

A Fresh Look at Our Own Governance: a treatise on proposed structural change of CCTV's Board of Directors

Why are we approaching a structural change of the CCTV Board at this time?

- a. Evolving community media environment and threats to status quo.

There are ongoing legislative initiatives both on a state and national level which are seeking to substantially undercut the support we have all enjoyed for the past twenty-five years for PEG access and Community Media services such as those CCTV provides to the Cambridge community. Efforts to remove local oversight of franchise agreements with communication service providers will impact the funding and channel resources to all local media providers in this country, sooner or later. Along with establishing policy, the Board of Directors is the fiscal agent responsible for oversight of the management of the organization's financial resources. We are finding that the Boards of Community Media Centers across the country are beginning to reassess their abilities to meet broadening responsibilities, and their capacity to provide strong visionary leadership to move their organizations into a new phase of community media and collaborative initiatives.

- b. Anticipating the need for changes in CCTV's future, who will lead?

As CCTV seeks to project long-term planning for the organization in light of those challenges, it is important that its Board of Directors attract the participation of informed leaders from the Cambridge community as a whole. Along with the fine leadership provided by the Executive Director, Susan Fleischmann and her wonderfully committed staff, the Board, more than at any time in the past, must be capable of playing a strong role in designing the future of CCTV. While the Board must continue to provide its organizational oversight role, it is now vital that its members also contribute to the Media Center's image, and value to the City, its institutions and organizations. Through building representation on the board by leaders of alternative technologies, the Universities, those with a profound understanding of the long term expansion of telecommunications in our society, we will be able to craft CCTV's ongoing mission to provide the residents of Cambridge with continued access and acumen to these essential communications resources.

- c. Need for discussion to stay ahead and understand future trends

As the future opportunities for new ways to use innovative technologies become the focus of our Community Media organizations, it is important for users and participant in local media to understand those complexities. This means that there is a need for events and programming initiatives to create a forum for educational discussion and a knowledgeable expression of ideas and concerns. Today, the staff at CCTV is fully involved in seeking to develop new ways of addressing these issues as they are challenged to continue to provide the high quality of current services.

- d. Desire to bring renewed vibrancy to CCTV governance as we approach CCTV's *Twentieth Anniversary*.

As often happens in maturing organizations, the way of doing things proceeds using the path of least resistance. It is common to feel that "if it ain't broke, don't fix it". And in an

environment where resources, time, people are stretched to the limit to meet an ever growing demand ... fixing something that seems to be working is the last exercise an organization will undertake. So, it is not because the present Board of Directors is in any way lacking that we seek to review its established ways, but rather to look at how it too could be an element of growth, a source of new benefit and of greater impact to the organization's progress.

What are some of the current patterns in the Board's make-up?

a. Current makeup

The Board is currently comprised of eleven (11) Directors nominated and elected at-Large by the CCTV membership, each for three (3) year terms. Two (2) *additional* seats are filled by designees of the Member's Advisory Council (MAC), which is a thirteen (13) seat body also elected at-Large by the membership for three year terms.

b. Current election procedures

Candidates for the Board are identified through a call for nominations by mail to all CCTV members. The election takes place at the Annual Membership Meeting held each year during the month of April. Candidates can self-nominate, a ballot is provided with brief statements by each candidate, and people can also be (self) nominated from the floor of the Meeting. No proxies. One must attend the Membership Meeting to speak / be heard, and in order to vote.

c. In which ways is the board actually not functioning to meet desired objectives?

Several consequences to this election process have occurred on a regular enough basis, to warrant re-evaluation. And, efforts to achieve long term Board Development planning have been unwittingly, yet embarrassingly under minded by this established electoral policy. Let me explain:

It has become apparent that what often happens is that people cannot fulfill their three-year term commitment. They change jobs, they move, whatever ... unfortunately they leave CCTV with a sense of unfulfilled commitment, not good. What also occurs as a consequence to those seats being vacated unpredictably, is that the Board scurries to fill them. What we have as a result is a haphazard appointment-reality, without the long-term planning and development that could be much more productive for the organization.

The second unforeseen consequence to this membership voting process is that, sometimes the Board Development Committee has gone out to seek expertise in some area and invited someone into the Board election process and then has NOT been elected, creating a non productive and embarrassing situation.

So, where the original intent was for the board/governance body of the organization to be as democratically selected as possible, in practice, what has actually developed is a short termed, 'popularity or first impression' selection of Board Members, based upon one event's participants selection.

