

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

for the  
Tuesday, February 24, 2009  
**Board of Trustees Meeting (#3)**  
11am

Peggy and Philip B. Crosby Center for Health and Wellness/YMCA  
Conference Room – B

**Trustees present:** Judith M. Duda, Chair; Stephen McKenney Steck, President; Aldo Vivona, Treasurer; Marena Grant Morrisey, Secretary; David Albertson, Desta L. Horner, Robert Kovacevich, Bob Opsahl, Manning Pynn, Nanci Schwartz, Charles S. Stuart, Richard C. Steck II, Marjorie Bekaert Thomas, and Emerson R. Thompson, Jr. (Total trustees present: 14 of 16 current trustees – 88%).

**Trustees absent:** Linda W. Chapin and José A. Fajardo (2 of 16 current trustees – 12%)

**Welcoming Remarks:**

In brief remarks prior to the formal start of the first in-place, in-person CMF board meeting, CMF founder Stephen McKenney Steck, who also serves as CMF president and a trustee, welcomed the board and expressed warm appreciation to the board as a whole, and to each trustee individually, for accepting the invitation to serve CMF in a leadership and advocacy role. He concluded his remarks with an introduction of Judith M. Duda, CMF's inaugural board chair, by asking Ms. Duda to chair and facilitate the balance of the meeting.

**Call to Order:**

Ms. Duda expressed her pleasure to serve as chair, her enthusiasm for what CMF intends to advance, and her admiration for the trustees who agreed to serve with her on the inaugural board.

Ms. Duda observed that a quorum of trustees was present. She called the third (\*\*) meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc., to order at 11:05am. Ms. Duda noted that all trustees had previously been mailed an agenda and documents related to the issues to be addressed at the meeting.

**Approval of Minutes:**

By unanimous common consent, the minutes of the CMF board meeting of Monday, December 1, 2008 were approved as presented by the secretary, Ms. Morrissey.

**Acknowledge and Ratify Election of Current Officers and Trustees:**

Ms. Duda noted that the size and composition of the board had recently grown and changed. To that end, she recommended that the board acknowledge and ratify those changes.

Without objection and by unanimous common consent, the board ratified all previous actions, nominations and elections which have resulted in the composition of the currently seated board and its several officers.

**Acknowledge and Ratify Current Bylaws:**

Ms. Duda advised that CMF's bylaws, in keeping with recommendations made by the Internal Revenue Service and approved by the previously constituted board, should also be acknowledged and ratified.

After brief discussion and by unanimous common consent, the board ratified the previously adopted bylaws as presented.

**Acknowledge and Ratify Current Conflict of Interest Policy:**

Ms. Duda also advised that CMF's Conflict of Interest Policy, as recommended by the Internal Revenue Service and approved by the previously constituted board, should also be acknowledged and ratified.

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

With the policy ratified by the board, Ms. Duda 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 14 trustees present signed and returned the affirmation document to the president. Ms. Duda directed the president to contact the 2 absent trustees and ask that they also sign the affirmation.

**Expense Update:**

Mr. Vivona, treasurer, presented an information-only report regarding the expenses which have been personally paid by CMF founders, Stephen McKenney Steck and Desta Horner, to fund the necessary startup and administrative costs appropriate to incorporate, develop and launch CMF. He also noted that Mr. Steck and Ms. Horner do not seek CMF reimbursement for such costs. With advice from their personal accountant, they have deducted allowable amounts from their annual personal tax return, and expect to continue to do so through March 2009, which is the point at which CMF will have business banking accounts capable of itself paying for its expenses. Thereafter and for the short-term, CMF expenses exceeding fundraising revenue will be funded through a grant to CMF from the 2 founders with no intention of reimbursement.



After brief discussion, the board expressed its thanks to Mr. Steck and Ms. Horner for their generosity.

**Certified Public Accountancy:**

Mr. Vivona presented a letter from the certified public accounting firm of Cross Fernandez and Riley (CFR) to CMF expressing the firm's willingness to offer informal accounting advice to CMF on a pro bono basis. Mr. Vivona recommended CMF accept their services.

After a brief discussion, it was moved, seconded and unanimously carried that the board authorize the president to sign the "Agreement to Provide Services" and inform CFR of CMF's gratitude and willingness to accept its pro bono services.

