



Public Media
Issues & Voices that Matter

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

for the
Thursday, January 7, 2010
**Board of Trustees Meeting (#5)
& Annual Membership Meeting**
9am

Stephen McKenney Steck Board Room
at the Hugh F. McKean Public Broadcasting Center
(WMFE-TV & Radio)

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

Trustees absent: Linda W. Chapin, Bob Opsahl, and Richard C. Steck II *(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 José A. Fajardo, President and CEO of WMFE, for hosting the board meeting at the stations. Ms. Duda noted the presence of a quorum and called the fifth 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 emailed an agenda and documents related to the issues to be addressed at the meeting.

Ms. Duda stated that this meeting would also serve as CMF's required annual meeting of its membership and that the notice for such a member's meeting had been prominently and previously placed on the home page of CMF's Website.

Coincidentally, Ms Duda noted, this meeting date is also the 2nd anniversary of CMF's founding and incorporation.

Recognition of Advisors:

Mr. Steck introduced CMF advisors in attendance. Each 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 Steve Fluker, Director of Engineering, Cox Radio –

Orlando; Anne-Marie Barrett, CPA, Cross, Fernandez and Riley – Accountants and Consultants; and Rob Kammel, Kammel Morgan Design Group.

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, September 29, 2009 were approved by the board as presented by the secretary, Marena Grant Morrissey.

Treasurer's Report:

Treasurer Aldo Vivona presented the November 30, 2009, 11-month year to date financial report. After discussion and by unanimous common consent the board acknowledged the report as presented.

Mr. Steck noted that the financial report will eventually include a “budget” column and that the present lack of such a column will be resolved after CMF completes a 12-month “operational” year. He reminded the board that CMF has only been “operational” since September 2009 – the first full month of having launched its on-line program service. This fact, in combination with a minimum cash budget for a “leading edge” mission, leaves the comparative necessity for an accurate budget to be less useful than one created after the first full year of operational experience.

Nominating Committee Report and Recommendations:

Ms. Duda reminded the board that at its previous meeting the board had directed its nominating committee to consider and propose bylaw amendments that would address issues related to trustee terms, term limits and the aspects of filling the still vacant position of vice-chair of the board as well as other amendments it may find necessary. She advised that the nominating committee had met and had accomplished those goals in recommendations created and forwarded to each board member prior to this board meeting and within in the required time and with the proper notice to amend the bylaws. Ms. Duda thanked the members of the nominating committee for their work.

She asked Mr. Steck to present the committee's recommendations which included amendments to the bylaws, a proposed schedule of term expirations of current trustees, a slate of trustees and officers to be elected at this meeting and other issues.

Mr. Steck advised that the committee's recommendations were divided into two areas: those related to amending the bylaws and those which may be accomplished without or because of the proposed bylaw changes.

He advised that amending the bylaws as previously provided to each trustee will accommodate the issues formally recommend by the committee as follows –

1. By approving the amendments in *new* section 7.10, the bylaws would set six (6) years as the maximum number of years a trustee could serve before mandatory retirement, absent other special conditions.
2. By approving the amendments in *new* section 7.11, the bylaws would define a term for any NEW trustee as three (3) consecutive years and that any NEW trustee may be eligible to serve one (1) additional term of up to 3 consecutive years if willing, nominated and elected, such total years of service not to exceed six (6) consecutive years, absent any special exceptions.
3. By approving the amendments in *new* section 7.12, the bylaws would allow a “former” trustee to be considered for nomination and stand for “re-election” provided that trustee retired in good standing, has been off the board for 12 or more consecutive months, and has the recommendation of the nominating committee.
4. By approving the amendment in *new* section 7.13, the bylaws would create “special designations” or “conditional situations” that would affect the length of that trustee’s service, terms not withstanding; and,
5. By approving the amendment in *new* section 7.24, the bylaws would allow as a special honor a trustee to be appointed “emeritus” on the occasion of their retirement after serving in a meritorious manner and that any trustee who is vested with that title be invited and allowed to attend all CMF board meetings without vote nor with voice unless called upon to address the board.

After discussion of the above amendments and by unanimous common consent, the board approved the bylaw amendments as presented by the nominating committee.

Mr. Steck advised that the committee’s recommendations regarding other issues would be adopted by accepting the committee’s next recommendations.

To accommodate which trustees would be placed in which term, the board must ...

