

Public Media
Issues & Voices that Matter

Carroll McKenney Foundation for Public Media, Inc.
Minutes

for the
Thursday, January 20, 2011
Board of Trustees Meeting (#8)
and Annual Membership Meeting
9am
in the
Stephen McKenney Steck Board Room
at WMFE

Trustees present: Judith M. Duda, Chair; Manning Pynn, Vice Chair; Stephen McKenney Steck, President; Marena Grant Morrisey, Secretary; Aldo Vivona, Treasurer; David Albertson, José A. Fajardo, Desta L. Horner, Bob Opsahl, Nanci Schwartz, Charles S. Stuart, Emerson R. Thompson, Jr. (Total trustees present: 12 of 16 current trustees – 75%).

Trustees absent: Linda W. Chapin, Robert Kovacevich, Richard C. Steck II, and Marjorie Bekaert Thomas (4 of 16 current trustees – 25%)

Advisors present: Erick Kepfer, Audit Manager, Cross, Fernandez and Riley – Accountants and Consultants; and Rob Kammel, Kammel Morgan Design Group.

Members present: none (other than trustees)

Public present: Catherine Steck McManus.

Welcome, Establishment of a Quorum and Call to Order:

CMF board chair, Judith M. Duda, welcomed trustees. She thanked trustee José A. Fajardo, president of WMFE, for again hosting the board meeting at the public broadcasting stations. Ms. Duda noted the presence of a quorum and called the eighth meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc. to order at 9:10am. Ms. Duda noted that all trustees had previously been emailed an agenda and documents related to the issues to be addressed at the meeting. She asked each trustee and advisor to introduce themselves.

Ms. Duda stated that this meeting would also serve as CMF's required annual meeting of its membership and that the notice for such a member's meeting had been prominently and previously placed on the home page of CMF's Website.

Approval of Minutes:

Aldo Vivona stated that the name of Melanie Fernandez was incorrectly identified in the minutes. By unanimous common consent, the minutes of the September 23, 2010 meeting of the CMF board were approved as amended.

Treasurer's Report:

Treasurer Aldo Vivona presented the December 31, 2010 12-month year to date financial report, noting that it also reflected a full year. After discussion and by unanimous common consent the board acknowledged the report as presented.

FY 2011 Budget Proposal:

Chair Duda noted in addition to herself that the budget proposal had been previously reviewed and subsequently endorsed by Vice-Chair, Manning Pynn, and Treasurer, Aldo Vivona, prior to this presentation. She called on Mr. Vivona to address the proposal.

Mr. Vivona noted broad elements of the presentation and called on Mr. Steck to discuss the details.

Mr. Steck reviewed the documents previously provided to each trustee. Those documents provided a narrative summary of the proposal as well as detailed revenue and expense comparisons to the previous and current fiscal year, especially noting and describing specific issues in the proposed budget.

After considerable discussion and by unanimous common consent, the FY 2011 budget was approved as presented and included a specific authorization for Mr. Steck to be regularly reimbursed by CMF for certain telephony expenses he personally funds -- such reimbursement to be regularly reviewed by the Chair and the Treasurer to assure accurate compliance.

Bylaw Amendments:

Chair Duda advised that the Nominating Committee -- in carrying out its duties to nominate a slate of officers and trustee candidates -- had encountered certain inconsistencies in the bylaws which it recommended be amended. She asked Mr. Steck to review the proposed amendments and noted that the amendments had been endorsed by the committee.

Mr. Steck noted that each trustee had been provided a copy of the proposed changes in a manner which complied with the fifteen (15) day "advance notice" requirement to approve any amendments.

After his presentation and ensuing discussion, by unanimous common consent the bylaws were amended as presented.

Nominating Committee Report and Recommendations:

Chair Duda advised that the nominating committee had met and will recommend candidates to serve as officers for 2011, new trustees to replace retiring trustees and other considerations. She asked Mr. Steck to present the recommendations of the committee.

On behalf of the committee, Mr. Steck presented the following slate:

Officers: for a one-year term to begin on the adjournment of the annual meeting and concluding at the adjournment of the annual meeting in 2012 –

Chairman – Manning Pynn
 Vice Chairman – Charlie Stuart
 President/CEO - Stephen McKenney Steck
 Treasurer – Aldo Vivona
 Secretary – Emerson R. Thompson, Jr.