**Banking Accounts:**

Mr. Vivona advised the board that CMF seeks to open a local bank account for checking, credit card and safe deposit box purposes. Citizens Bank of Florida has been selected by the CMF president as the preferred bank. The president's rationale and selection has been tentatively agreed upon by the CMF chair and the treasurer pending a final meeting between the CMF president and Citizens' president which is set for Friday, February 27, 2009

After some discussion, it was moved, seconded and unanimously approved the following:

- a. the board authorize the president to establish a bank account for checking and a credit card with a maximum credit limit of \$4,000 payable in full each month as well as a safe deposit box in the name of a local bank recommended by the president and approved by the chair and treasurer; and,
- b. that such board approval authorizes the president to execute over his signature – electronic or on paper -- any expense check and the transaction of any credit card purchase for CMF in the amount of \$3,000 or less; and,
- c. that for any checking or credit card expense over \$3,000, written approval provided by email or on paper be first obtained from both the chair and the treasurer, or in the absence of either the chair or the treasurer, written approval provided by email or on paper be obtained from the secretary; and,
- d. that in the absence of the president, any paper check may be written against the CMF account by either the chair or the treasurer or the secretary with the prior written approval provided by email or on paper of the other two stated officers; and,
- e. that access to the safe deposit box be allowed by the president on any occasion and, whether the president is present or not, by the chair and the treasurer acting only with the written approval of the other provided by email or on paper to the CMF board; and,
- f. that in addition to the president's safe deposit box key, a second key remain in the possession of the bank for access by the CMF treasurer; and,

- g. that, among other contents, the safe deposit box contain a package clearly marked as such holding blank checks, an account of passwords and pin numbers for all protected CMF accounts, and any other corporate-critical information which may – in the absence of the president for any reason -- be useful to the CMF chair or treasurer to carry on the business of CMF; and,
- h. that it is the position of the CMF board that no debit card will be secured in the name of CMF; and,
- i. that no cash withdrawal feature be included in the CMF credit card herein authorized; and,
- j. that it is also the position of the CMF board that no line of credit, other than the aforementioned credit card, nor loans of any kind for or against the CMF accounts be secured for any reason.

It is the intent of the CMF board that these aforementioned conditions be reviewed and reaffirmed or amended by the board at least annually.

#### **Accounting Software and Financial Reports:**

Mr. Vivona reported that after due consideration, it appeared that the accounting software best suited for CMF's immediate and mid-term need is *QuickBooks*. He noted that CMF's president shall acquire the product, install it on CMF's computer and learn its use. There was no board objection to such action.

Mr. Vivona suggested that a practice of quarterly budget reports will be designed and issued to the board. The frequency and detail of such reports shall be reviewed on an ongoing basis.

#### **Workshop Issues Needing Board Consensus or Action**

Ms. Duda thanked the board for its participation in the 9-11am workshop that preceded this board meeting. She noted that -- as a result of Mr. S. Steck's presentations during the workshop, the written material mailed to each trustee prior to the session, and the board's discussion during the workshop -- there is now an appropriate need to develop a board consensus on key CMF issues and principles.

Ms. Duda asked Mr. S. Steck to present those key issues and principles shaped by the board during the workshop, and she asked the board to either amend or adopt by consensus those broad issues so that CMF might begin an orderly advancement of each.

Mr. S. Steck stated there were seven (7) broad issues which the board discussed during the workshop. They were CMF's...

1. ...Mission, vision and values
2. ...3-Year goals
3. ...Statement of who we are and what we do
4. ...Additional governance issues
5. ...Programming focus, plans, style, and standards
6. ...3-Year revenue and expense projections, and
7. ...Fundraising plans



As to CMF's **mission**, which he described as the major steps to attaining the CMF vision, he sensed enthusiasm at the workshop for this statement:

*CMF's mission shall be to develop, fund, produce and distribute via the Internet downloadable audio podcasts and on-line audio streaming of program content reflecting issues and voices that matter in Central Florida; doing so in a style that first advances those issues and voices rather than advancing CMF's own voice.*

As to CMF's **vision**, which he described as a status CMF needs to reach in the long term (10-15 years), he offered this statement coming from the workshop

