated according to the union contract and a requested benefit increase, approximately 8.08%, to maintain present benefit levels.
- MCT is again requesting additional money for accounting support as well as additional support for the remote truck to allow for increased production and training activities.
- Steve Freidman requested a copy of the document containing the County Executive's goals so the Executive Director will send a link to all board members directing them to the County Executive's goals.
- V-Me Update
 - Staff is in touch with PBS to determine if MCT can get a feed for satellite transmission. PBS is open to discussing how MCT might carry the Spanish language programming. It appears that MCT would have to pay the dish network to get the program, however research continues.

New Business

- Policy Statement: President as Chief Executive Officer
 - The document was emailed to the entire board in addition to being distributed at the meeting. The statement explains Montgomery Community Television's long-standing policy. Passage of this statement clarifies working roles at MCT (Addendum I).
 - Jim Klimaski moved and Nancy Poole seconded a motion to accept the policy statement of MCT board President as Chief Executive Officer as circulated be accepted.
 - Merrill Hessel moved and Darryl Lesesne seconded a motion to delete the last sentence of the submitted policy statement. The motion passed unanimously.
 - Mike Bobblit proposed and Merrill Hessel seconded a motion that in the background paragraph of the draft statement that the third line be modified "to this position vests the elected presiding officer...". The motion passed unanimously.
 - Haig Ellian moved and Mike Bobblit seconded a motion to delete the current last statement of the draft (the sentence beginning with, "It is however..."). Tom Hoopengardner called for a previous question, which stopped debate on the motion. There was no objection to the previous question.
 - The motion passed. In favor - 10; Opposed - 5.
 - The board voted to accept the policy statement as amended. The motion passed unanimously.

Committee Reports

Logo Committee – The committee did not meet.

Budget & Finance Committee – The committee has been working with staff on the budget submission.

Promotion & Outreach Committee – The committee is working on an outline for the board. They will be meeting with staff next week on October 23rd.

Volunteer Initiatives – The Volunteers Association voted on their bylaws and constitution. The Association will meet on November 6, 2007 to elect an executive committee.

Technology Committee – Met to look over the proposed items for 2008. They have not come up with 2009 list.

Bylaws Committee – The committee has agreed upon the first section of the bylaws. They have begun a discussion on membership. There are two types of members – those that vote and those that don't. The voting members are specified in the county code by being certified members of MCT or by requesting the program guide which allows members to vote up to 15 days prior to a board election. The question offered to the board is whether they want to go through the process of attempting to change the county code. The committee will formulate and distribute a questionnaire for the board's response on the issue.

Public Policy Access Committee – The committee did not meet.

New Business

- Capital PC User Group Partnership
 - Approximately two years ago CPCUG and MCT partnered to offer computer classes in Classroom A. According to the arrangement, CPCUG was responsible for the cost of opening the classroom in the evenings for the classes. However, CPCUG found the cost of the classroom to be greater than the collected class fees. As a result the PCs have remained in the classroom unused.
 - Merrill Hessel and Richard Turner discussed the possibility of a renewed partnership between MCT and CPCUG whereby CPCUG would offer approximately five classes per month but would not be responsible for the cost of keeping the classroom open. Merrill Hessel distributed the proposed partnership to the board (Addendum II).
 - Merrill Hessel moved to accept the proposed partnership with CPCUG. A board discussion followed.
 - Steve Freidman moved and Paul Silverman seconded a motion to strike all references to MCT's classroom. A board discussion followed.
 - Steve Friedman moved and Paul Silverman seconded a motion to table the above motions until further exploration is presented to the board. The motion is tabled. In favor – 10; Opposed – 2.
- Class Fee Structure – Currently the reduced class are in effect until December 31, 2007. The board requested the Executive Director and staff find a way to link reduced class prices to increased volunteerism.

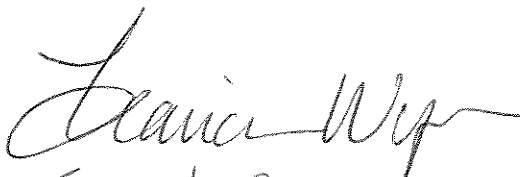
Committee Reports - Continued

Strategic Planning Committee –

- The committee report was circulated via email to the board members. The committee agreed with the Executive Director's recommendation that the public policy statement be revised so that the document explicitly states the role of volunteers at MCT. Thus the Strategic Planning committee and the Public Access Policy Committee will meet jointly to review the language of the document to reinforce MCT's commitment to volunteers.
- The Executive Director requests clarification on how the 6-point goals document fits in with the Strategic Plan. Does the document replace, reprioritize or complement the current Strategic Plan?
- Tom Hoopengardner moved on behalf of the Strategic Planning committee that the board accept the committee's Goals, Measurements and Timetables with the additional Goal 7. The motion passed unanimously.

Adjourn

Paul Silverman moved and Marian Merewitz seconded a motion to adjourn the meeting at 10:54 p.m. The motion passed unanimously.


Secretary

1/14/2008

Addendum I

August 20, 2007

Policy Statement: Montgomery Community Television Board
President as Chief Executive Officer

Purpose of Statement: This statement intends to clarify the role of Board President as MCT Chief Executive Officer and the relation between the Board President and the Executive Director

Background: MCT Bylaws Article IV, Section 2 names the Board President as Chief Executive Officer (CEO) of the corporation. This provision was adopted to vest in the elected presiding officer of the Board final authority in decision-making as he or she sees fit. It does not describe the normal operations of the company.

Statement: Because MCT is an organization which employs a full time paid Executive Director and an unpaid volunteer Board President, it is understood that authority for routine day to day management decisions is ordinarily delegated to the Executive Director. The Board President as CEO does have the authority to give directives to the staff and to overrule decisions made by the Executive Director. It is, however, expressly understood that this is an authority which needs to be employed by the Board President judiciously and sparingly. In the normal course of operations it is understood that the Board President will give wide authority to the Executive Director to manage the operations of the company and that the Board President will make management decisions on behalf of the company on a relatively infrequent basis.

Addendum II

Resolution PC Laboratory between Montgomery Community Television & the Capital PC User Group

Resolved that MCT Board approve the partnership between the Capital PC User Group (CPCUG) and MCT to setup and utilize a PC Laboratory in the MCT Classroom.

- CPCUG will provide 12 PC's with DVDs, Firewire Ports, network capability, cabling and software installed. CPCUG agrees to provide the labor to maintain the PC's over the period of the agreement at no cost to MCT.
- MCT will allow CPCUG at no cost to use the classroom to provide classes and workshops out of normal working hours approximately 5 days per month. CPCUG will allow MCT to use the computers during all other times. Upon availability CPCUG may use the computers during normal working hours.
- The MCT Executive Director will be in charge of scheduling the Classroom.

This partnership may be dissolved with 60 days notice by either party.