



Carroll McKenney Foundation for Public Media, Inc.
Minutes

for the
Friday, February 19, 2016
Board of Trustees Meeting (#22)
and Annual Membership Meeting
9:15am
in the
Community Room of Citizens Bank of Florida
156 Geneva Drive, Oviedo, Fl.

Trustees present: David Albertson, Chairman; Emerson R. Thompson, Jr., Immediate Past 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 David Albertson noted the presence of a quorum and called the twenty-second meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc. to order at 9:25am.

Mr. Albertson 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 both the public and executive session minutes of the October 29, 2015 CMF board meeting. By unanimous common consent, both sets of minutes were approved as presented.

Treasurer's Report:

Treasurer Judith M. Duda presented the January 31, 2016, 1-month year to date financial report. She asked Mr. Steck to review the report after which, and by unanimous common consent, the board accepted the report as presented.

FY 2016 Budget Proposal:

Ms. Duda presented the proposed FY '16 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 2016 budget was approved as presented.

Nominating Committee Report and Elections:

Mr. Albertson asked Mr. Steck to summarize the report of the committee which met as a committee of the whole board on October 29, 2015. Without objections, Mr. Albertson also asked the board to vote on the recommendations as a whole 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 2016:

Mr. Steck reported that four current trustees -- Judy Duda, Desta Horner, Stephen McKenney Steck and Emerson R. Thompson -- are eligible to continue service as such on the CMF board for 2016; therefore, no need exists to reelect each to continue their service as such.

He noted, however, that special conditions exist necessitating the extension of the term of service of trustee and current board chairman David Albertson whose term of service as a trustee is currently set to expire at the conclusion of the annual meeting in February 2016. The CMF bylaws (Section 7.11 -- Length of Term) allow the board -- under special conditions -- to extend terms of service of a trustee whose term is set to expire. The special condition is the CMF board's tradition to expect each board chair to serve two consecutive years as chair. The loss of a trustee (Mr. Albertson), whose term as a trustee would otherwise expire, unnecessarily risks the governance and succession stability of the board.

Mr. Albertson indicated his willingness to continue as a trustee if elected.

To that end, the committee recommended that the term of current trustee David Albertson be extended to conclude at the adjournment of the annual meeting in 2017; and that the 2016 board be composed of David Albertson, Judy Duda, Desta Horner, Stephen McKenney Steck and Emerson R. Thompson -- a total of 5 trustees.

Nominate a board chair for 2016: The committee recommended that trustee and current chairman of the board, David Albertson, be elected for another one year term to continue to serve as chair of the board. Such term of office for Mr. Albertson will commence upon adjournment of the February, 2016 annual board meeting and conclude at the adjournment of the annual board meeting in 2017. Mr. Albertson 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 2016. Such term of office for Ms. Duda will commence upon adjournment of the February 2016 annual board meeting and conclude at the adjournment of the annual board meeting in 2017. Ms. Duda 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 2016. Such term of office for Mr. Steck will commence upon adjournment of the February 2016 annual board meeting and conclude at the adjournment of the annual board meeting in 2017. Mr. Steck indicated his willingness to serve again in such capacity if elected.

Term disposition of trustees for 2016 forward: As a result of the above committee recommendations, should the board act on them as proposed, the term expirations of each trustee would conclude upon adjournment of CMF's annual meeting as follows:

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

Mr. Albertson 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 as 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 affirmed the current Conflict of Interest Policy.

With the policy affirmed 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 immediately signed, dated and returned the affirmation document to the president.

Annual Reaffirmation of Signatories:

Mr. Steck presented a listing noting the current CMF board members previously authorized by the board with the authority to access certain CMF-related documents or holdings regarding CMF's banking, deposit boxes, mail boxes and storage units.

After discussion and by unanimous common consent, the board reaffirmed and renewed the authority of designated trustees to access items as described until otherwise revoked or amended by future action of the board.

2016 Board Meeting Dates:

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

- By telephone on Wednesday May 25, 2016 at 9am.
- By telephone on Wednesday September 28, 2016 at 9am.
- In place on Friday, January 27, 2017 at 9:15am at Citizens Bank of Florida's community room -- annual meeting.

Other Business:

No other business was brought before the board.

Adjourn:

Mr. Steck thanked all trustees for their willingness to continue to serve as advocates for and lay leaders of CMF.

Mr. Albertson adjourned the meeting at 10:25am.


Judith M. Duda, Secretary

February 22, 2016
Date