

**MINUTES
PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Tuesday, February 13, 2024**

Call to Order

Chair Ross called to order the public session of the Board of Directors at 2:03 pm Eastern Time on Tuesday, February 13, 2024. The following directors participated virtually:

Laura G. Ross, Chair;
Ruby Calvert, Vice Chair;
Miriam Hellreich;
Kathy Im;
Diane Kaplan;
Bruce M. Ramer;
Tom Rothman; and
Liz Sembler.

The following officers and staff were also in attendance:

Patricia Harrison, President and Chief Executive Officer;
Michael Levy, Executive Vice President and Chief Operating Officer;
Teresa Safon, Senior Vice President, Chief of Staff and Corporate Secretary;
West Smithers, Senior Vice President and General Counsel;
Bill Tayman, Chief Financial Officer and Treasurer;
Anne Brachman, Senior Vice President, External Affairs;
Stacey Decker, Senior Vice President, Innovation and System Strategies;
Kathy Merritt, Senior Vice President, Radio, Journalism and CSG Services;
Deb Sanchez, Senior Vice President, Educational Media and Learning Experiences;
Kathryn Washington, Senior Vice President, Television Content;
Stephen Wolfe, Chief Technology Officer, Senior Vice President, Information Technology;
Kimberly Howell, Inspector General;
Deborah Carr, Vice President, Operations and Strategy;
Cara Dalrymple, Vice President, Human Resources;
Brendan Daly, Vice President, External Affairs and Communications;
Beth Jacobs, Vice President, Digital Strategy and Innovation;
Beth Walsh, Vice President, System Strategies;
Sarah Kildall, Board Affairs Manager; and
Katherine Donohue, Executive Coordinator, Office of the Corporate Secretary.

The following guests were also in attendance:

Brian Morgan, Senior Audit Manager, Grant Thornton;
Quentin Hope, Independent consultant and adjunct faculty member, Poynter Institute;
Sitara Nieves, Vice President, Teaching and Organizational Strategy, Poynter Institute;
Shawn Turner, General Manager, WKAR; and
Stewart Vanderwilt, President and CEO, Colorado Public Radio.

Adoption of Agenda and Determination of Closed Status

Chair Ross called for a motion to adopt the revised meeting agenda and close the meeting for agenda items 9 through 13. Upon motion duly made and seconded, the agenda was adopted unanimously as presented.

Invitation to Disclose Conflicts of Interest

In accordance with the CPB Code of Ethics for Directors, Chair Ross invited directors to disclose possible conflicts of interest regarding the meeting agenda. There were none.

Approval of Minutes

Chair Ross called for a motion to approve the minutes of the public sessions of the December 11, 2023, meeting. Upon motion duly made and seconded, the minutes were unanimously approved as presented.

Chair and Directors' Remarks

Resolution of Condolence for Bob Edwards

Ms. Calvert read aloud the resolution of condolence for the family and colleagues of Bob Edwards, broadcaster and founding host of NPR's "Morning Edition." Chair Ross called for a motion to adopt the resolution of condolence. Upon motion duly made and seconded, the resolution was unanimously approved.

Resolution of Condolence for Nellie Moore

Ms. Kaplan read aloud the resolution of condolence for the family and colleagues of Nellie Moore, public radio journalist, host, news director and one of Alaska's first indigenous reporters. Chair Ross called for a motion to adopt the resolution of condolence. Upon motion duly made and seconded, the resolution was unanimously approved.

Resolution of Condolence for Gary Fife

Ms. Kaplan read aloud the resolution of condolence for the family and colleagues of Gary Fife, radio journalist and first host of National Native News, the first national public radio program to cover Indian Country. Chair Ross called for a motion to adopt the resolution of condolence. Upon motion duly made and seconded, the resolution was unanimously approved.

Resolution re 2024 Board Meeting Dates

[Chair Ross requested Vice Chair Calvert to chair the remainder of the meeting.]

Noting board member conflicts with the June board meeting date, Acting Chair Calvert called for a motion to approve the resolution changing it to a virtual meeting on Thursday, June 6, 2024, from 1:00 – 4:00 p.m. ET. Upon motion duly made and seconded, the resolution was unanimously adopted.

President's Report

Ms. Harrison thanked the Audit and Finance Committee and CPB's Finance Department for their work to ensure a clean audit. She noted that Bill Tayman, CFO and Treasurer, and West Smithers, Senior Vice President and General Counsel, will be retiring, and that she would provide an update on the recruitment process in executive session.