- d. Shortfall in member participation in the governance of CCTV through the Board of Directors and the MAC. Is it apathy or are the bridges toward involvement not clear?

Attracting and inspiring people to participate in governance is a challenge today in all fields. While most think of it as an important function of accountability however, we need to convey that it is much more exciting than that. In the case of a Media Center, involvement in its governance is truly being involved in the ongoing protection and growth of a pillar of our democracy. If one looks at the current Board and MAC makeup, one would see a clear intent of user involvement in that governance structure, but what we have in actuality is the hard work of a few consistent members for the good of the whole.

Without getting into too much detail here, the mechanism, which is currently in place for true membership involvement, but that is less visible and needs reinforcing and outreach, is the Standing Committee structure of the Board. Our proposal, as follows, would formalize and reinvigorate those committees through the involvement of individual members on them. The Committee work becomes a feeder, through participation and understanding of well-versed CCTV members and users, for the Board of Directors.

Overview of proposed changes:

We propose a twelve (12) member Board with two-year terms comprised as follows:

Six (6) seats elected by the membership through combining the MAC two (2) seats and four (4) at-Large seats through the membership nominating and current election process.

Six (6) seats nominated by the Board Development Committee to the Board for appointment, if possible, these members would to be appointed before the April Membership meeting and present for introduction to the members at that time.

Seating and election of Officers to take place at May Board meeting.

Working format for the Board:

The Board, a twelve-person entity but would self select involvement in TWO overlapping teams as follows: [Ideally= 6 and 6 members on each (flexibly)]

1. *Organizational Oversight:* this part of the board might see more of the membership involvement. They would meet monthly, chair committees, *and also* participate in the functions of the 2nd Board team on Vision, Advocacy and Long-term Planning (described as follows)

Main responsibility: operations oversight, finance and budget, committee work, review of user policies, membership outreach, personnel, mentor participation in governance through their Standing Committee work;

- a. Chair Committees w designated staff person and membership involvement
- b. Work closely with designated staff person for committee to keep work relevant

- c. Involve and mentor members to participate in governance of CCTV
- d. Set clear AGENDAS for each committees w. Vice Chair and Staff member
- e. Report at Board Meetings (every other month)
- f. Attend meetings of Committees and both Board teams

2. *Vision, Advocacy and Long-term Planning*: this part of the board might see more of the broader Community involvement, like reps from I.T. Executive, high profile individuals, anchor from broadcast, City official, Telco attorney... people who bring collaborative initiatives to CCTV

Main responsibility: to create a vision and advocacy relationship to members and the City, support, emphasize the value and importance of communications democracy

- a. Develop a series of CCTV Forums and participate
- b. Attendance: Board Meetings (every other month or Board events)
- c. Form 'Speaker Pool'
- d. Produce, curate, participate in program production and community forums
- e. Bring in guests, guest speakers, and cultivate future board members

3. *Role of the Executive Committee of the Board of Directors*

The Executive Committee becomes a more specific player in the support of ongoing operational needs:

- a. *Role of President* -- to work closely with ED and to have supervisory role with other Board members, Agenda for meetings – general networking (much as it is)
- b. *Role of Vice- President* – clearly in charge of Board management and development overseeing the progress of Committees and the event based meeting of the “Vision/Advocacy” work of that board team – ongoing work on identifying people for future board seats and coordinating Committee participation with Staff & members
- c. *Role of Treasurer* – much as now but whatever the expanded need for fund development would also fall onto this seat
- d. *Role of Secretary* – manage board record keeping, membership development and any issues that arise regarding Operating Rules violations, and other organizational issues and Personnel Committee working closely with ED

Conclusion: The proposed changes would have to following objectives for the CCTV Board:

- a. To assure that the Board fulfills its organizational oversight duties
- b. To create a Board as Visionaries and Advocates: need to attract well informed about technology issues, communication potentials and the current challenges in the PEG access environment as well as outside this particular field with other like minded media activists

- c. To involve the Board (and membership) in an educational functions to better understand and provide leadership in the bigger Media Reform Movement in our country
- d. To assure support to CCTV so that we build effective collaborations in a systematic and planned manner with other progressive and community based organizations, locally, regionally and nationally

Specifics of existing timeline actions and By-Law modifications required in order to implement this new board structure this year:

- a. The proposal must be approved by the membership at a special meeting, scheduled for Monday, March 5, 2007
- b. By Law changes made, and
- c. The changes will then be put into place for elections to be held at this year's Annual Membership Meeting to be held on Wednesday, April 25, 2007.