



**Carroll McKenney Foundation for Public Media, Inc.**  
**Minutes**

for the  
Wednesday, January 21, 2015  
**Board of Trustees Meeting (#19)**  
**and Annual Membership Meeting**

9:15am

in the  
Community Room of Citizens Bank of Florida  
156 Geneva Drive, Oviedo, FL.

**Trustees present:** Emerson R. Thompson, Jr., Chairman; David Albertson, Vice chairman; Stephen McKenney Steck, President/CEO; Judith M. Duda, Secretary/Treasurer; Desta L. Horner. *(Total trustees present: 5 of 5 current trustees – 100%).*

**Trustees absent:** None

**Members present:** None (other than trustees)

**Public present:** None

**Welcome, Establishment of a Quorum and Call to Order:**

Board Chairman Emerson R. Thompson, Jr., noted the presence of a quorum and called the nineteenth meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc. to order at 9:17am.

Mr. Thompson noted that each trustee had previously received an email from Mr. Steck with the agenda and all meeting related documents. Additionally, a paper copy of the material was placed at each trustee's seat. The meeting agenda noted that this meeting would also serve as CMF's required annual meeting of its membership. As called for in CMF's bylaws, a public notice for such a member's meeting had been prominently and previously placed on the home page of CMF's website.

**Approval of Minutes:**

For approval, Secretary Judith M. Duda offered the minutes of the September 24, 2014 CMF board meeting. By unanimous common consent, the minutes of the meeting were approved as presented.

**Treasurer's Report:**

Treasurer Judith M. Duda presented the December 31, 2014, 12-month year to date financial report, noting that it reflected a full year of budget operations. She asked Mr. Steck to review the report after which, and by unanimous common consent, the board accepted the report as presented.

**FY 2015 Budget Proposal:**

Ms. Duda presented the proposed FY '15 annual budget. She asked Mr. Steck to discuss the details of the proposal.

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 discussion and by unanimous common consent, the FY 2015 budget was approved as presented.

**Nominating Committee Report and Elections:**

Mr. Thompson asked Mr. Steck to summarize the report of the committee which met as a committee of the whole board on September 24, 2014. Without objections, Mr. Thompson also asked the board to vote on the recommendations as a group rather than separately at the conclusion of Mr. Steck's presentation. There were no objections.

On behalf of the committee, Mr. Steck presented the following recommendations noting they were unanimously endorsed by the committee:

Establish size & make up of the board in 2015: The committee noted that special conditions exist necessitating the extension of the term of service of trustees Judy Duda and Emerson R. Thompson, Jr. Their term of service is currently set to expire at the conclusion of the annual meeting in January 2015.

The CMF bylaws (Section 7.11 – Length of Term) allows the board when special conditions exist to extend terms of service of selected trustees whose term is set to expire.

The special condition is the CFM board's previous decision to re-set CMF's on-line activities for the foreseeable future to rely more on the use of archived podcast content than on the production of new podcasts. It was felt by the committee that such a re-set continues to require a sustained presence and experienced level of lay governance and leadership among the board during the contemplated transition. The loss of trustees, whose term would ordinarily expire, unnecessarily risks the governance stability of the board.

To that end, the committee recommended that the term of service of trustee Judy Duda and Emerson R. Thompson, Jr., currently set to expire at the conclusion of the annual meeting in January 2015, be extended an additional two years, such that their new expiration date would be at the conclusion of the CMF board's annual meeting in 2017. Both trustees have previously indicated their willingness to continue as a trustee if nominated and elected. As a result, the new board in 2015 will be composed of Emerson Thompson, David Albertson, Judy Duda, Desta Horner and Stephen McKenney Steck -- a total of 5 trustees.

Nominate a board chair for 2015: The committee recommended that trustee and current vice chair of the board David Albertson be elected for a one year term to serve as chair of the board to fill the position now held by Emerson R. Thompson whose second year as chair expires upon the adjournment of the January 2015 annual board meeting. Such term of office for Mr. Albertson will commence upon adjournment of the January, 2015 annual board meeting and conclude at the adjournment of the annual board meeting in 2016. Mr. Albertson has indicated his willingness to serve as chair if elected.

Nominate a board secretary/treasurer: The committee recommended that current trustee and secretary/treasurer and former CMF inaugural board chair, Judy Duda, be elected to serve another one year term as secretary/treasurer in 2015. Such term of office for Ms. Duda will commence upon adjournment of the January 2015 annual board meeting and conclude at the adjournment of the annual board meeting in 2016. Ms. Duda has indicated her willingness to serve in such capacity if elected.



**Nominate a president/CEO:** The committee recommended that current trustee and president/CEO, Stephen McKenney Steck, be elected to serve another one year term as president/CEO in 2015. Such term of office for Mr. Steck will commence upon adjournment of the January 2015 annual board meeting and conclude at the adjournment of the annual board meeting in 2016. Mr. Steck has indicated his willingness to serve again in such capacity if elected.

**Term disposition of trustees for 2015 forward:** As a result of the above committee recommendations, should the board act on them as proposed by the committee, their term expirations would conclude upon adjournment of CMF's annual meeting as follows:

David Albertson, 2016  
Emerson R. Thompson, Jr. 2017  
Judith M. Duda, 2017  
Desta L. Horner, 2017, and  
Stephen McKenney Steck, 2017

Mr. Thompson asked if there were additional nominations from the floor. There were no further nominations.

After discussion and by unanimous common consent the board adopted all the committee's recommendations, including the slate and other actions by electing and designating the individuals identified above in the offices and with the titles described.

**Review and Affirm CMF's Conflict of Interest Policy:**

Mr. Steck advised that CMF's Conflict of Interest Policy, as recommended by the Internal Revenue Service and approved in 2009 by the CMF board, should be acknowledged, amended or ratified.

After brief discussion and by unanimous common consent, the board ratified the current Conflict of Interest Policy.

With the policy ratified by the board, Mr. Steck asked each trustee present to signify their willingness to serve and govern CMF under that policy by signing, dating and returning the provided affirmation document. All 5 trustees present signed and returned the affirmation document to the president.

**2015 Board Meeting Dates:**

Mr. Thompson scheduled the following dates, times and location of board meetings –

- By telephone in May 2015 at 9am at a date yet to be determined
- By telephone on Wednesday September 30, 2015 at 9am.
- In place on Friday, January 22, 2016 at 9:15am at Citizens Bank of Florida -- annual meeting.

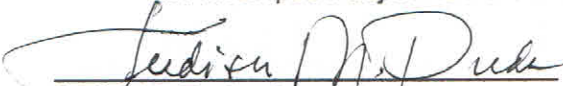
**Other Business:**

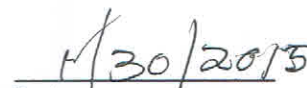
No other business was brought before the board.

**Adjourn:**

Mr. Steck thanked Mr. Thompson for his two years of service as CMF board chairman. Mr. Steck congratulated Mr. Albertson on his election as board chair. He thanked all trustees for their willingness to continue to serve as advocates and lay leaders of CMF.

Mr. Thompson adjourned the meeting at 9:45am.

  
Judith M. Duda, Secretary

  
Date