

**Friends of Carrollwood Cultural Center**  
**Board Meeting**  
**November 17, 2009**  
**Carrollwood Cultural Center: Studio Building - Tampa**

**Board Members Present:** Tom Jones *President*, Alan Preston *Treasurer*, Sandra Harrington *Secretary*, Mindy Ambler, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

**Board Members Absent:** Michael LaVoy

**Staff Present:** Paul Berg *Executive Director*

**Guest(s):** Ron Manning, Evelyn Bless (Centerpieces), Chris Martel, Tom Ketchum, Terry LaRosa, George Harrington, John Dyers

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Call to order at 7:11 p.m.

1. Adoption of Agenda

**Motion** by Alan Preston: Accept Agenda as presented.

**Second:** Jim Carver

**Discussion(s):** (none)

**Motion Passed:** 8-0-0

**Approved:** Tom Jones, Alan Preston, Sandra Harrington, Mindy Ambler, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

**Opposed:** (none)

2. Minutes for Board Meeting presented by Sandra Harrington – October 10, 2009

**Motion** by Dale Nederhoff: Accept minutes as presented.

**Second:** Alan Preston

**Discussion(s):** (none)

**Motion Passed:** 8-0-0

**Approved:** Tom Jones, Alan Preston, Sandra Harrington, Mindy Ambler, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

**Opposed:** (none)

3. Treasurer Report presented by Alan Preston

**Discussion(s):** (none)

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**Motion** by Jim Carver: Accept the Treasurer's Report as presented.

**Second:** Nancy Stearns

**Discussion(s):** (none)

**Motion Passed:** 8-0-0

**Approved:** Tom Jones, Alan Preston, Sandra Harrington, Mindy Ambler, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

**Opposed:** (none)

4. Executive Director's Report presented by Paul Berg

**Discussion(s):** International Art Show was huge success. Approximately 300 – 400 people attended. Were so pleased they have already booked for next year's Art Show.

5. Miley's Article in the Village Views presented by Tom Jones

**Discussion(s):** Several Board Members expressed concerns about an article Mr. Miley had written for the Carrollwood Village Phase I, II and III quarterly publication, The Village Views. Those concerns were that the article could have been interpreted as presenting the Center in a negative light, and failed to recognize the

contributions of the Board and Staff on behalf of the overall accomplishments of the Center. Other Board Members disagreed, and a discussion ensued among Board members and guests as to the possible interpretation and intent of the article. Mr. Miley clarified his intention as only wanting to solicit more participation and support of the Center by Carrollwood Village residents, for whom Village Views is primarily distributed to. He meant to prod those residents to support the Cultural Center with their attendance, membership and donations. A motion was then made, as follows, in order to minimize the possibility that articles written by Board Members may fail to support the goals and mission of the Center.

**Motion** by Mindy Ambler: Any Board Member writing an article regarding the Center must allow the Executive Director to review the article before publication. If there is an issue that cannot be resolved between Executive Director and Board Member, the article must be brought to the next Board meeting before publishing.

**Second:** Jim Carver

**Discussion(s):** Mr. Miley said that sometimes there is not enough time to go through the whole vetting process. Ms. Ambler noted that the issue is writing as a Board member. As such, you don't have to have it edited by the Executive Director, but pass it by him, because a Board Member who writes something for publication is not writing alone. Ms. Harrington agreed and asked if she and Mr. Miley could work together in the interest of time. Mr. Miley said that he and Mr. Berg have a good dialogue and he has no problem of running his articles past him as a courtesy. Mr. Nederhoff called the vote.

**Motion Passed:** 6-2-0

**Approved:** Tom Jones, Alan Preston, Mindy Ambler, Jim Carver, Dale Nederhoff, Nancy Stearns

**Opposed:** Sandra Harrington, John Miley

**Substitute Motion** by Mindy Ambler: Any Board member writing an article regarding the Center must allow the Executive Director to review the article before publication. If there is an issue that cannot be resolved between Executive Director and Board member, the article must be brought to the next Board meeting before publishing.

**Second:** Jim Carver

**Discussion(s):** Mr. Carver understood time constraints. Maybe Mr. Miley could publish the article the next month. Ms. Harrington said that this was a practical matter.

