

**MINUTES  
PUBLIC SESSION  
BOARD OF DIRECTORS  
CORPORATION FOR PUBLIC BROADCASTING  
WASHINGTON, D.C.  
Monday, October 7 – Tuesday, October 8, 2024**

**Call to Order**

Vice Chair Calvert called to order the public session of the Board of Directors at 9:36 am Eastern Time on Monday, October 7, 2024. The following directors participated:

Laura Ross, Chair (*virtual*);  
Ruby Calvert, Vice Chair;  
Miriam Hellreich;  
Kathy Im (*virtual*);  
Diane Kaplan;  
Bruce M. Ramer (*virtual*); and  
Liz Sembler.

Tom Rothman was absent.

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;  
Evan Slavitt, Senior Vice President, General Counsel;  
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;  
Kimberly Howell, Inspector General;  
Kate Arno, Vice President, Community Service Grants and Station Initiatives;  
Sarah Bean, Vice President, Education Content and Innovation;  
Deborah Carr, Vice President, Operations and Strategy;  
Brendan Daly, Vice President, External Affairs and Communications;  
Michael Fragale, Vice President and General Manager, Education Content and Strategy;  
Beth Jacobs, Vice President, Digital Strategy and Innovation;  
Joy Lin, Vice President, Journalism;  
Cheraine Stanford, Vice President, Television Content Strategy;  
Nick Stromann, Acting Chief Financial Officer, Vice President and Controller;  
Beth Walsh, Vice President, System Strategies;  
Jacquie Gales Webb, Vice President, Radio; and  
Katherine Donohue, Board Affairs Manager.

### **Adoption of Agenda and Determination of Closed Status**

Vice Chair Calvert called for a motion to adopt the agenda and close the meeting for agenda items 7 through 13. Upon motion duly made and seconded, the agenda was adopted as presented. *(7 in favor, 1 absent)*

### **Invitation to Disclose Conflicts of Interest**

In accordance with the CPB Code of Ethics for Directors, Vice Chair Calvert invited directors to disclose possible conflicts of interest regarding the meeting agenda. Ms. Kaplan reported that she would recuse herself from votes pertaining to the Koahnic Broadcast Corporation.

### **Approval of Minutes**

Vice Chair Calvert called for a motion to approve the minutes of the public session of the June 6, 2024, meeting. Upon motion duly made and seconded, the minutes were approved as presented. *(7 in favor, 1 absent)*

Vice Chair Calvert noted that the Board passed a resolution on September 16 via written consent approving several Next Generation Warning System grants.

### **Chair and Directors' Remarks**

Chair Ross reported that she requested that Vice Chair Calvert preside over the meeting on her behalf.

Vice Chair Calvert and board members Kaplan, and Sembler expressed appreciation for the content and quality of the presentations at the CPB Thought Leader Forum, held in September in Pittsburgh in conjunction with NETA's annual conference.

#### *Resolution of Appreciation for Pat Butler*

Vice Chair Calvert read aloud the resolution of appreciation for Pat Butler, president and CEO of APTS, thanking him for his 13 years of service and leadership. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

#### *Resolution of Condolence for John Lansing*

Ms. Sembler read aloud the resolution of condolence for the family and colleagues of the late John Lansing, former president and CEO of NPR. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

### **President's Report**

Ms. Harrison commended public media journalists, both domestic and abroad, for their hard work and dedication in covering the major events of 2024 which included the ongoing wars in Ukraine and Israel, the assassination attempts on former President Trump, the presidential election, and the impact of Hurricanes Helene and Milton. Public media is the largest nonprofit news system in the United States with more than 4,400 local journalists based at local public media stations across the country and 700 abroad. In FY 2024, CPB provided more than \$6 million in grants to public media stations and regional news collaborations and more than \$8 million for public media 2024 election coverage.

