

**Community Media Center
Board of Directors Meeting Minutes
Tuesday, March 1, 2005**

Meeting called to order at 6:25 pm, by Mark Smith, Board President.

Roll Call/Introductions

Barnes, Beyer, Chapla, Gladden, Hartel, Jarlsberg, Kelly, Nicholson, Schmit, Smith, Wal.

Absent – Beery, Marshall, Wickerling.(called).

Ex-Officio present – Koeze, City of Grand Rapids; Stella, CTAF; Peterson, CMC Executive Director.

Ex-Officio absent – Comcast and GRPL.

Guest – Ginger Koning.

Staff – Linda Gellasch, CMC Financial Coordinator, Steve Warner, GRTV; Lillie Oliver, CMC Office Manager.

MOTION 3/1/05-1 Approval of Amended Agenda

Barnes **MOVED** to amend Agenda to include CTAF report by Fred Stella, as item (2). Jarlsberg **SECONDED**, **MOTION APPROVED**.

MOTION 3/1/05-2 Approval of February 8, 2005 Minutes.

Kelly **MOVED** for approval, Nicholson, **SECONDED**, **MOTION APPROVED**.

Public Comment/Ginger Koning

On Dirk's behalf Ginger Koning stated, thank you to all members of the Board for their service that they have given to The Community Media Center and to also extend her efforts to help continue in the work Dirk has done.

CTAF/Stella

- Stella stated CTAF mourn Dirk's passing very much, what an inspiration he was to all of us in the Community. Stella also stated Chuck has always given CTAF information needed in a timely fashion and is a wonderful advocate for GRTV
- Stella commended the board for giving Chuck responsibility of Interim Director an extremely wise choice
- Equipment Grant process coming up soon.
- Excited about the Wealthy Theatre purchase, plans are to hold our next meeting at Wealthy Theatre Monday, May 2nd @ 6pm, pending confirmation of day and time.
- CTAF currently has six members on committee with one seat open.

City of Grand Rapids/Koeze

Koeze stated that Dirk was very good at getting information to him from the Board.

CMC Board Member

Louis Barnes thanked both Jon Koeze and Fred Stella for being present. He stated, 'As we continue as a Board and organization to try and recover one of the things that's important for us is your help, because we will probably never know everything Dirk had going on and all the things he was involved in, so your input and what you may be able to bring to us that he may have had comments or working on some discourse with you about would be very helpful'.

Wealthy Theatre-mortgage assumption

Motion 3/1/05-3 Acquisition of Wealthy Theatre Assets and Liabilities

Read and **Moved** by Jane Jarlsberg, interim Secretary.

I hereby move to supercede any conflicting terms of the prior resolutions of Grand Rapids Cable Access Center, d/b/a The Community Media Center ("Community Media Center") regarding acquisition of certain real and personal property of the Wealthy Theatre, a Michigan Non-profit Corporation, and to adopt the following resolution:

That the Community Media Center Acquire the assets and Specifically Disclosed Liabilities of the Wealthy Theatre pursuant to the attached Purchase Agreement for a sum not to exceed \$600,000.

That the Community Media Center pay off the Line of Credit indebtedness of Wealthy Theatre and execute a promissory note and mortgage in favor of Huntington Bank to

fulfill the responsibilities regarding the Huntington bank debt set forth in Article 2.2 b. of the Purchase Agreement.

That the Community Media Center execute the attached Debt assumption and indemnity agreement to fulfill the responsibilities regarding the Assumed debt set forth in Article 2.2 a. of the Purchase agreement.

That the Community Media center enter into an agreement with the City of Grand Rapids to assume the remaining liabilities of the South East Economic Development Corporation to the City of Grand Rapids pursuant to a mortgage and promissory note dated March 23, 1999 and Block Grant 15071.

That the closing on the acquisition of the Wealthy Theatre property take place as soon as possible with any survey or environmental assessments required by the Purchase Agreement to follow closing if necessary.

That the Purchase Agreement, all documents referenced in the Purchase Agreement and all normal and customary closing documents necessary to implement the acquisition of the property by the Community Media Center be signed by the Executive Director of the Community Media Center without further action from the Board of Directors. Kelly

Seconded. **Adopted 3/1/05.**

MOTION 3/1/05-4

Beyer **Moved** for approval Acquisition of Wealthy Theatre Assets as amended to include the not to exceed cap of \$600,000.00, in item One. Schmit, **Seconded**, **Motion Approved.** Barnes **abstained.**

Executive Director Report/Chuck Peterson

See written report March 1, 2005.

Capital Campaign

Mark Smith reported the Capital Campaign Cabinet met last week, identified an action plan to contact some of the biggest contributors in town. Good progress is being made.

Finance Director –CPA Proposals MOTION 3/1/05-5

Received proposals from Three major firms as required in contract with the city of Grand Rapids. Current auditor Hungerford Aldrin Nichols & Carter; Beene Garder; Raymond Robinson.

Jarlsberg **Moved** for approval the selection of Beene Gardner as CMC's CPA and to give Finance Coordinator Linda Gellasch authority to identify scope of services needed.

Chapla **Seconded**, Hartel **Abstained**, **Motion Approved.**

Standing Committee Assignments and Reports:

Operation Oversight- ED Review/ Smith

- Committee will continue work on the Executive Director Evaluation Form.
- Plans to work with new Executive Director and staff to visit Personal policy and procedures and freshen up to reflect modern day practices, disclosures in policies, electronic use policy that needs to be addressed and come back with recommendations for the Board to make some decisions.
- Committee will review evaluation of Executive Director position and plan for replacement or realignment of duties, which is not intended as a reflection on Chuck at all, it's intended as something to keep on our radar screen as we move forward.

Planning and Development/Hartel

- Committed to putting together Board Orientation booklet, copies available soon.

Community Relations/Barnes

- No report.

ROC Committee Report/Kelly

- Committee had been working a Mission Statement adopted formally at last month's meeting.
- Working on a Volunteer Rights and Responsibility Statement that include the four agreements Dirk had suggested.
- Grievance procedure forthcoming.

New Business

- Two proposals received through Kim Beyer contacts for environmental assessment.
- April Agenda item Board openings.

Next Board meeting (Tuesday, April 12, 2005) @ 6 pm, Wealthy Theatre.

MOTION 3/1/05-6 Adjournment

Barnes **MOVED** for approval to adjourn Schmit **SECONDED, MOTION CARRIED**
8:25 pm

Team Members Reference:

Planning and Development: Larry Beery, John Hartel, Kim Beyers.

Community Relations: Louis Barnes, Jessica Gladden, Mary Kelly, Deb Wickering
Jan Jarlsberg, Rick Chapla, Rick Nicholson.

Operation/Oversight: John Schmit, Steve Marshall, Mark Smith, Beverly Wal.

President _____

Recording Secretary _____

Meeting Minutes taken and prepared by Lillie Oliver, Office Manager.