*CMF's vision shall be to become an established, unique and sustained Central Florida public media treasure, respected and utilized for its trusted program content and audio distribution methods and its collaborative relationship with like-minded Central Florida initiatives.*

As to CMF's **values**, which he defined as those behaviors or characteristics that CMF will embrace as a code of conduct, representative of the company and/or present in its program content, he listed these values which were discussed at the workshop:

*As a company, CMF will value and be transparent and accessible in the business administration of its public service. CMF will celebrate and protect its non-profit status. CMF will embrace an involved and informed form of lay self-governance. CMF will vigorously and proudly remain broadly and sustainably funded and supported.*

*As a program producer, CMF will be independent. CMF's on-line program content will be un-gated, free and accessible to all with access. CMF content will seek to reflect -- its presenters will facilitate, not star. CMF's programming style will be inclusive of many voices, engaging, informative, enriching, explorative and respectful. CMF will value its origin and focus its content on Central Florida issues and voices that matter.*

As to CMF's **3-year goals**, Mr. S. Steck allocated the goals into "phases" which he presented at the workshop as follows"

**1<sup>st</sup> phase – addressing startup:** (now through late Summer '09)

Regulatory (State, IRS, City)  
 Insurance (D/O, general liability)  
 Administrative (banking, accounting)  
 Governance (expand to 20, orient, seek consensus)  
 Identity development (logo, Web site, blog, E-letter, "speak," pilot production)  
 Launch (announce, promote, kick off)  
 Develop & premier *Central Florida Matters*

**2<sup>nd</sup> phase -- finding place and voice:** (Fall '09 through Winter '10)

Promote, promote, promote

Fundraise

Capacity grants

Production/program grants

Membership

Take small steps

Avoid content duplication

Embrace technology

Learn to manage it all

Perfect skills

Find voices(s)

Retain advisors

Develop audience growth via...

Subscription services (RSS, iTunes)

Search engine optimization

Local media

Perfect a reputation/brand

Consider broadcast collaboration

Expand the board

**3<sup>rd</sup> phase -- hitting our stride** (Spring '10 onward)

Assess and evaluate mission

Sustain prior year programming

Expand the audience

Promote, fundraise, promote & promote

Occupancy considerations (1100-1700 sf)

Essential staff considerations (i.e., office manager/administrator)

As to a statement of "**who we are and what we do,**" Mr. S. Steck offered this from the discussion at the workshop...

CMF **is** initially a Web-based audio producer and distributor of public media/public service program content -- via downloadable audio podcasts and on-line audio streaming -- which addresses Central Florida issues and voices that are not sustainably or substantially addressed by other local electronic media.

CMF **is not** a main-stream, traditional broadcaster.

CMF **does** provide program content which users *need*, as *few* in media do; CMF **does not** provide program content which users *want*, as *most* in media do.

In sum, CMF is a step beyond traditional broadcasting, by means of its program content and distribution technologies.

As to additional **governance issues** which were observed at the workshop, Mr. S. Steck offered these...

Consider recruiting additional board candidates composed of younger on-line media users.  
 Create trustee terms of service  
 Fill the Vice Chair position  
 Formalize a business continuation plan

As to issues related to **programming focus, plans, style and standards**, Mr. S. Steck described subjects around which workshop discussion centered.

Such issues included plans to develop and launch the CMF blog in May '09; develop, test, launch, revise Web site in July '09; and production of initial program content under the series title of *Central Florida Matters(CFM)* to premier in July '09.

He suggested and described *Central Florida Matters* as a full length (20-40 minute) program *composite* posted on-line every 3<sup>rd</sup> Friday by 9am (to remain until the next posting of CFM 3-weeks later). Individual feature components from the full program will be posted on-line by 9am the following Tuesday, and remain featured until each component is moved to -- but always accessible indefinitely in -- an on-line archive.

Mr. S. Steck noted a typical CFM would include 2-3 features (each 4-13 minutes in length) woven together by a host, most probably S. Steck, with an assist from Desta Horner. Initially, feature producers will be S. Steck and Horner until a stable of other local producers can be recruited and funded. He described the features.

