

Developing and Evolving the Community Media Board Structure

By SUE BUSKE

When I was asked to write this article, it was a déjà vu experience. I wrote a book called the *Access Manager's Handbook* over 20 years ago that addressed many critical factors when establishing and managing an access center. It's been interesting to look back on what has been learned over the years since that book was published.

For more than 35 years, community access/media centers (CMCs) have been serving communities throughout the U.S., from Salina, Kansas to New York City. During those years a great deal has been learned about determining the most appropriate structure for the board of directors of the nonprofit organization that will manage the PEG channels and the CMC. While the ways to distribute community programming have expanded beyond cable to the internet and other options, and the quality of the tools to create content have greatly improved, the basic principles and key factors that guide the creation and ongoing functioning of nonprofit community media organizations remain intact.

Most community access/media organizations have traditionally been incorporated as nonprofit organizations and obtain 501(c) 3 status from the Internal Revenue Service. While there are other models that have worked in some communities, nearly four decades of experience indicates that the nonprofit approach is consistently the most successful.

Nonprofit community access/media corporation by-laws provide key guidelines for the functioning of the organization that will guide and manage a CMC. There are many good examples of bylaws for

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nonprofit community access/media corporations. A good sample bylaws template is at www.buskegroup.com/html/file_archive.html.

I am not going to cover all of the key aspects of bylaws in this article. However, it is useful to be aware of the key policy decision points included in a set of bylaws.

Bylaws – Key Decision Points

- Purposes and/or Mission of the Corporation
- Membership Corporation vs. Non-membership Corporation (in a non-membership corporation, the board members are the only members of the corporation)
- Membership Qualifications
- Classes of Membership
- Number of Directors
 - > Initial
 - > Ongoing
- Composition of the Board of Directors
 - > Initial
 - > Ongoing
- Manner of Election, Appointment, or Selection of Directors
 - > Initial
 - > Ongoing
- Qualifications of Directors
- Tenure of Directors
- Method of Conducting the Election of Board Members
- Items that Require a Vote of the Membership (as opposed to items that only require a decision by the

board)

The composition of the board of directors of a nonprofit community access/media corporation is to a certain degree dictated by the services that will be delivered. If the organization will be operating all PEG channels, certain things need to be considered or more heavily "weighted" than if the organizations will only deliver public access programming.

Another key issue is determining whether the organization will permit individuals from the community to be members of the organization or if the only members of the organization will be the people who make up the board of directors.

So how do you determine what is the best structure for the board of directors of a nonprofit community access/media corporation? In the paragraphs that follow, I will focus upon the composition of the board of directors, the manner of selecting or electing the board, and the number of board members. Obviously, there isn't a "one size fits all" approach that will work for every community, but in my experience there are some key factors to consider.

A. The number of board seats should be adequate to assure that the board of directors includes people who have needed skills, experience and community connections.

There is no magic formula for determining the size of the board of directors. In general, the board size should be large enough to assure that it has all the necessary skills sets and community connections to allow the organization to properly function and serve the community. Therefore, boards for nonprofit community access/media organizations serving medium-size and larger communities are typically larger than those serving smaller commu-

nities.

B. The board structure should encourage—not discourage—community and civic engagement.

This consideration is directly linked to the type of organization that is being created. Will the only members of the nonprofit community access/media organization be the board of directors or will the organization have members such as access producers, access viewers, and people who philosophically support the principles and purposes of the access organization? Many nonprofit community access/media organizations are open membership-based, but this particular factor has become quite controversial in some communities over the years. Membership is typically available to people who live in the community as well as to non-residents who work for an organization, business, or institution that is located in the franchise area served by the community access/media organization.

C. The board structure should be designed to create a collaborative working relationship between the community access/media organization, its institutional partners, and the community that it will be serving.

If the nonprofit community access/media organization is going to operate all PEG channels and the CMC, the board of directors might include “designated” seats for the key PEG institutional partners. This can take a variety of forms. For example, there might be one designated board seat for the franchising authority. In order to represent K-12 schools there might be one designated board seat for K-12 education. That seat might be appointed by either the K-12 school district in the franchise area or (if there are more than one school district in the franchise area) an entity such as a county office of education. If there is a college or university in the franchise area, that entity might appoint the person to be seated in the post-secondary education seat on the board. If there is more than one college/university in the franchise area, post-secondary education might have a designated seat on the board (it is helpful to identify an organization

that includes all of the higher educational institutions in the franchise area and invite that organization to appoint a person to fill the higher education seat).

