

Board Meeting Minutes
March 17, 2008

A meeting of the MCT Board of Directors was held at 7548 Standish Place in Rockville, Maryland on Monday, February 18, 2008. The Board members in attendance were:

Toby Beach	Jim Klimaski
Diane Butts	Lee Klumpp
Dennis Courtney	Darryl Lesesne
Fernando Cruz-Villalba	Sharon Levine
Steve Freidman	Marian Merewitz
Ginny Gong	Paula Moore
Henry Hailstock	Nancy Poole
Merrill Hessel	Eugene Saunders
Tom Hoopengardner	Jonathan Walker, Sr.
Marion Hayes Hull	Francine Wyron

Call to Order

This meeting was called to order at 7:34 p.m.

Also in attendance were:

Richard Turner, MCT Executive Director
Alysia Thaxton, Executive Assistant
Bill Stewart, Secretary of the Volunteer Association
Debbie Billings, Director of Administration
Donna Keating, Montgomery County Cable Office

Roll Call

The following board members issued proxies:

Michael Boblitt – proxy to Tom Hoopengardner
Haig Ellian – proxy to Merrill Hessel
Paula Moore – proxy to Eugene Saunders if she's not present for any vote
Leslie Anne Simmons - proxy to Diane Butts, if Diane leaves then Darryl Lesesne
Paul Silverman – proxy to Merrill Hessel
Noreene Wells – proxy to Jim Klimaski

Toby Beach moved and Sharon Levine seconded a motion to excuse the board members not in attendance. The motion passed with five opposed.

Approval of the February 18, 2008 Board Minutes

Dennis Courtney moved Darryl Lesesne seconded a motion to accept the minutes from February 18, 2008. The motion passed unanimously.

President's Report

Francine Wyron, Board Secretary, read the minutes from the Executive Committee Meeting of March 17, 2008.

MCT Board of Directors
Executive Committee
Meeting of March 17, 2008

Call to order – 6:27

Attendance

Gene Saunders, President
Nancy Poole, Immediate Past President
Marion Hayes Hull, First Vice-President
Darryl Lesesne, Treasurer
Francine Wyron, Secretary
Richard Turner, Executive Director

President's Report

- County Executive's Proposed FY 2009 Budget
 - Information sent out by Richard this afternoon indicate that the County Executive's budget recommendations support our current budget including the 4% a salary increase less \$5000.
 - Gene commends Executive Director Richard Turner to for his efforts to lobby the County Executives Office in support of our budget.
- Strategic Planning
 - Gene recommends that the new Board President be strongly involved with the Strategic Planning Committee and that he or she also chair the committee. He notes that this is a decision to be made by that individual, but that he wanted to note his recommendation
- Ethics Commission Financial Disclosure Deadline: April 15, 2008
 - There still has been no notification.
 - Staff is going to check with the county to see why there is a delay.

Executive Director's Report

- Progress with Staff Performance Evaluation System
On schedule – Self Appraisals are due to be turned in tomorrow
- Staff Changes and Staff Planning
They have replaced Michelle with a new Admin assist From a temp agency.
- Update on Financials
 - Financial packets have been distributed.
 - A Report from the Budget and Finance Committee will be distributed at the full board meeting
- County Budget.
 - Hearings scheduled with the County Council the first week of April
 - Management and Fiscal Policy committee meets 2 weeks after the hearings and then reports its recommendations back to the full Council who then makes its decisions.
 - There will probably be a change in the Budget and Finance committee meeting schedule in order to prepare for those meetings
- Update on Relations with Line Staff, Members and Volunteers
 - Companywide meeting
 - Brown bag lunches

- Richard thinks efforts are being well received by staff.
- There will be a company wide meeting tomorrow to relay the information about the county executive's budget
- Other Management Issues
 - Personnel are filling the gaps in positions – Although somewhat frayed, they are taking on the new work load fairly well.

Unfinished Business - none

New Business - none

Adjourn - 6:48

According to the custom of the MCT board, immediately following the election of new board officers, the new officers immediately step into their roles. Thus the new President and Secretary will take over immediately following this evening's election.

Eugene Saunders thanked Nancy Poole and Francine for all the work and effort in supporting the board and the MCT organization. Eugene, then invited Nancy Poole, the Chair of the Nominating Committee to present the committee's report.

Nominating Committee Report

Nancy described the selection process for the nominated candidates. The committee was charged with coming up with a single nominee for the election. The committee considered candidates availability to serve by reviewing attendance at meetings. Lee Klumpp was nominated to serve as President/CEO of MCT. Marian Merewitz was nominated to serve as Secretary of the board.

