



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

for the
Friday, January 25, 2013
**Board of Trustees Meeting (#13)
and Annual Membership Meeting**
9:15am
in the
Board room of Citizens Bank of Florida
156 Geneva Drive, Oviedo, FL.

Trustees present: Charles S. Stuart, Chairman; Stephen McKenney Steck, President; Aldo Vivona, Secretary/Treasurer; Manning Pynn, Immediate Past Chair; David Albertson, Desta L. Horner, Richard H. Lee, and Megan Sladek. *(Total trustees present: 8 of 11 current trustees – 73%.*

Trustees absent: Emerson R. Thompson, Jr., Vice Chairman; Judith M. Duda, and Marena Grant Morrisey. *(3 of 11 current trustees – 27%)*

Members present: none (other than trustees)

Public present: Charles E. Miller, CMF event photographer.

Welcome, Establishment of a Quorum and Call to Order:

CMF board chairman, Charlie Stuart thanked trustee Richard H. Lee, president of Citizens Bank of Florida, for hosting the board meeting in the bank's board room. Mr. Stuart noted the presence of a quorum and called the thirteenth meeting of the board of trustees of Carroll McKenney Foundation for Public Media, Inc. to order at 9:20am.

Mr. Stuart noted that each trustee had previously received an email from Mr. Steck with the agenda and all meeting related documents. The meeting agenda noted that the meeting would also serve as CMF's required annual meeting of its membership. The public 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.

Approval of Minutes:

For approval, Secretary Aldo Vivona offered the minutes of the September 26, 2012 CMF board meeting. By unanimous common consent, the minutes of the meeting were approved as presented.

Treasurer's Report:

Treasurer Aldo Vivona presented the December 31, 2012, 12-month year to date financial report, noting that it reflected a full year of budget operations. By unanimous common consent the board accepted the report as presented.

FY 2013 Budget Proposal:

Mr. Vivona noted the chairman and he had reviewed and endorsed the proposed budget. He 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 much discussion -- on issues related to web analytics, Mr. Steck's work load, current and future mission issues, service area and metrics of performance -- and by unanimous common consent, the FY 2013 budget was approved as presented.

Mr. Stuart suggested that the board meet to further discuss CMF's mission and pending projects set forth in the approved budget. A specific date was not determined, though Mr. Stuart suggested such a meeting be held sooner than later.

Nominating Committee Report and Elections:

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

On behalf of the committee, Mr. Steck presented the following recommendations unanimously endorsed by the committee:

Retiring Trustees: Advised that Marena Grant Morrissey had completed her term of service.

Term Extension: Emerson R. Thompson, Jr.'s term as a trustee will expire at the end of the meeting. For Judge Thompson to be considered for election in a separate action, his term must be extended -- as provided for under the "special conditions" section of CMF's bylaws -- two years through 2014 (the annual meeting in 2015).

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 2014 --

Chairman -- Emerson R. Thompson, Jr.
 Vice Chairman -- David Albertson
 President/CEO - Stephen McKenney Steck
 Secretary/Treasurer -- Aldo Vivona

Executive Committee: including each of the above officers, plus --

Charles S. Stuart, Immediate Past Chairman, and
 Megan Sladek, at large trustee

Bylaw requirement for two (2) at large trustees on the executive committee: maintain only one (1) at large trustee on the executive committee until the annual meeting in 2014,.

Board Size: The committee also recommends the current size of the board -- 10 trustees of a maximum of 20 -- be maintained without adding additional trustees.

By unanimous common consent the board adopted all the committee's recommendations, including the slate and other actions by electing, extending and designating the individuals identified above in the offices and with the titles described.

Mr. Steck expressed the board's appreciation to Mr. Stuart for his term as chairman. Additionally, he recognized Manning Pynn, immediate past chair, for the role he has played in that capacity, noting that Mr. Stuart will now hold the title.

Review Web Analytics and Feature Content:

Mr. Steck presented a summary of web analytics showing the number of downloaded or streamed podcasts, on-line visitors and page views of the most recently completed month (December 2012) and a cumulative 40-month summary of web data was also discussed.

2012 Board Meeting Dates:

Mr Stuart scheduled the following dates, times and location of board meetings –

- By telephone on Wednesday May 22, 2013 @ 9am.
- By telephone on Wednesday September 25, 2012 @ 9am.
- In place on Friday, January 24, 2014 @ 9:15am at Citizens Bank of Florida -- annual meeting.


Other Business:

No other business was brought before the board.

Adjourn:

Chairman Stuart adjourned the meeting at 10:30am.


Aldo Vivona, Secretary/Treasurer


Date