

**MINUTES
PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Monday, December 5 – Tuesday, December 6, 2022**

Call to Order

Chair Ross called to order the public session of the Board of Directors at 2:01 pm Eastern Time on Monday, December 5, 2022. The following directors participated virtually:

Laura G. Ross, Chair (*absent on Tuesday, December 6*);
Ruby Calvert, Vice Chair;
Miriam Hellreich;
Robert Mandell;
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, Government 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 Wilkins, Senior Vice President, Human Resources and DEI;
Stephen Wolfe, Chief Technology Officer, Senior Vice President, Information Technology;
Kimberly Howell, Inspector General;
Kate Arno, Vice President, Community Service Grants and Station Initiatives;
Deborah Carr, Vice President, Operations and Strategy;
Brendan Daly, Vice President, Corporate and Public Affairs;
Michael Fragale, Vice President and General Manager, Education Strategy and Content;
Beth Jacobs, Vice President, Digital Strategy and Innovation;
Joy Lin, Vice President, Journalism;
Cheraine Stanford, Vice President, Television Content;
Beth Walsh, Vice President, System Strategies;
Jacquie Gales Webb, Vice President, Radio; and
Sarah Kildall, Board Affairs Manager.

The following guests were also in attendance:

Peter Kennedy, Principal, PRM Consulting and Andrew Weir, PRM Consulting.

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 4 through 8 and 10 through 12. 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 October 12-13, 2022, and November 16, 2022, meetings. Upon motion duly made and seconded, the minutes were unanimously approved as presented.

Chair and Directors' Remarks

Chair Ross thanked the members of the Board, CPB management and staff for their dedication and work throughout 2022. She thanked the Board for electing her to serve as chair, and Ms. Calvert as vice chair.

Resolution of Appreciation

Chair Ross recognized Amb. Mandell for his service on the Board and read aloud his resolution of appreciation. Following discussion and upon motion duly made and seconded, the resolution of appreciation was unanimously approved. Amb. Mandell expressed immense gratitude for the resolution and the opportunity to serve on the CPB Board.

Resolution of Condolence

Chair Ross called for a motion to approve a resolution of condolence marking the passing of former board member Honey Alexander. Upon motion duly made and seconded, the resolution was unanimously approved.

Resolution of Appreciation

Chair Ross introduced a resolution of appreciation for Jon Abbott, president and CEO of GBH, noting his years of service to the public media system and wishing him well on his retirement. Upon motion duly made and seconded, the resolution was unanimously approved.

President's Report

Ms. Harrison congratulated Chair Ross and Vice Chair Calvert on their election and thanked Mr. Ramer for his years of service as board chair. Ms. Harrison also thanked Amb. Mandell for his service on the Board and leadership as chair of the Audit and Finance Committee.

Ms. Harrison reported on CPB's work over the last quarter. CPB has continued to work on public media interconnection; establishing the Next Generation Warning System grant program; and distributing Community Service Grants to 549 radio and television stations.

Ms. Harrison reported that CPB has already begun communication with the new and returning members of Congress about the value of public media and CPB's role. Congress has

resumed negotiations on an omnibus spending bill to conclude the FY 2023 appropriations cycle. Congress is expected to pass another continuing resolution before December 16, 2022.

Ms. Harrison reported that Senator Roy Blunt of Missouri will be CPB's keynote speaker at the APTS Public Media Summit in February. He is a supporter of public media and will speak about its importance in American life.

Ms. Harrison concluded her report by highlighting the recent digital and broadcast programs that premiered this quarter: *Molly of Denali: The Big Gathering*, *The Bigger Picture*, and *Making Black America*. Ms. Harrison noted that this meeting is the last of 2022 and thanked CPB staff for their dedication and service this year.

Executive Session

At 2:23 pm, Chair Ross closed the meeting for an executive session. Public session resumed on Tuesday, December 6, 2022, at 2:00 pm Eastern Time.

[The minutes for these discussions are contained in the executive session record of December 5-6, 2022.]

Public Session

Public session resumed at 2:00 pm Eastern Time on Tuesday, December 6, 2022.

Update on Future Community Service Grant (CSG) Program Review

Ms. Merritt, senior vice president, radio, journalism and CSG services, provided an overview of the CSG program, CPB's plans for a CSG program review, and the projected timeline for it.

Ms. Merritt reported that in FY 2023, CPB will administer \$336 million in CSG funds to 549 grantees. Television and radio grantees have designations such as rural and minority stations, licensee type, and others. These designations, as well as other factors, guide CPB's grant calculations.

Ms. Merritt reported that CPB periodically reviews the CSG program in consultation with panels of public media stations. The most recent review was in 2019. For the upcoming review, CPB will examine whether policy changes implemented after the 2019 review were effective. The review will also address other topics such as the current economic environment and eligibility criteria.

Ms. Merritt reviewed how the consultation panels are chosen, noting the television and radio station panels will meet in the summer of 2023. CPB will continue to update the Board on the review process and plans to present recommendations at the December 2023 board meeting.

Ms. Hellreich inquired about the current CSG allotment to Hawaii licensees. Ms. Merritt stated that she would provide those grant amounts following the meeting.

Discussion ensued about station needs, especially small and Native stations. Ms. Merritt responded that was a major focus of the 2019 review. Mr. Ramer asked how panel members can be limited from acting in their own self-interest. Ms. Merritt explained that diversity is at the center of the selection process, and that they ask the panel members to work on behalf of the entire system, which they have done in the past. Ms. Calvert noted that the results of the 2019

review were not in the interest of the larger stations, even though they were represented on the panel.

Ms. Merritt concluded her report.

Executive Session

At 2:36 pm, Vice Chair Calvert closed the meeting for an executive session. The meeting adjourned in executive session.

[The minutes for these discussions are contained in the executive session record of December 5-6, 2022.]