Eugene opened the floor to additional nominees. Fernando Cruz-Villalba nominated Henry Hailstock for the office of secretary. Eugene called for a roll call vote. Marion Merewitz is the new Board Secretary. Meriwitz – 15 votes; Hailstock – 8 votes.

	Merewitz	Hailstock
Toby Beach	1	
Mike Boblitt	1	
Diane Butts		1
Dennis Courtney	1	
Fernando Cruz-Villalba		1
Haig Ellian	1	
Steven Freidman	1	
Ginny Gong	1	
Henry Hailstock		1
Merrill Hessel	1	
Tom Hoopengardner	1	
Marion Hayes Hull	1	
Jim Klimaski	1	
Lee Klumpp	1	
Darryl Lesesne		1
Sharon Levine		1
Marian Merewitz	1	
Paula Moore	1	
Nancy Poole	1	
Eugene Saunders	A	
Paul Silverman	1	
Lesley Ann Simmons		1
Jonathan Walker, Sr.		1
Noreene Wells		1
Francine Wyrton	A	

Eugene called for the vote for president by acclamation. The board voted unanimously in favor for Lee. Lee Klumpp is the new board president.

Executive Director's Report

The Executive Director's report was previously mailed to board members.

- MCT Logos – Richard requested that a style guide for logos be incorporated into the board's motion on logo use.
- 4th District Special Election Update – There's a tentative date of April 4th scheduled for production coverage of the special election.
- FY09 Budget Update – The Cable Plan was distributed to board. Richard acknowledged that the staff at the cable office was very helpful in advocating for the PEG network regarding the budget. The public hearing on the budget will occur on April 9, 2008. The council must pass the county budget by Memorial Day.

Committee Reports

Budget & Finance Committee – The chair, Darryl Lesesne, discussed the financial statements including indirect costs and line items.

After looking over MCT's network server, Dennis recommended a new replacement for the server.

Staff looked into changing banks to get better rates. Commerce Bank provides a no-fee checking account to non-profits which also gets passed on to employees. The committee moved to open an account with Commerce Bank.

Closed Session

Strategic Planning Committee – The committee did not meet, however the Relocation Subcommittee met with a no-fee consultant regarding the possibility of MCT's relocation.

Public Policy Access Committee – The chair, Marion Hayes Hull, discussed its two recommendations regarding advertising on MCT's channels according to the county code.

The committee moved that the term "sponsorship" be changed to "underwriters" in order to be consistent with the county code in Section 4.d. The board passed the motion unanimously.

The committee also recommends that MCT not follow the county code regarding 501(C) (3) organizations and advertising on access channels. As a consequence of the recommendation 501(C) (3) organizations would not be permitted to solicit on MCT channels. Staff was not present at the committee meeting and would like it noted that it recommends 501(C) (3) organizations be allowed to solicit for support on the channels according to the county code.

The committee strongly urges the board to define AMTV19 as the public access station and AMTV21 as the quality or flagship station. The committee's rationale is that by distinguishing the two channels an argument can be made for keeping both thereby protecting each.

The committee recommends that the Code of Conduct begin to be implemented and that MCT stakeholders be informed of the code, i.e. by distribution to stakeholders and by posting on the bulletin board. Additionally, any stakeholder with a potential conflict of interest according to the Code of Conduct and the Executive County Code should go to the board of directors for resolution.

Bylaws Committee – The chair, Merrill Hessel, informed the board that a section of the bylaws will be changed so that the secretary's duty to act as custodian of corporate records is delegated to staff and that the treasurer's duty as custodian of corporate funds and securities is also delegated to staff.

Two issues concerning the bylaws is the possibility of creating a flagship channel and the board size. Lee Klumpp and Merrill Hessel will go to the cable office to gather feedback for the board's consideration.

Technology Committee – The committee will meet March 26th.

Unfinished Business – None

New Business –

- Dennis Courtney thanked Richard and Merrill for setting up the CPCUG computers in Classroom A. Beginning April 1st CPCUG will begin teaching classes.
- A joint venture between CPCUG and MCT will an Open House on March 18th which includes a tour of the studio, van and VT4. Seventy-five have RSVPd.
- Lee and Richard will be meeting with Suburban Hospital to discuss developing health-care programming.
- Lee reissued his challenge pledge to the board – He pledges up to \$1,000 for every donation made to MCT by other board members. The deadline is June 30, 2008.
- Lee thanked Gene for all his dedicated service and leadership as President of the MCT Board of Directors.

Adjourned – 10:15 p.m.

A handwritten signature in black ink, appearing to be 'Merrill Hessel', written over a large, light-colored scribble or mark.