

COMMUNITY MEDIA CENTER OF MARIN
Board of Directors Meeting
December 18th, 2008
Location: The MYC, 1115 3rd Avenue
Front conference room
4:00 pm – 6:00 pm
Minutes/DRAFT

A. Call Meeting to Order – Bruce Bagnoli – 4:05 PM

CMCM Board Members (P-Present, A - Absent)

Bruce Bagnoli - Chair - P
Flor A. Emert" – Vice Chair - P
Bill Sims – Treasurer - P
Jim Geraghty – Secretary P
Lynn Bornstein - P
Gregg Clarke - A
Frank Crosby - A
David Dodd - A
Mark L. Essman - A
Janette Gitler - P
Cathy Laveroni Hall – resigned
Trish Hibben - P
Dane Lancaster - A
Anne Montgomery - P
Larry Paul - P
Michael Eisenmenger – Executive Director – P (non voting)

B. Agenda Approval - 5 Minutes

1. Amend Agenda to move G. 2. Review/Approve Architect Selection – Larry Paul to D. 1. Closed Session.

M/Geraghty – 2nd/Montgomery – Approve amended agenda by acclamation

C. Approve Minutes of Board Meeting - 5 Minutes

M/Hibbens – 2nd/Sims – Approved by acclamation

D. Executive Director Report – Michael Eisenmenger - 20 Minutes

- **Recent Activities** – The final lease will be signed this week. The sewer will be inspected and traced out for placement of new ADA bathroom.
- **Insurance Update** – received the quote and will confer with Sue Buske as to the appropriateness of the provider and cost quote.
- **Organizational Database Development** – The basic database/web development will be done through a database content management system called Drupal. A group of developers are working on a system designed to serve community access organizations. CMCM will be working closely with this group and at some point bring on a web developer to integrate our needs into the base system and to introduce modules to serve our database needs to manage membership, equipments, programs etc..

Review/Approve Architect Selection – Larry Paul - CLOSED SESSION 4:45

M/Geraghty – 2nd/Montgomery – Unanimous - Approved by acclamation after extended board discussion.

Noting, Larry Paul did not vote nor was he present for board deliberations on the item.

Secretary Geraghty - The CMCM conflict of interest policy does not preclude the selection of a board member to provide services to our organization so long as the services and fees are fair and reasonable, follow our bylaws and IRS rules and the selection presents compelling and advantageous reasons for the selection. The board member being considered will present the board with the contract for services and will have no vote nor be present for board deliberation when considering accepting the contract for services.

Larry Paul presented the contract, credentials and professional memberships, at the conclusion of his presentation he was asked to leave the room so the CMCM board could deliberate on the motion to approve Larry Paul as the Architect of record for the 819 A St., San Rafael rental property.

Board Discussion:

Trish Hibben:

Expressed her concern of appearance and public perception and possible conflict of interest in approving a board member as a service provider. The board members in attendance discussed those concerns relying on CMCM by-laws and IRS rules and then discussed the added benefits of having Larry Paul provide the services which included his position on the city Planning Board, his intimate knowledges of the city people and processes with which CMCM would be dealing with. These added benefits plus the legitimacy of him providing the services addressed Hibben's concerns.

Flor Emert:

Noted that the building renovation process needed to move forward so we could provide the services we were mandated to provide. Emert acknowledged Paul's credentials and his intimacy with city processes.

Janette Gitler:

Requested that a clear process be vetted by the CMCM board as to our practices of hiring the contractors that will do the work on the building. Other members agreed we needed a clear and transparent process.

Bill Sims:

Went over the CMCM conflict of interest policies and the IRS policies explaining that there is no violation or inappropriate action if we considered and approved hiring a board member as long as we followed the process. Acknowledging Paul's intimate knowledge of the city's planning and permitting process, Sims was doubtful that we could find anyone else matching Paul's credentials and knowledge needed to expedite CMCM's needs and requirements.

Anne Montgomery:

Requested that CMCM acknowledge the thresholds of the contractor bidding process and which rules applied to the CMCM regarding size of contracts, noting that \$25,000+ contract needed different processes.

Bruce Bagnoli:

Reaffirmed our policies and IRS rules while acknowledging Paul's credentials and personal contacts with the city including the detailed permit processes.

Move back into open session 5:20 PM

E. Old Business - 60 Minutes

- Finance and Budget Committee Report
 - a. Banking Updates - Bill Sims reported that he has met with the accountant and the new balance sheet reflects through Oct 2008 and does not reflect the November 2008 deposits or expenses. Michael Eisenmenger has been working with the bookkeeper setting up the books for CMCM
 - b. Current Balance Sheet made available.
- 819 A Street: Lease Update and Renovation Timelines – Expected to sign the lease for 819 A St. this week.
- New Committee(s) and members - Board Dev/Gov and Policy to determine the finer points of when the first membership meeting will be held which in turn determines when the terms of board members will expire, which is between the first and second annual membership meetings.
- Outreach Committee Report – Janette Gitler – The committee met on December 15 to discuss publicity in relation to the transition from Comcast to CMCM. There is a need to start developing and providing information. College of Marin will still be in the loop and be provided information from CMCM as it is developed. There is still great potential for us to work together in the future.
- MTA Report – Barbara Thornton – NO Report

F. Public Comment - 10 Minutes

David Rubinson – Proposes the MTA looks at providing Internet access as the Internet will be crucial for the CMCM in delivering media content in the near future. Rubinson proposes that a MACC type advisory group be established to provide guidance in moving the MTA to explore providing Internet Access to Marin residents and businesses. Rubinson also proposes that CMCM joins in helping to sponsor with the MTA a round table workshop of experts to look at the Internet opportunities for Marin.

G. New Actionable Business - 20 Minutes

- Date and Time for next Board meeting - Jan 22nd, 2009 4:00 PM, Location TBA, Tentative MYC
- Review/Approve Architect Selection - Larry Paul – moved to D.1.
- Executive Session - If necessary

H. Adjournment at 6:04 pm

M/Geraghty – 2nd/Emert – Approved by acclamation

This minutes is draft and subject to approval