In late 2010 – with adequate funding in place to sustain the above programming projects –Mr. S. Steck noted that CMF will consider launching an expanded slate of programs and special documentaries each requiring its own funding. Such a slate included *State of Our Spirit*, produced in a similar manner as CFM yet on a less frequent basis initially and on a totally different angle with similar short features making up each program; *The Business of Tourism in Central Florida*, a full length program posted monthly; *Faith Walk*, posted twice yearly and spanning a 15-year journey of a local Jewish, Muslim and Christian theology student; hosting and recording community discussions; developing student “voices,” and developing and funding a metro alliance of digital media audio producers/reporters.

Also in 2010 and onward, Mr. S. Steck suggested that collaboration with a number of like-minded local institutions may lend itself to expanding CMF's reach and developing additional platforms of program distribution.

As to additional **standards, styles and practices**, Mr. S. Steck described those that were presented to and discussed by the board at the workshop:

Concentric-ness: CMF will initially produce content from a geographical “epicenter” in Oviedo/Winter Springs/Geneva, and then expanding outward in ever widening concentric circles of reach as CMF's capacity can accommodate and content necessitates. This will result in a small and manageable scope and reach.



Style: CMF's program presenters choose to "reflect" others not star or advance their own voice or ego

Content and feature selection: CMF will seek the unheard local voice, the untold local story, the hearing of which adds to the availability of greater perspective, education and information in the local media landscape

Avoid: Duplication of other local electronic media in topic selection or treatment should be avoided. If other local media is addressing the topic in a substantial or sustained manner, CMF's resources are best applied elsewhere or applied in a considerably different approach to the same issue.

Ownership: CMF's "public" mission should encourage a wide re-distribution of its work. Within an agreed upon legal framework, CMF should not repress its presenters reuse of their work for CMF nor limit the interest of other distributors to advance the product with CMF attribution. CMF should enthusiastically share its content while owning (or co-owning) and "marking" CMF-produced content as such.

Presenters: S. Steck and Horner on a volunteer basis , for now; add producers (and fund) as *our* time and resources and *their* ability allow; encourage "citizen reporters" of all varieties who bring "public-ness" and add depth, variety and talent to feature production

Funding sources: Funding for CMF initiatives may be gained by approaching these sources: individuals, foundations, corporations, local-state-federal government agencies. All or any of these sources should be approached for support under an agreed upon policy to be created and adopted by the CMF board and reviewed regularly. Such a policy will set out issues regarding conflicts of interest, recognition and ownership.

Feedback: Administered under a privacy and public use policy to be created and adopted by the CMF board, CMF will encourage user generated criticism and comments and post such material on-line.

Analysis & opinion: Under parameters of a yet-to-be-adopted CMF legal style and use agreement, CMF should seek or accept local voices who have the "credentials" to offer analysis or opinion on *issues and voices* that matter (or should matter) to Central Floridians.

Collaboration: CMF should consider advancing or being open to invitations to collaborate with local organizations on the production of content.

Stumbles: CMF should tolerate and embrace – with respect and humor – a limited level of unintended stumbles and miscues in its presentation style. In the same manner, CMF should quickly and forthrightly acknowledge and apologize for mistakes of its making.

As to CMF's **3-year revenue and expense projections**, Mr. S. Steck reviewed a notional plan complete with sources, percentages and examples of each year's revenue and expense. He also reviewed the typical **sources of revenue** and how each might be allocated to various CMF initiatives.

Mr. S. Steck concluded his review by reminding the board that his comments reflected a summary of the details presented during the earlier board workshop and the discussions by the board members on those issues.



He asked that the board amend or express support for these issues so that CMF might progress forward on a more formal basis with these plans and standards.

After discussion and by unanimous common consent, the board adopted these plans and standards with the understanding that each point presented may be reviewed and, accordingly, amended, renewed and readopted.

**Discuss and Consider Major Initiatives in Progress:**

Mr. S. Steck briefly outlined major issues now being considered related to future CMF activities. Such issues included Web site design, ascertainment of local issues and voices worthy of program consideration, on line fundraising software, professional liability insurance, pilot production of CMF programs, capacity grant applications, and a CMF launch date and concurrent kickoff event. He advised that he will communicate with the board to involve it in the development of these issues.