New Trustees: for a one-year term to begin on the adjournment of the annual meeting and concluding at the adjournment of the annual meeting in 2012, eligible for renomination for a 2- and 3-year term –

Richard. H. Lee, President/CEO, Citizens Bank of Florida;
 Ani P. Rodriguez, law student at Barry University;
 Jim Spaeth, President, Remora Partners; and
 Megan Sladek, attorney, citizen advocate

Executive Committee: including each of the above officers, plus --

Judy Duda, Immediate Past Chairman
 David Albertson, at large trustee
 Nanci Schwartz, at large trustee

Emeritus status: Mr. Steck advised that the bylaws (section 7.13.D) under certain circumstances allow the board to designate a resigning trustee as “trustee emeritus.” Founding trustee and foundation namesake, Richard Carroll Steck, is resigning from the board due to travel conflicts preventing his active board attendance and community involvement on an on-going basis. He lives in Roswell, GA. Prior to and since CMF’s inception, he has been an inspirational source of motivation and encouragement. He noted that the committee was unanimous in recommending the board designate Richard C. Steck as an “emeritus” trustee upon his retirement as a trustee with the rights and standing described in the bylaws.

After discussion and by unanimous common consent the board elected or reelected and designated the individuals identified above in the offices or with the titles described.

Chair Duda expressed her pleasure for having served as CMF's inaugural board Chair and noted her appreciation to Mr. Pynn for his willingness to serve as chairman. Mr. Steck described the value CMF has gained by chair Duda's leadership and guidance. Mr. Pynn commented on his eagerness to serve and expressed similar appreciation to chair Duda and the board for their confidence to elect him as chairman. All present applauded Ms. Duda and Mr. Pynn for their participation.

Chair Duda expressed thanks to retiring trustee, Bob Opsahl for his service, as well as absent trustees Linda Chapin, Richard C. Steck II, and Marjorie Bekaert Thomas each of whom will conclude their service on the board on the adjournment of the meeting.

Review Feature Content and Web Analytics:

Mr. Steck reviewed content produced since the last board meeting and presented a summary of web analytics showing the number of on-line visitors and page views of the most recently completed month (December 2010) compared to the same month a year ago. A cumulative 16-month summary was also presented and discussed.

Other Business:

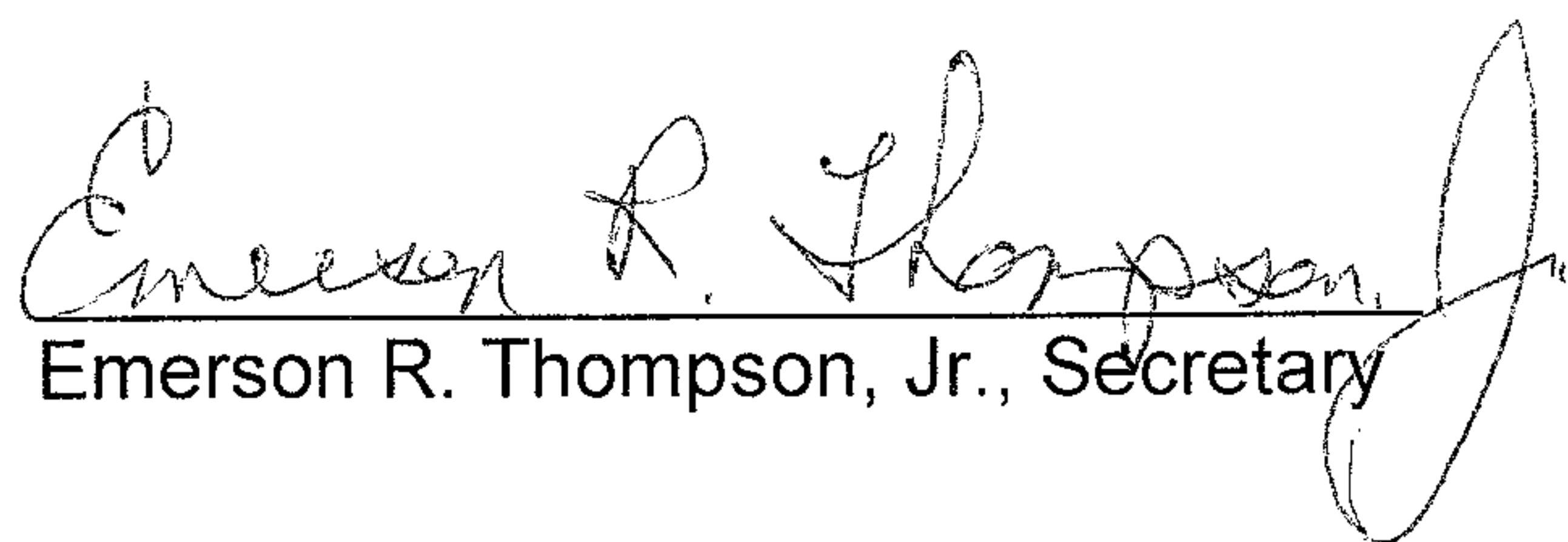
No other business was brought before the board.

Next Meeting Date:

Chair Duda set the next regularly scheduled meeting of the CMF board for Tuesday, May 24, 2011 at 9am at WMFE's public broadcasting center board room.

Adjourn:

Chair Duda adjourned the meeting at 10:30am.


Emerson R. Thompson, Jr., Secretary

3 February 2011
Date