Ms. Harrison reported on the appropriations process, stating that if Congress does not pass the funding bills by April 30, 2024, CPB's FY 2024 funding could potentially be cut by one to ten percent. She also noted that Interconnection funding will be prorated based on FY 2023 funding of \$60 million through March 8, 2024. CPB continues to meet with Members of Congress to keep them informed about the importance of the appropriation in supporting public media's national and local work.

Ms. Harrison reported on CPB's engagement in the area of civic education. She attended a strategic planning retreat "It's Our Democracy: A Campaign for a More Perfect Union," hosted by The Annenberg Foundation Trust at Sunnylands in California, and More Perfect in January. CPB has pledged to work with local public media stations across the country to spur local and national conversations on the concept of "Civic Spark" – that moment or issue that moved people to make a difference or enter public service.

Ms. Harrison reported on the upcoming America's Public Television Stations (APTS) annual Public Media Summit in Washington D.C. The Summit will focus on public media's role as "Partners in Public Service." CPB will host a conference-wide session on Tuesday, February 27, featuring NewsHour Senior Correspondent Judy Woodruff and her new PBS series, "America at a Crossroads," which explores the forces driving Americans apart, and what might be done to reverse these trends. CPB will also introduce the "Civic Spark" digital-first content and engagement concept.

Ms. Harrison reported on CPB's current investments, highlighting FRONTLINE, American Graduate, Work It Out Wombats!, Gospel, produced by Dr. Henry Louis Gates, Jr., and others. She reported that on March 14-15, CPB will host a two-day meeting in Washington, D.C. with 20 public television and radio general managers and station technology leaders to discuss interconnection and digital infrastructure investments.

Ms. Harrison noted that as CPB looks at ways to strengthen civil society, she wished to recognize Dessie Bebout, Acting Chair Calvert's mother, who passed away at the age of 102 after a life of extensive military and civil service. The U.S. Senate Committee on Homeland Security and Governmental Affairs unanimously passed a bipartisan bill honoring her and proposing to rename the post office in Shoshoni Wyoming the "Dessie A. Bebout Post Office." Acting Chair Calvert thanked Ms. Harrison for her kind words. Ms. Harrison concluded her report.

Committee Chair Report

Interconnection Committee

Acting Chair Calvert reported that the Interconnection Committee members reviewed the Committee's proposed charter and recommended it to the full Board for review and adoption.

Resolution

Acting Chair Calvert called for a motion to adopt the Interconnection Committee charter as presented. Upon motion duly made and seconded, the resolution was unanimously approved.

Audit and Finance Committee

Ms. Sembler reported that the Audit and Finance Committee met on February 8, 2024. Ms. Sembler reported that Grant Thornton, CPB's external audit firm, issued an unmodified opinion on the audited financial statements, and the Committee recommended their approval by

the Board. Ms. Sembler thanked Mr. Tayman and CPB staff for their work to ensure a clean audit.

Ms. Sembler noted that the Committee received reports from Mr. Tayman on CPB's investment performance in FY 2023 and CPB's financial statements through December 31, 2023, as well as an update from Ms. Howell on the Office of the Inspector General's work. Ms. Sembler reported that the Committee reviewed supplemental financial reports in executive session and received a personnel update, which would be discussed in executive session.

Ms. Sembler noted that Mr. Tayman, in his role as CFO, has been the chief liaison to the Audit and Finance Committee for the past 17 years, and was his last meeting with the committee. The Audit and Finance thanked Mr. Tayman for his dedication, care, thoroughness and counsel.

Report on FY 2023 Audited Financial Statements

Mr. Tayman reported that Grant Thornton issued an unmodified opinion on the audited financial statements. He thanked his team for their work to ensure another clean audit, as well as the Board and the executive team for their support throughout his career at CPB.

Resolution

Acting Chair Calvert called for a motion to approve the resolution to accept the FY 2023 audited financial statements. Upon motion duly made and seconded, the resolution was adopted unanimously.

Affirmative Action Plan

Mr. Tayman reported on the FY 2023 Affirmative Action Report. As directed by a resolution adopted by the Board in 1975, CPB follows the reporting guidelines under Executive Order 11246, Equal Employment Opportunity (EEO), overseen by CPB's EEO Officer, Vice President of Human Resources, Cara Dalrymple.

Mr. Tayman reported that as part of this process, CPB reports on its employment profile for female and minority employees compared to local census data, by the four job groups most reflective of positions at CPB. Where representation falls below 80% of census data, CPB develops goals for its Affirmation Action Plan for the upcoming fiscal year.

Mr. Tayman reported that based on 2022 census data, CPB fell below the 80% requirement for minority employees in the First/Mid Officials and Managers job group. For 2023, CPB met or surpassed the 80% goal levels for all female and minority employees. Based on the success of the 2023 program, for 2024, CPB developed an Affirmative Action Plan, found on page 10 of the Affirmative Action Report, continuing the practices that led to the success in meeting the goals identified in the FY 2023 plan.

