

# Public Media

Issues & Voices that Matter

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

for the  
Tuesday, September 29, 2009  
**Board of Trustees Meeting (#4)**  
9am

Orlando Museum of Art  
The Library (2<sup>nd</sup> Floor)

**Trustees present:** Judith M. Duda, Chair; Stephen McKenney Steck, President; Aldo Vivona, Treasurer; Marena Grant Morrissey, Secretary; David Albertson, José A. Fajardo, Desta L. Horner, Robert Kovacevich, Bob Opsahl, Manning Pynn, Nanci Schwartz, Charles S. Stuart, and Emerson R. Thompson, Jr. (*Total trustees present: 13 of 16 current trustees – 81%.*)

**Trustees absent:** Linda W. Chapin, Richard C. Steck II and Marjorie Bekaert Thomas (*3 of 16 current trustees – 19%*)

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

CMF board chair, Judith M. Duda, welcomed the trustees and thanked trustee Marena Grant Morrissey, executive director of the Orlando Museum of Art, for hosting the board meeting at the museum. Ms. Duda noted the presence of a quorum and called the fourth meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc. to order at 9:05am. Ms. Duda noted that all trustees had previously been mailed an agenda and documents related to the issues to be addressed at the meeting.

### **Recognition of Advisors:**

Mr. Steck introduced CMF advisors who serve on a pro bono or a special discounted fee basis to offer advice ranging from legal to creative and technology to accounting. Advisors present were Melanie B. Fernandez, Cross, Fernandez and Riley – Accountants and Consultants; Rob Kammel, Kammel Morgan Design Group; James R. Lussier, Mateer Harbert, Attorneys at Law; and, Hewie Poplock, information technology consultant.

Each advisor spoke briefly, after which the board joined with Mr. Steck in expressing gratitude for the counsel and advice each has rendered to CMF.

**Approval of Minutes:**

By unanimous common consent, the minutes of the CMF board meeting of Tuesday, February 24, 2009 were approved as presented by the secretary, Marena Grant Morrisey.

**Treasurer's Report:**

Treasurer Aldo Vivona presented the August 31, 2009 bank statement and the 8-month year to date cash report. After discussion and by unanimous common consent the board acknowledged the reports as presented.

**Review Relevant Accomplishments Since Last Meeting:**

Mr. Steck reviewed a list of relevant issues accomplished by CMF since the February '09 Board meeting. He also demonstrated the programming and features on the CMF Website by in-room video projection of the on-line content. A lengthy discussion ensued regarding the material, its utilization by on-line visitors, and the style and manner of presentation. Various trustees expressed pleasure for what has been accomplished given the minimum resources of CMF.

**Trustee Funding Participation Update:**

Ms. Duda announced that 100% of the CMF board had given or pledged to give to financially support CMF. She expressed her gratitude to the board for their quick response and generous giving demonstrated by the board's unanimous participation. The result of CMF's first fundraising appeal provided a total of \$13,400 collectively given or pledged by the trustees. Mr. Steck thanked Ms. Duda for leading the board-centered fund drive.

With this *internal* board giving phase now successfully concluded, Mr. Steck advised that he will launch an *external* fundraising initiative over the next several months. The purpose of this next step will be to seek financial support for CMF's capacity needs and programming projects. The fundraising focus will be on potential foundation, corporation and individual giving.

**Media Liability Insurance Discussion:**

With CMF now able to exhibit specific program and delivery/distribution systems to insurance carriers, Mr. Steck advised that CMF should consider the necessity for media liability insurance -- often referred to as professional liability insurance or errors and omissions insurance -- to protect CMF against claims of personal attack or copyright infringement arising out of the gathering or disseminating of program content over CMF's Website.

After much discussion, including comments from Mr. Lussier, CMF's media law advisor, and by unanimous common consent, the board directed and empowered its executive committee to review and act upon the retention of an insurance carrier to bind media liability coverage for CMF for an annual premium amount not to exceed \$3,400 and within policy limits and terms subject to their discretion.

For this purpose, Ms. Duda asked Mr. Steck to convene a telephone conference call meeting with the committee and Mr. Lussier as soon as a common date and time could be established for the call.

**Governance Issues:**

Ms. Duda advised the board that two at-large positions on the CMF executive committee remained to be appointed and filled. To that end, Ms. Duda recommended that she be authorized to appoint trustees Charles S. Stuart and Emerson R. Thompson, Jr., to the committee. Both trustees were present and agreed to serve if elected. After discussion and by unanimous common consent, the board accepted the chair's recommendation.

Ms. Duda also led a discussion with the board regarding trustee terms, term limits and the aspects of filling the still vacant position of vice-chair of the board. With the trustees concurring, Ms. Duda noted that she would call a meeting of the board's nominating committee to specifically address these matters. The committee will make its recommendation at the next board meeting.

**Fundraising Issues:**

Mr. Steck presented a listing of donor giving categories he had recently established. After discussion and by unanimous common consent the trustees ratified the use of donor giving categories as presented.