Ms. Harrison reported on the work of stations in Florida, Georgia, and North Carolina serving their communities in the aftermath of the recent hurricanes. Blue Ridge Public Radio in

Asheville, NC operated as a hub for other news organizations and the region has been relying almost exclusively on their radio broadcasts for life-saving information. CPB is expecting an emergency grant request from the station for equipment repairs, generator fuel, and support for their staff. CPB is in communication with 18 stations across the southeast to assess the damage and provide necessary support. In addition to awarding 30 grants for stations in 16 states, this quarter, CPB awarded NGWS grants to Alabama, Indiana, Missouri, Louisiana, Tennessee, and Virginia.

Ms. Harrison reported on CPB's plans to work with America250 and More Perfect. CPB has funded public media's decades long commitment to civic learning and content about the rights and responsibilities of citizens. CPB and partner organizations PBS, NPR, APTS and the managers of other public media stations are discussing the opportunities that CPB's Civic Spark initiative, led by station PBS SoCal, provides for public media related to the semiquicentennial celebrations.

### **Committee Chair Report – Audit and Finance Committee**

Ms. Sembler, chair of the Audit and Finance Committee, reported that the Committee met virtually on August 5. At its meeting, the Committee received an update on CPB's appropriation, approved CPB's proposed FY 2025 operating budget, reviewed CPB's financial statements through June 30, reviewed CPB's FY 2023 IRS Form 990, and approved Grant Thornton's FY 2024 audit plan. The Committee received an update from Inspector General Kimberly Howell and approved the FY 2026 operating budget for the Office of the Inspector General. In executive session, the Committee reviewed the supplemental schedules to CPB's proposed FY 2025 operating budget and discussed personnel matters.

Ms. Sembler thanked Ms. Harrison, the Executive Team and acting CFO Nick Stroman and the Finance team for the comprehensive materials provided to the committee.

### **Update on American Graduate: Jobs Explained**

Vice Chair Calvert welcomed Ms. Sanchez, senior vice president, Educational Media and Learning Experiences, and guest speakers Neal Shapiro, President and CEO of WNET, Mitch Gelman, President and CEO of WCNY, and Tarana Parekh, WNET social video specialist.

Ms. Sanchez reported on American Graduate: Jobs Explained, noting that more than 10 years ago, guided by the Board's Goals and Objectives, CPB launched American Graduate: Let's Make It Happen in response to the dire statistics about the number of students who were not completing high school. The content and engagement initiative helped tell stories of what works in schools and communities to keep students on a path to a diploma. Today, the environment and issues have changed, and the initiative is focused on helping young people navigate career fields through engaging media content on the platforms young people frequent.

Ms. Sanchez reported that with CPB support, WNET is leading a group of 10 stations to implement a digital-first campaign highlighting in-demand careers in their state. The goals are to engage a new audience to public media, grow stations' digital production skills, and to position stations as important partners addressing workforce challenges through interviews with business leaders, exploring the daily lives of workers, and providing informative content about various fields. Stations are creating trusted and informed pathways to new careers for the young people

in their communities and around the country. Ms. Sanchez played a video highlighting the impact the initiative has had on local communities.

Ms. Kaplan asked about radio stations' participation. Ms. Sanchez responded that valuable lessons from the pilot stations will help to scale up the program in the future, including incorporating more radio stations going forward.

Ms. Sanchez invited comments from panelists. Mr. Shapiro reported that digital-first strategies were critical to the long-term survival of public media, and this initiative has allowed WNET to fulfill major tenets of their strategic plan including audience-first content and multi-platform distribution. The content has been reaching its target audience and been received positively.

Mr. Gelman reported that the American Graduate: Jobs Explained initiative is a continuation of his station's digital transformation and reflects lessons from CPB's Poynter Institute program. WCNY also forged new relationships through the American Graduate: Jobs Explained program business advisory group. This group has been invaluable in connecting WCNY to manufacturing companies seeking assistance in forming a new pipeline of potential employees from the region. Companies include Micron, Wolfspeed, Indium, and others. It has led to their presence at job fairs, fundraising events and increased new memberships, underwriting, and corporate sponsorship.

