



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

for the
Friday, January 27, 2012
**Board of Trustees Meeting (#10)
and Annual Membership Meeting**
9:15am
in the
Board room of Citizens Bank of Florida
156 Geneva Drive, Oviedo, FL.

Trustees present: Manning Pynn, Chairman; Charles S. Stuart, Vice Chairman; Stephen McKenney Steck, President; Emerson R. Thompson, Jr., Secretary; Aldo Vivona, Treasurer; Judith M. Duda, Immediate Past Chair; Desta L. Horner, Richard H. Lee, Nanci Schwartz, and Megan Sladek, (*Total trustees present: 10 of 13 current trustees – 77%.*)

Trustees absent: David Albertson, Marena Grant Morrissey, and Ani Rodriguez (*3 of 13 current trustees – 23%*)

Advisors present: James F. Lussier, Attorney, Mateer Harbert, P.A., Erick Kepfer, Audit Manager, Cross, Fernandez and Riley – Accountants and Consultants; and Rob Kammel, Kammel Morgan Design Group.

Members present: none (other than trustees)

Public present: Charles E. Miller, CMF photographer.

Welcome, Establishment of a Quorum and Call to Order:

CMF board chairman, Manning Pynn thanked trustee Richard H. Lee, president of Citizens Bank of Florida, for hosting the board meeting in the bank's board room. Mr. Pynn noted the presence of a quorum and called the tenth meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc. to order at 9:25am.

Mr. Pynn 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 as called for in CMF's bylaws.

Mr. Pynn asked president Stephen McKenney Steck to initiate the introductions of advisors, guests and trustees.

After introductions, Mr. Pynn noted that each trustee had previously received an email from Mr. Steck with a link to the agenda and all other meeting related material provided on-line.

Approval of Minutes:

For approval, Secretary Emerson R. Thompson, Jr., offered the minutes of the September 13, 2011 CMF board meeting. By unanimous common consent, the minutes of the meeting were approved as presented.

Legal Issues:

Mr. Steck advised of two seemingly content-related City of Oviedo issues that had recently arisen that he felt the board should discuss: the city's concern about CMF's practice of asking for the use of an interview release form, and CMF's recording of the Oviedo mayor's State of the Cities address

Mr. Steck noted that the issues had necessitated review and input from CMF's media law counsel, James F. Lussier. Mr. Steck briefly described the issues, noting that neither issue required board approval, per se, but that a discussion by the board of each issue would be informative to all. He reminded the board of the issue-related documents he had previously provided them over the past 6-weeks.

Mr. Steck invited Mr. Lussier to more directly address and review the legal aspects surrounding each issue. The board fully discussed the issues and the media law and CMF best practices involved in each.

Mr. Steck noted that CMF content-related practices remained unchanged as a result of the discussion.

Messrs. Pynn and Steck thanked Mr. Lussier for his helpful involvement.

Nominating Committee Report and Elections:

Mr. Pynn asked Mr. Steck to summarize the report of the committee.

Mr. Steck reviewed the committee minutes, noting that the committee recommended a slate of candidates to serve as officers for 2012. Additionally, the committee recommended the reelection of trustees whose terms will expire, and other recommendations.

On behalf of the committee, Mr. Steck presented the following slate:

Officers: for a one-year term to begin on the adjournment of this annual meeting and concluding at the adjournment of the next annual meeting in 2013 –

Chairman – Charles S. Stuart

Vice Chairman – Emerson R. Thompson, Jr.

President/CEO - Stephen McKenney Steck

Treasurer – Aldo Vivona

Secretary – Aldo Vivona, with the positions of treasurer and secretary to be held simultaneously, as permitted in the bylaws.

Re-elected Trustees: three trustee's terms expire requiring each be reelected for a three-year term to begin on the adjournment of the annual meeting and concluding at the adjournment of the