6. Declare 2009 as a “bye” year for all current trustees;
7. Exempt – for a limited period only – the three (3) “founding trustees (Mr. S. Steck, Mr. R. Steck and Ms. Horner) from *any* term expirations and – as previously approved in *new* section 7.13 of the amended bylaws -- establish certain conditions of service on each founder so long as they remained a trustee;
8. Declare the remaining thirteen (13) trustees as “inaugural” trustees;
9. Ratify the nominating committee’s previous action of creating “lots” in a number equal to the number of the inaugural trustees and by apportioning those lots based on three (3) trustees whose term would expire after the annual board meeting in 2013; three (3) trustees whose term would expire after the annual board meeting in 2014; three (3) trustees whose term would expired after the annual board meeting in 2015; and four (4) trustees whose term would expire after the annual board meeting in 2016;

10. Ratify the nominating committee's previous action of selecting an impartial representative from CMF's auditors, monitored on-site by nominating committee member Emerson R. Thompson, Jr., to draw one lot at a time from a container in which all apportioned lots were randomly deposited in a manner that coincided concurrently with a simultaneous announcement of each trustee's name by Mr. Thompson until each and all thirteen (13) inaugural trustee's names had been assigned a lot.
11. Share the results with and declare the terms for the inaugural trustees to be the resultant outcome of that random drawing in accordance with the proscribed number of lots.
12. Recognize that outcome as the slate the nominating committee advances to the board for reelection at this meeting; and
13. Designate as "successive" trustees all NEW trustees – described and approved in *new* bylaw section 7.11 -- who are hereafter nominated and elected to a term of no more than six (6) consecutive years – to be served in two (2) three year terms, the second term to which the NEW trustee must be nominated and elected.

After discussion and as no other nominations were offered from the floor, by unanimous common consent the board approved the recommendations and reelected the inaugural trustees to the terms and expiration dates as presented to them.

Mr. Steck continued his report on behalf of the nominating committee by noting the committee had unanimously recommended that the following trustees be nominated to serve in 2010 in the offices and on the executive committee as noted –

- A. Chair: Judith M. Duda
- B. Vice Chair: Manning Pynn
- C. President & CEO: Stephen McKenney Steck
- D. Treasurer: Aldo Vivona
- E. Secretary: Marena Grant Morrisey
- F. At large: Charlie Stuart
- G. At large: Emerson R. Thompson, Jr.

After discussion and with no other nominations from the floor, by unanimous common consent, the candidates were elected or reelected to serve in 2010 in the offices as presented, such service to begin or continue immediately upon the adjournment of the meeting.

Additionally, and by unanimous common consent, the minutes from the December 15, 2009 nominating committee meeting which contained the aforementioned recommendations, and were previously provided to each trustee, were approved as submitted.

Ms. Duda thanked and congratulated the trustees and officers for their leadership, financial support, and willingness to continue guiding the mission of Carroll McKenney Public Media.

Review of Relevant Accomplishments Since Last Meeting:

Mr Steck reviewed relevant issues accomplished since the September '09 Board meeting which also included a brief review of the program content on the CMF Website. He described the new on-line portal and program series -- *Heard in Central Florida* -- launched on New Years Day. Additionally, Mr. Steck presented a statistical analysis and overview of the on-line visitors to the Website. Much discussion regarding these issues ensued.

Fundraising Plans:

Mr. Steck presented the steps he intends to take regarding external fundraising over the next 6-9 months for CMF. He noted that in his on-going role as president emeritus of WMFE he is compelled to advise WMFE of any contemplated contacts with any foundation or private donor known to have financially supported WMFE with a financial contribution in the past over a certain amount. Mr. Steck stated that as part of these initial plans he does not anticipate advancing a request to those potential donors in an amount that would trigger the need for such an advisory to WMFE.

Banner Ads:

Mr. Steck recommended that the board explore the inclusion of so called "banner" ads on the CMF Website and the attendant gross revenue such on-line ads would bring CMF from advertisers. After discussion and by unanimous common consent, the board authorized the placement of ads on the CMF Website provided the CMF executive committee has established suitable parameters and, in a future meeting, has gained the board's approval.

Endowment:

As a result of discussions at the September 2009 board meeting, Mr. Steck recommended that the board take formal steps to consider the establishment of an endowment for CMF. After some discussion and by unanimous common consent, the board set the annual board meeting in 2011 as a final decision-deadline and referred the detail work to the board's executive committee with an expectation of progress reports to be offered by the committee at each board meeting

Business Continuation and CEO Succession:

Mr. Steck asked the board to take steps leading to the eventual establishment of a two-phase business continuation plan related to his immediate and long term leadership of CMF as well as that of CMF's co-founder, Desta Horner -- both operating in a vital role of developing, maintaining and advancing CMF in addition to their role as principal producers of the growing on-line content found on CMF's Website.

After discussion and by unanimous common consent, the board acknowledged the need for further consideration, a deadline for such a plan if developed, and assigned the task to its executive committee with instructions that the committee make its first report at a future board meeting.

Board Meeting Dates for 2010:

After discussion regarding future meeting dates of the CMF board which the bylaws require to meet at least three (3) times per year, it was agreed that the board would meet at 9am in 2010 on Tuesday, May 11 and Thursday, September 16, and in 2011, on Thursday January 20. Ms. Duda asked Mr. Steck to secure suitable locations for the meeting.

Other Business:

No other business was brought before the board.

Adjourn:

By unanimous common consent, the board agreed to adjourn at 10:45am.


Marena Grant Morrissey, Secretary


Date