Resolution

Acting Chair Calvert called for a motion to approve the 2024 Affirmative Action Plan. Upon motion duly made and seconded, the 2024 Affirmative Action Plan was unanimously adopted.

Update on Digital Transformation Program with Poynter Institute

Acting Chair Calvert welcomed guest speakers attending the meeting to report on the CPB-supported Digital Transformation Program (DTP). They included, from the Poynter Institute, Sitara Nieves, vice president of Teaching and Organizational Strategy, and Quentin Hope,

independent consultant and adjunct faculty member, as well as Shawn Turner, general manager of WKAR, (Lansing, MI) and Stewart Vanderwilt, president and CEO of Colorado Public Radio. Acting Chair Calvert welcomed members of the CPB senior management team who would also be reporting: Mr. Levy, executive vice president and Chief Operating Officer; Ms. Jacobs, vice president, Digital Strategy and Innovation; and Mr. Decker, senior vice president, Innovation and System Strategies.

Mr. Levy provided background on CPB's support of digital initiatives and the creation of the DTP with Poynter. Ms. Jacobs reported on the program's goals and outcomes, noting operational and cultural changes that led to business, audience and revenue growth for participating stations.

Mr. Hope reported on the program's objectives, design, and scale, noting that participating stations were required to create a cross-functional team to work on a digital challenge with specific audience or revenue goals. The challenge had to be performance focused, with clear metrics and goals. Phase I of the DTP had 79 participating organizations, a combination of radio, TV, and joint licensees, across 34 states, and spanning all market and station sizes. The program was then divided up into four cohorts, depending on the station's current digital footprint.

Ms. Nieves reported on the program's overall results and highlighted the key changes made by participating stations. Participating stations reached 10 million new digital audience users and subscribers (e.g. email newsletters) across digital platforms and focused on diversifying their revenue on digital platforms, resulting in \$3.1 million in new revenue for the public media system from the digital projects and related activities executed during the program. She reported on the program's focus on tracking analytics across platforms, helping stations develop new business models to be more audience-first, cross-functional, agile, and focused on resource realignment, staff engagement, and digital leadership.

Ms. Sembler inquired about the breakdown of radio, TV, and joint licensee stations and why the program leaned more toward radio. Mr. Levy reported that the original Digital Culture Accelerator (DCA) program had focused primarily on TV stations, so this program was created with more balanced participation. Ms. Kaplan asked if the revenue reported was net of expenses or total revenue. Mr. Hope reported that it is total revenue, and that most stations were refocusing existing resources. Ms. Sembler asked if the stations are using their digital platforms to drive audiences to their broadcast, or if they view it as separate. Mr. Hope reported that having more platforms allows the stations to share more content in different formats, rather than confining all their content to one platform and in one format.

Acting Chair Calvert thanked Ms. Nieves and Mr. Hope for their presentation and introduced Messrs. Turner and Vanderwilt, to report on their experiences in Phase I of the DTP. Mr. Vanderwilt reported on three key areas that the DTP impacted: organization, leadership, and mission. He reported that Colorado Public Radio's (CPR) project challenge was building newsletter subscribers and converting online users into donors. DTP helped CPR track metrics and break down organizational silos.

Mr. Turner reported that his station joined the DTP to establish the right framework to be successful in their digital transformation such as cross-departmental engagement and shared responsibility for digital strategies and projects. Mr. Turner reported on the successes and challenges of launching WKAR's new newsletter and WKAR's plans for growing their digital activities, subscribers and brand.

Ms. Kaplan asked Messrs. Vanderwilt and Turner what they believe is the biggest obstacle to other stations signing up for the DTP. They reported that the time commitment is significant, however, participating general managers speak to their peers positively about the value of the program. Ms. Sembler asked about the tension between responding to active audiences versus serving the underserved and unserved audiences. Messrs. Turner and Vanderwilt provided examples of what their stations do to serve their underserved populations. Discussion ensued about the longevity of the linear audience and the importance of multi-platform distribution methods.

The discussion concluded, to be resumed later in executive session.

Future Agenda Items

Acting Chair Calvert invited board members to share any suggestions for future agenda items, noting that she, Chair Ross, or Ms. Safon could also be contacted with suggestions after the board meeting.

Executive Session

At 4:09 pm, Acting Chair Calvert called for a break and noted that the meeting would resume in executive session. The meeting adjourned in executive session.

[The minutes for these discussions are contained in the executive session record of February 13, 2024.]