

Board Meeting Minutes
February 18, 2008

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, February 18, 2008. The Board members in attendance were:

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

Call to Order

This meeting was called to order at 7:35 p.m.

Also in attendance were:

Richard Turner, MCT Executive Director
Patricia Stewart, Director of Research, Evaluation & Development
Alysia Thaxton, Executive Assistant
Bill Stewart, Secretary of the Volunteer Association

Roll Call

The following board members issued proxies:

Ginny Gong – proxy to Paula Moore
Haig Ellian – proxy to Paul Silverman
Henry Hailstock – proxy to Fernando Cruz-Villalba
Eugene Saunders – proxy to Francine Wyron
Lesley Anne Simmons – proxy to Marion Hayes Hull

Francine Wyron moved and Marian Merewitz seconded a motion to excuse the board members not in attendance. The motion passed.

Approval of the January 14, 2008 Board Minutes

The following corrections should be made to the Promotion and Outreach Committee Report:

- 1) Add a sentence which reads, “Paul Silverman moved and Merrill Hessel seconded a motion to accept Tom Hoopengardner’s solution that a portion of the Promotion & Outreach Committee recommendation to the board be accepted.”
- 2) Delete the paragraph which reads, “Whereas, the Promotion and Outreach Committee has now produced and unanimously approved the attached “Report and Recommendations of the MCT Promotion and Outreach Committee (POC), dated November 18, 2007 which is incorporated by reference in this resolution”

Toby Beach moved and Paul Silverman seconded a motion to approve the January 2008 board minutes with the above corrections.

President's Report

- Annual Filing for the County Ethics Commission - Board members will be notified via email by the County Ethics Commission to submit their filing by April 15, 2008
- Francine Wyron, Board Secretary, read the minutes from the Executive Committee Meeting of February 18, 2008. The minutes from the January 28, 2008 meeting of the Executive committee were distributed to the board (Addendum I)

MCT Board of Directors
Executive Committee
Meeting of February 18, 2008

Call to order - 6:22

Attendance

Marion Hayes Hull, First Vice-President
Nancy Poole, Immediate Past President
Francine Wyron, Secretary
Richard Turner, Executive Director

Vice-President's Report

- There will be a closed session at tonight's board meeting
- A Nominating committee will be convened to recommend a new Secretary and President
 - It will be open to all board members.
 - A meeting is planned for Thursday, February 28 – location to be determined.

Executive Director's Report

- Staff Performance evaluation system
 - There has been an objection from the union, but it is not a clear indication on what the problem is at this time.
 - Staff is looking for a contracted trainer to help in training the supervisors on the process.
- Bi-annual member elections and solicitation of community organizations – progress is contingent on the outcome of the bylaws changes
- Annual collection of user fees.
 - MCT is now using a rolling collection process for collection instead of the previous process of prorating fees for less than a year.
 - A systems analyst contractor has been hired to refine and document the procedures of online payment and payment reminders.
- Communication/staff relations - Staff has been solicited for input with consideration of the new organizational structure.
- Communications/relations with volunteers - Richard has met with members of the MCT Volunteer Association. He and staff will continue to work together with them.
- Reorganization – The organizational chart will be presented as part of the Strategic Planning Committee report at tonight's board meeting.
- Financials – The Budget and Finance committee have not yet had the opportunity to review the financials because their meeting was canceled due to inclement weather.
- Funding –
 - County council has requested a cost analysis comparison of other access facilities.

- We have provided them some information, but a comparison is difficult to make since we do not know the overhead or service comparisons of those included.

Unfinished Business

MFP Meeting follow up - Follow-up information has been provided to the MFP committee- they were provided with copies of the bylaws, a schedule of meetings etc.

New Business - None

Adjourn - 7:25

Closed Session

Open Session

Executive Director's Report

- Richard previously distributed a detailed Executive Director's Report to the board.
- V-Me – A request of \$3,000 to upgrade equipment, specifically a satellite receiver for V-Me distribution.

Merrill Hessel moved and Steve Freidman seconded a motion to spend \$3,000 out of existing funds to purchase the necessary equipment to transmit V-Me. The motion passed unanimously.

Steve Freidman requested a time table on the implementation of V-Me from the Executive Director.

- Alliance Community Media Conference
 - This year's conference will be in Washington, DC on July 9-12th. Volunteers are encouraged.
 - Steve Freidman requested budget information from the Executive Director at the next board meeting on the amount set aside to cover conference expenses for board members.
- Cavalier IPTV Cable Franchise – Richard provided testimony to the County Council to encourage the county to maintain the public rights of way for the PEG stations even under a new franchise agreement with Cavalier.
- Clarification on MCT Logo – Richard asked for a motion to clarify the language of the Logo motion adopted in the January meeting. The motion refers to guidelines issued by the Logo Committee. Although there are guidelines within the motion itself, they were not issued by the logo committee.

Merrill Hessel moved Tom Hoopengardner seconded a motion to the revised language that follows:

The motion resolves that MCT logos can be used by volunteers, staff to promote MCT on clothing, websites according to the guidelines below.

