



Carroll McKenney Foundation for Public Media, Inc.

Minutes

for the

Wednesday, January 31, 2018

**Board of Trustees Meeting (#28)
and Annual Membership Meeting**

9:00am

Via telephone conference call

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

Trustees absent: None

Public present: None

Welcome, Establishment of a Quorum and Call to Order:

David Albertson, CMF board chairman, noted the presence of a quorum and determined that all present could hear and be heard on the telephone conference call. He called the twenty-eighth meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc. to order at 9:02am.

Chairman Albertson noted that each trustee had previously received an email from Mr. Steck with the agenda and all meeting related documents.

Approval of Minutes:

Judith M. Duda, CMF secretary, offered for approval the September 27, 2017 public and executive session minutes of the CMF board meeting. By unanimous common consent, the minutes of the meetings were approved as presented.

Treasurer's Report:

Treasurer Judith M. Duda presented the December 31, 2017, fiscal year-end financial report. By unanimous common consent, the board acknowledged the report as presented.

FY 2018 Budget Proposal:

Chairman Albertson asked Ms. Duda to present the proposed FY 2018 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 2018 budget was approved as presented.

Executive Session
Closed to all non-board members

As permitted in the CMF by-laws, Chairman Albertson closed this section of the meeting to any non-board member participation. There were no non-board members present.

The board met in executive session to discuss matters of a privileged or proprietary nature.

Upon conclusion of the executive session, the board reconvened to meet in public session

Nominating Committee Recommendations and Elections:

Establish size and composition of the board in 2018:

Chairman Albertson asked Mr. Steck to summarize the report of the nominating committee which met as a committee of the whole board on September 27, 2017. Without objections, Chairman Albertson asked the board to vote on each committee recommendation rather as a whole. There were no objections.

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

Nominating committee recommendation: That each current trustee -- David Albertson, Judy Duda, Desta Horner, Stephen McKenney Steck and Emerson R. Thompson -- be re-elected to serve a 2-year term on the board. Such term for each trustee to commence upon adjournment of the January 2018 annual board meeting and conclude upon the adjournment of the annual board meeting in 2020.

After discussion and by unanimous consent, the board re-elected these trustees as discussed.

As a result of the above board action, the term expirations of each trustee will conclude upon adjournment of CMF's annual meeting in 2020 as follows:

David Albertson, 2020
Emerson R. Thompson, Jr. 2020
Judith M. Duda, 2020
Desta L. Horner, 2020, and
Stephen McKenney Steck, 2020

Mr. Steck advised that, as allowed in CMF's bylaws, trustees exceeding 6-years or more of service in such capacity may, under "special conditions," be nominated and re-elected for additional years of service. Each trustee elected above falls into that category.

Mr. Steck noted that the "special condition" exists such that it requires a consistent level of lay leadership and historical memory from the CMF board in order to effectively address and act upon the potential necessity, over the next several years, to advance or curtail CMF's mission toward specific programming areas requiring community assessment and regulatory compliance.

Elect a board chair for 2018:

Nominating committee recommendation: That trustee and current board chairman David Albertson be re-elected to serve another one year term as chair of the board. Such term of office for Mr. Albertson to commence upon adjournment of the January 2018 annual board meeting and conclude upon the adjournment of the annual board meeting in 2019.

Mr. Albertson has previously indicated his willingness to serve as chair if nominated and re-elected.

After discussion and by unanimous consent, the board voted that David Albertson be re-elected to serve as board chair for a one year term to commence upon adjournment of the January 2018 annual board meeting and conclude upon the adjournment of the annual board meeting in 2019.

Elect a board secretary/treasurer for 2018:

Nominating committee recommendation: That current trustee and secretary/treasurer and former CMF inaugural board chair, Judy Duda, be re-elected to serve another one year term as secretary/treasurer in 2018. Such term of office to commence upon adjournment of the January 2018 annual board meeting and conclude upon the adjournment of the annual board meeting in 2019.

Ms. Duda has indicated her willingness to serve in such capacity if nominated and re-elected.

After discussion and by unanimous consent, the board voted to re-elect Judy Duda to serve as board secretary/treasurer for a one year term to commence upon adjournment of the January 2018 annual board meeting and conclude upon the adjournment of the annual board meeting in 2019.

Elect a president/CEO for 2018:

Nominating committee recommendation: That current trustee and president/CEO, Stephen McKenney Steck, be re-elected to serve another one year term as president/CEO in 2018. Such term of office to commence upon adjournment of the January 2018 annual board meeting and conclude at the adjournment of the annual board meeting in 2019.

Mr. Steck has indicated his willingness to serve again in such capacity if nominated and re-elected.

After discussion and by unanimous consent, the committee agreed to re-elect Stephen McKenney Steck to serve as president/CEO for a one year term to commence upon adjournment of the January 2018 annual board meeting and conclude at the adjournment of the annual board meeting in 20189.

Continue the office of immediate past chair:

Nominating committee recommendation: that current immediate past chair Emerson R. Thompson, Jr., continue in that office for board year 2018.

Mr. Thompson has indicated his willingness to serve again in such capacity if nominated and re-elected.

After discussion and by unanimous consent, the board re-elected Emerson R. Thompson, Jr., to continue to serve as immediate past chair for a one year term to commence upon adjournment of the January 2018 annual board meeting and conclude at the adjournment of the annual board meeting in 2019.

Annual Review and Reaffirmation of 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 annually 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 trustees present indicated they each will sign, date and return 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 a future action of the board.

2018 Board Meeting Dates:

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

- By telephone on Wednesday, May 23, 2018 at 9am.
- By telephone on Wednesday, September 26, 2018 at 9am.
- By telephone on Wednesday, January 23, 2019 at 9am -- annual board and membership meeting.

Next Meeting Date:

Chairman Albertson set the following date, time and location of the next board meeting –

- By telephone conference call Wednesday, May 23, 2018 at 9am.

Other Business:

No other business was brought before the board.

Adjournment:

Chairman Albertson adjourned the board meeting at 9:55am.



Judith M. Duda, Secretary

05/06/18
Date