In some communities the “public” part of the PEG has one or several designated seats. Organizations that might appoint a person to fill that seat include the League of Women Voters, a local organization that represents various nonprofit organizations within the community, or—in a large city—a city-wide organization of neighborhoods. The existence of such organizations will vary from one franchise area to the next.

By structuring the board of directors of the nonprofit community access/media organization to include certain seats that link key institutional partners directly to the board, you create an organization with a structure that encourages dialogue and direct lines of communication between key community sectors that are to be served by the CMC. It is important to stress that the persons appointed to these “designated” seats are not representing the specific organizations that makes the appointments, but rather the broad constituency of which that organization is a leader or key part.

D. The board of directors should be structured in a manner that encourages community “ownership” of access and the organization.

There is a direct linkage between the factors discussed above and this consideration. If the organization has members, those members frequently have the ability to elect a certain number of board members. Often a board development committee or a nominating committee makes recommendation as to who should be included in the slate of persons who will run for the “elected” seats on the board. In addition, members could submit a petition that includes the names of a specified number of the organization’s members, thereby allowing them to have their name included on the ballot. The number of elected seats—as contrasted with the number of designated seats and “appointed” seats (discussed below)—varies from one community to the next.



Sue Buske is president of The Buske Group. She has been involved in cable television and community programming since 1972, representing local governments, community and civic groups, and educational institutions in communication policy relating to cable and telecommunications corporations and their delivery of video, voice, and data communications.

In 2006, she played a key role in negotiating language in California state law that protects PEG access channels, funding, and support.

She is recognized nationally as an expert in public, educational, and government access and has written several books and numerous articles on access.

She established or assisted in the establishment of public, educational, and government access channels in hundreds of communities. She serves on the board of the Alliance for Community Media. Contact her at: sue@buskegroup.com

The ABCD&E of Board Structure

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B The board structure should encourage—not discourage—community and civic engagement.

C The board structure should be designed to create a collaborative working relationship between the community access/media organization, its institutional partners, and the community that it will be serving.

D The board of directors should be structured in a manner that encourages community “ownership” of access and the organization.

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It is important, to the degree reasonably possible, to create a board that is elected or appointed using a variety of mechanisms. In so doing, the organization is better protected from the possibility of the organization being unduly controlled by any one group, organization, or clique of individuals. In many cases over the past 35+ years, when nonprofit community access/media organizations have failed, it has been because of this issue.

Therefore, the board of directors composition should include a certain number of designated board seats, a certain number of elected board seats, and a certain number of board seats that are appointed by the board. When a board prepares to fill the “appointed” seats, it should examine the makeup of the designated and elected board members and identify missing skills, experience, community connections, and constituencies. If the board (often through its board development committee) annually conducts an “audit” of board skills, experience and community connections and compares the composition of the designated and elected board members to the tasks that lie ahead for the organization, the board can wisely identify individuals to fill the “appointed” board seats.

Here are examples of board structures for several community access/media organizations:

Community Media Access Partners (Gilroy/Hollister/San Juan Bautista, CA)

15 Board Members

Designated Seats: 6

one (1) director designated by the City of Gilroy

one (1) director designated by the City of Hollister

one (1) director designated by the City of San Juan Bautista

one (1) director designated by the Gilroy School District

one (1) director designated by the

San Benito County Board of Education
one (1) director designated by

Gavilan College

Elected Seats: 6 (elected by the membership)

Appointed Seats: 3 (appointed by a majority of the designated and elected Board)

San Jose Community Media Access Corporation (San Jose, CA)

16-20 Board Members

Designated Seats: 7

one (1) director designated by the Santa Clara County Office of Education representing K-12 schools

one (1) director representing Evergreen College/San Jose City College

one (1) director designated by the San Jose-Santa Clara County Office of the League of Women Voters

one (1) director designated by the Silicon Valley Council of Nonprofits

one (1) director designated by the City of San Jose

one (1) director designated by the San Jose State University

one (1) director designated by United Neighborhoods of Santa Clara County

Elected Seats: 8 (elected by membership)

Appointed Seats: Minimum of 3 and maximum of 5 (appointed by a majority of the Board)

Santa Rosa Community Media Center (Santa Rosa, CA)

14 Board Members

Designated Seats: 4

one (1) director designated by the City of Santa Rosa

one (1) director designated by the Santa Rosa Unified School District

one (1) director designated by Santa Rosa Junior College

one (1) director designated by the Santa Rosa Public Library

Elected Seats: 5 (elected by membership)

Appointed Seats: 5 (appointed by a majority of the Board) ■