The MCT board encourages the use of MCT signage and logos to promote MCT at various public events, (e.g. County Fair, Meetings, Talks to organizations, etc.). The MCT President or Board had the right to halt any negative or inappropriate use of the logo. If the use is halted the member can appeal to the entire Board at its next meeting for resolution of this issue.

Guidelines

1. Samples of logos are to be provided by MCT.
2. No items which utilize the MT logo may be created for sale without prior approval of the Board President. Approval may not be withheld without reason. Appeal of any denial may be made to the MCT Board.
3. Your use may not be obscene or pornographic, and may not be disparaging, defamatory, or libelous to MCT, any of its products, or any other person or entity.
4. Your use may not directly or indirectly imply MCT's sponsorship, affiliation, or endorsement or your product or service.
5. Your use may not: infringe on any MCT intellectual property or other rights, does not violate any state or federal laws, and complies with international IP laws.
6. These guidelines do not give you permission to use any other MCT logos, icons, or trademarks. MCT reserves the right in its sole discretion to terminate or modify your permission to display the MCT logos or signage at any time.

If your use meets the above criteria, no further written permission is required and you may download the image for use in accordance with the guidelines above. The motion passed unanimously.

- Staff is meeting with the Executive Committee of the Volunteer Association on March 20th.
- Richard Turner shared an Ambassadors Kit to the board for their feedback.
- Richard Turner and Toby Beach will give a presentation to the Bethesda/Chevy Chase Rotary Club at the end of February as part of MCT's outreach to the community.

Committee Reports

Bylaws Committee – Merrill Hessel, Chair of the committee, previously distributed an updated version of the Bylaws to the board. He also solicited the board for comments on the updates. The next step for the committee is to meet with the appropriate MFP staff/Council Members to get their input prior to submitting the updated Bylaws for a final vote to the board. A two-thirds vote of all board members is needed to change the bylaws. After the board votes, the updated Bylaws will be submitted to the County Council for their approval.

The discussion began with the original Bylaws statement designation of a flagship channel with higher quality programming and a second channel designation as a public access channel. After much discussion on the merits of a flagship channel the board concluded the language designating a flagship channel should be struck from the Bylaws.

For the second part of the Bylaws discussion, the board conducted a straw poll on sixteen points up for consideration under an updated Bylaws.

Public Access Policy Committee – The committee met January 31, 2008. Three items were discussed:

1. The policy statement refers to the word “sponsor” and the committee would like to replace it with the word “underwriter”. According to the county code 501C organizations may raise funds for their programming.
2. The policy statement recommends on the volunteer role and involvement in MCT not be included in any existing policy document but be listed in an independent policy statement.
3. The committee recommends changing paragraph five of the policy to state “Access Montgomery relies upon the dedicated commitment of volunteers to create the majority of the locally originated programming presented on its cable television station. Access Montgomery is a community service organization where volunteers cooperatively with the assistance of paid staff come together to help each other generate and distribute video content.” The statement was created to clarify the roles of the volunteers and staff.

The Committee Chair, Marion Hayes Hull, will distribute to the board the Policy Statement with the revised changes for review

Budget & Financing Committee – Did not meet.

Strategic Planning Committee – Paul Silverman, spoke for the committee chair and explained that the committee met to discuss the proposed organizational structure and the Flagship Channel concept.

The Executive Director submitted several possible organizational charts to the committee for their approval. Of the four plans submitted the committee approved one of the possibilities.

Francine Wyron moved and Marian Merewitz moved that the Strategic Planning Committee submit the proposed organizational structure to the Budget & Finance Committee for their review and then bring the proposal to the full board for discussion in closed session at the next board meeting. The motion passed unanimously.

Personnel Committee - Did not meet.

Volunteer Initiative Committee – Did not meet.

Technology Committee – Did not meet.

Unfinished Business –

- Tom Hoopengardner requested that the Chair of the Budget & Finance Committee make the end of second quarter financials available to the board. He would like them made available as soon as possible.

- The Nominating Committee will be meeting on February 28th to consider nominations for the office of President and Secretary. All members of the board are invited to participate. Nominations for the positions may be submitted by email to the Chair, Nancy Poole.
- The Public Access Policy Committee will be meeting on February 20th at Kensington Library.

Adjourned – 10:00 p.m.

Leann Wynn
Secretary

3/19/2008

ADDENDUM I

MCT Board of Directors
Executive Committee
Meeting of January 28, 2008

Call to order - 7:33

Attendance

Gene Saunders, President
Marion Hayes Hull, First Vice-President
Dennis Courtney, Second Vice-President
Francine Wyron, Secretary
Darrel Lesesne, Treasurer
Richard Turner, Executive Director

Committee Report

- MCT Staff Restructuring
 - In considering options, committee reviewed current documents that cover the positioning of the channels, the bylaws and the role of volunteers document.
 - The committee stressed the need to know the County Council MFP Committee members' positions on the channel alignment. At this morning's County Council MFP Committee meeting some members supported the idea of a flagship channel and others did not declare a firm position.
 - The committee discussed structural model templates and selected one model to send to the Strategic Planning Committee. The model and financial implications will also need to be vetted by the Budget and Finance Committee preferably prior to the February board meeting.

Adjourn – **9:31**