Mr. Steck also led a brief discussion about aspects of establishing an endowment and accepting revenue for on-line advertising. Further discussion on both issues will continue.

**Other Business:**

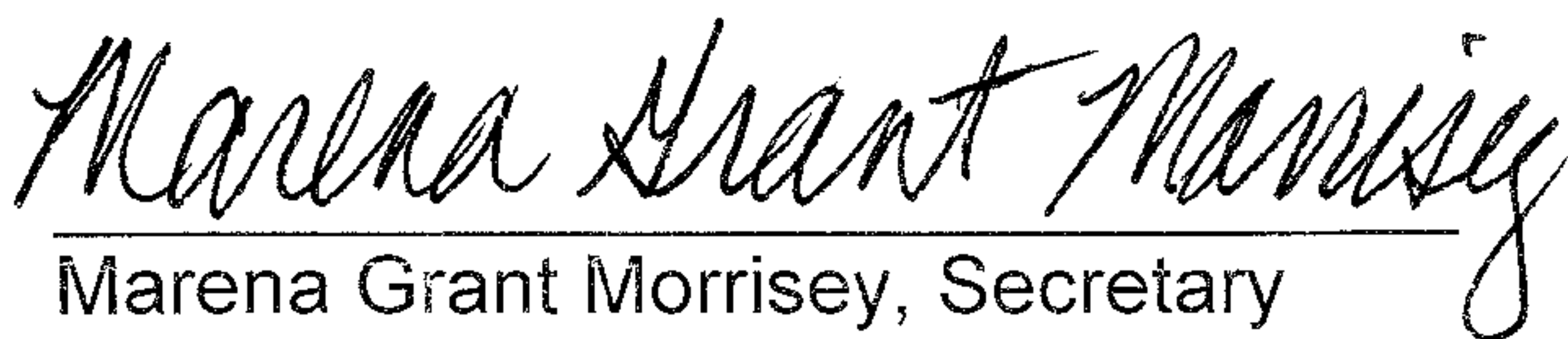
No other business was brought before the board.

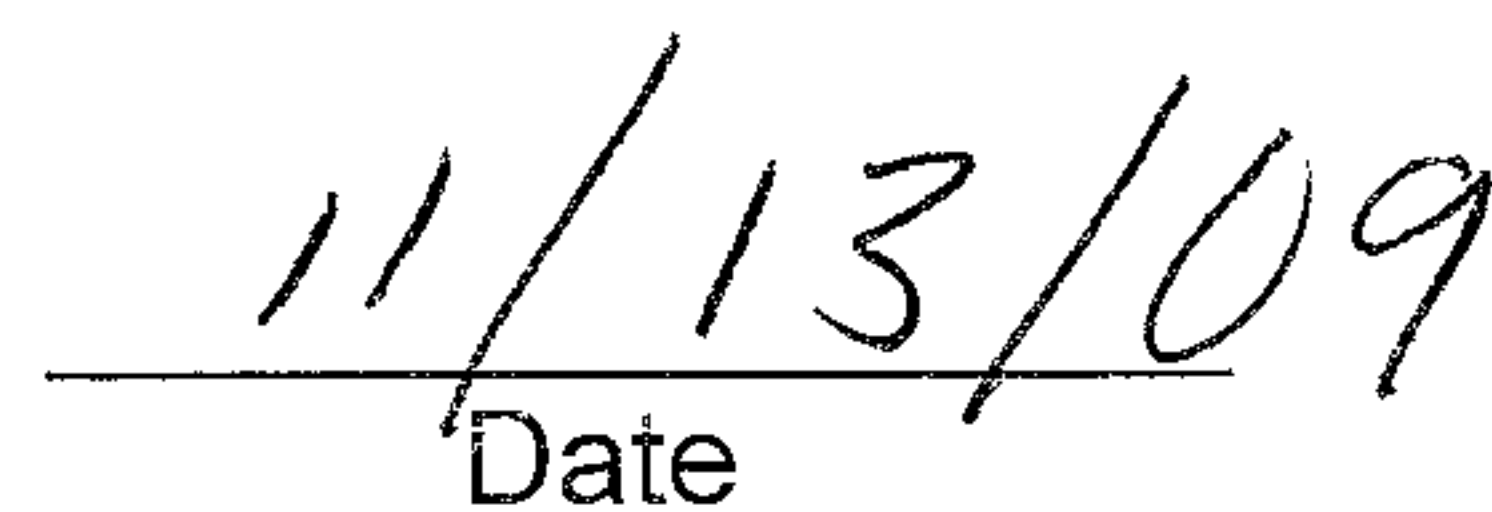
**Next In-place Meeting Date:**

Ms. Duda suggested that the next in-place meeting of the trustees be Tuesday, January 7, 2010 at 9am at a local location to be determined. There were no objections to the date and time. She asked Mr. Steck to secure a suitable location.

**Adjourn:**

By unanimous common consent, the board meeting adjourned at 10:45am.

  
Marena Grant Morrissey, Secretary

  
Date