**Other Business:**

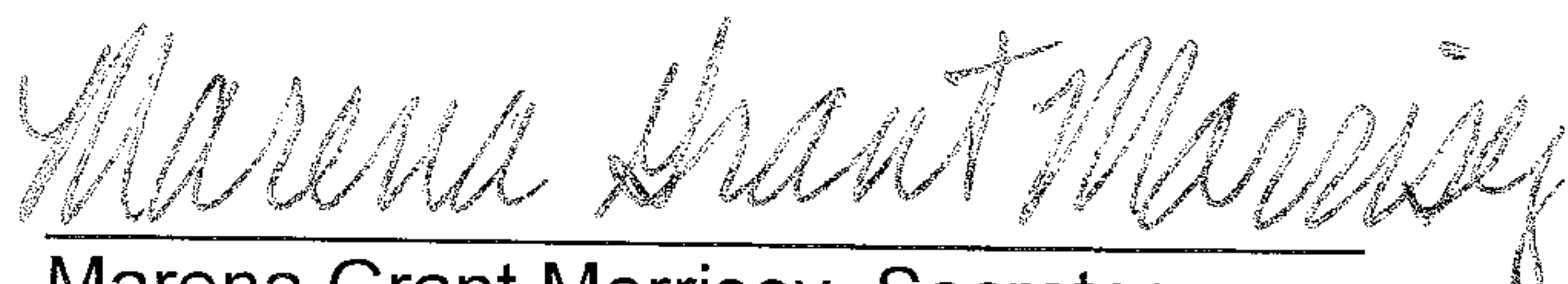
No other business was brought before the board.

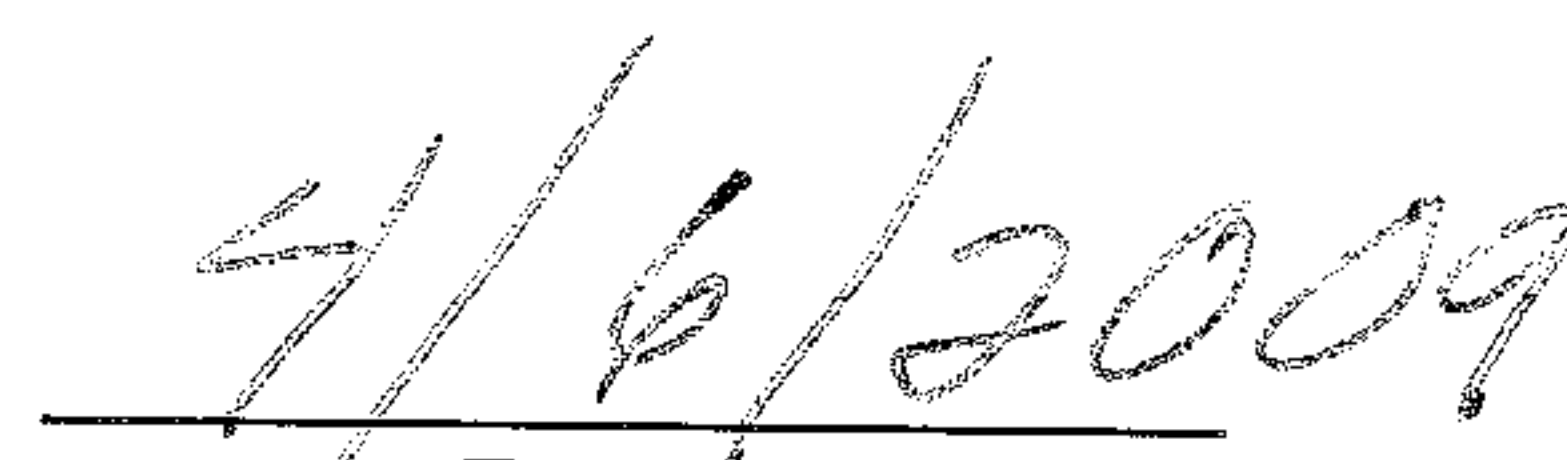
**Next In-place Meeting Date:**

Ms. Duda suggested that the next in-place meeting of the trustees be Tuesday, September 22 or Tuesday, September 29, 2009 at a time and location to be determined. There were no objections to the dates. She instructed the president to survey the board to determine the preferred date and time.

**Adjourn:**

By unanimous common consent, the board meeting adjourned at 12 noon.

  
Marena Grant Morrissey, Secretary

  
Date

(\*\*) Carroll McKenney Foundation for Public Media, Inc., was founded and incorporated on January 7, 2008.