**Motion Failed:** 2-6-0

**Approved:** Sandra Harrington, John Miley

**Opposed:** Tom Jones, Alan Preston, Mindy Ambler, Jim Carver, Dale Nederhoff, Nancy Stearns

#### 6. Board Representation from Carrollwood Village Phase I, II, and III presented by Tom Jones

**Discussion(s):** The original intent of the by-laws of our Corporation was that there should be one member from each of the Phases of Carrollwood Village serving on the Cultural Center Board of Directors. Mr. Miley and Ms. Harrington are not members of their respective homeowner boards, but were asked by those boards to serve as their representatives. Would like to grandfather Mr. Miley and Ms. Harrington in because they were already on the Board when the amendment to the By-Laws had been passed.

**Motion** by Alan Preston: To grandfather in Mr. Miley and Ms. Harrington as representatives of their Home Owner's Associations until the time the HOA chooses another representative. They will finish their term and then have the ability to reapply as a regular member of the Board.

**Second:** Jim Carver

**Discussion(s):** Since the original intent of having Phases I, II, and III represented on the CCC Board was to see that information flowed freely between Homeowner Boards and Cultural Center Board, there was a discussion concerning ways of facilitating that. Mr. Jones noted that before May 19, 2009, a representative of the Board could be appointed and did not have to be on the Homeowner Board. Then it changed, and there is a great deal of

confusion surrounding this issue. As there was a motion on the floor, a vote was called for.

**Motion Passed:** 7-1-0

**Approved:** Tom Jones, Alan Preston, Mindy Ambler, Jim Carver, Sandra Harrington, Dale Nederhoff, Nancy Stearns  
**Opposed:** John Miley

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**Motion** by Sandra Harrington: Table motion until next meeting  
**Second:** John Miley  
**Discussion(s):** (none)

**Motion Failed:** 2-6-0

**Approved:** Sandra Harrington, John Miley  
**Opposed:** Tom Jones, Alan Preston, Mindy Ambler, Jim Carver, Dale Nederhoff, Nancy Stearns

**Motion** by Jim Carver: Amend By-Laws regarding representation of the Home Owner's Association to no longer say "a member of the Board" to "a member from the Board".

**Second:** Alan Preston  
**Discussion(s):** (none)

**Motion Passed:** 7-1-0  
**Approved:** John Miley  
**Opposed:** Tom Jones, Alan Preston, Mindy Ambler, Jim Carver, Sandra Harrington, Dale Nederhoff, Nancy Stearns

**Motion Passed:** 7-1-0

**Approved:** John Miley  
**Opposed:** Tom Jones, Alan Preston, Mindy Ambler, Jim Carver, Sandra Harrington, Dale Nederhoff, Nancy Stearns

## 7. Committee Reports

a. Imaging, Development, and Marketing Committee presented by Jim Carver

**Discussion(s):** Mr. Carver read his letter of thanks into record (see attached).

b. Programs, Events, and Rental Committee presented by Sandra Harrington

**Discussion(s):** (none)

c. Administration, Finance, and IT Committee presented by Alan Preston

**Discussion(s):** none

**Motion** by Jim Carver: Accept budget as presented.

**Second:** Sandra Harrington

**Discussion(s):** Mr. Miley said that as a matter of fiduciary responsibility, that we are not going to review budget properly due to the lateness of the hour is obscene. Mr. Carver took offense to that. Ms. Ambler asked if there was a better time to be productive about it? Is there a deadline? Mr. Jones told her the beginning of the year. Ms. Ambler asked if it could be made the first item on the next meeting agenda. Mr. Carver said that each committee spent an extensive amount of time reviewing their portion of the budget with Mr. Berg and had been blended together. He felt that unless someone is questioning the thoroughness of the committees, he felt strongly that it was fair to pass the motion. Ms. Harrington agreed with Mr. Carver saying that her committee went through it line by line.

**Motion Passed:** 6-2-0

**Approved:** Tom Jones, Alan Preston, Sandra Harrington, Jim Carver, Dale Nederhoff, Nancy Stearns  
**Opposed:** Mindy Ambler, John Miley

8. Adjournment at 9:40 p.m.

**Motion** by Nancy Stearns: Adjournment

**Second:** Mindy Ambler

**Discussion(s):** (none)

**Motion Passed:** 7-1-0

**Approved:** Tom Jones, Alan Preston, Sandra Harrington, Mindy Ambler, John Dyers, Nancy Stearns

**Opposed:** John Miley