Ms. Hellreich asked if there were ways to expand the program to stations all over the country. Ms. Sanchez and Mr. Shapiro responded that the last two years have been focused on building larger networks, testing programming, and supporting local stations in the hopes of scaling up the program.

Ms. Sembler asked whether benchmarks identified at the outset of the initiative were being reached and how they were being tracked. Ms. Parekh stated that metrics were tracked by an application called Sprout Social as well as with the metrics feature on Facebook and Instagram. The benchmarks focused on views, followers, and engagements, and have exceeded initial expectations.

Ms. Sanchez presented a video from Maine Public, featuring Cassie Murch, a specialist from Green Jobs Explained, who also created the video, using the popular "day in the life of" format. The video provides a look into her work as a video journalist as well as her work as a forester in Maine.

Ms. Parekh reported that the video was a success with audiences because it was algorithm friendly, meaning it included trending audio, onscreen captions, voice over, and original footage. It was also successful in its messaging, providing a clear idea about the forestry job in an entertaining format, with language and tone appealing to young audiences. All these elements work together to push this content through the algorithm. The video successfully reached 18,000 views, and the comment section reflected high interest in this kind of job.

### **Update on Annual Ethics and Governance Overview**

Mr. Slavitt, senior vice president and general counsel, provided training on the CPB Board's Code of Ethics and the annual review and certification of CPB's Conflict of Interests Policy, noting that CPB's special status and mission make it incumbent for the Board to adhere to the highest standards of conduct and its Code of Ethics.

Mr. Slavitt reviewed the Board's duties of loyalty, care, candor, how to report conflicts of interests, and how to respond to content producer requests.

Following questions and discussion, Vice Chair Calvert noted that board members should complete and return to Ms. Safon the disclosure forms provided with the meeting materials.

### **Executive Session**

At 11:06 am, Vice Chair Calvert closed the meeting. The meeting adjourned for the day in executive session.

*[The minutes for these discussions are contained in the executive session record of October 7-8, 2024.]*

### **Public Session**

Public session resumed at 11:09 am Eastern Time on Tuesday, October 8.

### **Proposed FY 2025 Operating Budget**

Mr. Stromann, acting CFO, vice president and controller, reported on the FY 2025 operating budget, reviewing the money tree, estimated interest income and the allocation of funds between the System Support (6%) and Administrative (5%) budgets. All unspent administrative funds carryover to System Support. Mr. Stromann concluded his report and there were no questions.

#### *Resolution*

Vice Chair Calvert called for a motion to approve the resolution regarding CPB's proposed FY 2025 Operating Budget. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

### **Discussion of Ancillary Revenue**

Mr. Slavitt reported on proposed changes to the ancillary revenue policy and provided context for how those changes were decided.

#### *Resolution*

Vice Chair Calvert called for a motion to approve the resolution adopting the updated ancillary revenue policy. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

### **Discussion: Calendar Year 2024 Meeting Dates and Locations**

Following discussion and upon motion made, seconded, and carried, the following schedule for 2025 was adopted. *(7 in favor, 1 absent)*

- February 6, 2025 (virtual)
- April 1 – 2, 2025 (Washington, D.C.)
- June 10 – 11, 2025 (Washington, D.C.)
- September 29 – 30, 2025 (Washington, D.C.)
- December 9 – 10, 2025 (Washington, D.C.)

### **Election of Board Chair and Vice Chair**

Vice Chair Calvert introduced the election of the board chair and vice chair. Mr. Ramer nominated Vice Chair Calvert to serve as chair and Ms. Ross to serve as vice chair, which was seconded by members of the Board. Mr. Ramer called for a motion to close the floor to nominations and elect by acclamation. Upon motion made and seconded, the Board voted to close the floor to further nominations and to elect Chair Calvert and Vice Chair Ross. (*7 in favor, 1 absent*)

Chair Calvert and Vice Chair Ross thanked the Board for their support.

### **Future Agenda Items**

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

### **Adjournment**

The meeting adjourned at 11:41 am Eastern Time.