

**MINUTES
PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Wednesday, February 15, 2023**

Call to Order

Chair Ross called to order the public session of the Board of Directors at 2:01 pm Eastern Time on Wednesday, February 15, 2023. 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 Wilkins, Senior Vice President, 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;
Cara Dalrymple, Vice President, Human Resources;
Brendan Daly, Vice President, External Affairs and Communications;
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;
Nick Stromann, Vice President and Controller;
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:

Scott Steffens, Audit Partner, Grant Thornton; and
Brian Morgan, Senior Audit Manager, Grant Thornton.

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 11. 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 5-6, 2022, meeting. Upon motion duly made and seconded, the minutes were unanimously approved as presented.

Chair and Directors' Remarks

Chair Ross welcomed new board members Kathy Im and Diane Kaplan. Chair Ross also noted for the record that since the last meeting, the Board took action via unanimous written consent to appoint Ms. Sembler chair of the Audit and Finance Committee.

Resolution

Chair Ross referenced the resolution to appoint Mr. Rothman to the Corporate Governance Committee. Upon motion duly made and seconded, the resolution was adopted unanimously.

President's Report

Ms. Harrison also welcomed the new board members and introduced CPB's senior vice presidents. She thanked the Audit and Finance Committee and CPB's Finance Department for their work to ensure a clean audit.

Ms. Harrison reported on the Consolidated Appropriations Act passed in December 2022, which provided a \$535 million advance appropriation for FY 2025; \$60 million for interconnection and infrastructure in FY 2023; \$31 million for Ready To Learn; and \$56 million for the Next Generation Warning System (NGWS) grant program. She reported on CPB's ongoing engagement with Members of Congress to keep them informed about the importance of the federal appropriation in supporting public media's national and local work.

Ms. Harrison reported on CPB's work focusing on civics and civic education, including CPB's engagement with the nonpartisan initiative "More Perfect," which brings together private and public organizations to look at ways to renew American democracy as the 250th anniversary of the founding of the United States approaches. Ms. Harrison reported on an upcoming gathering, hosted by General Stanley McChrystal and with leaders from across the country to discuss More Perfect's democracy goals, the advancement of universal civic learning, and access to trusted news and information.

Ms. Harrison reported that CPB awarded a \$1.9 million grant to GBH to produce a civics learning collection of videos, interactive online activities, and teacher resources, as part of PBS LearningMedia.

Ms. Harrison reported that CPB is also supporting an effort to increase citizens' knowledge of how government works at the state and local levels. In June 2022, CPB commissioned a survey of 175 public radio and television stations, conducted by Edison Research that showed that public media stations in all 50 states provide original state government reporting at least weekly when their legislatures are in session, and stations in 31 states have increased this coverage to fill the void left by the decline of local newspapers. To enhance public media coverage of state government, CPB developed a grant program and issued a Request for Proposals (RFP) to support increased state government coverage by public media stations; applicants were asked to provide a statewide distribution plan for their content. CPB has received proposals from 20 stations in 19 states and plans to award grants in the coming months.

Ms. Harrison reported on CPB's participation in the APTS Public Media Summit, February 27-March 1 in Washington, D.C. Chair Ross, Vice Chair Calvert, and Ms. Sembler will attend. CPB will host a conversation with former Senator Roy Blunt (R-MO) and Judy Woodruff, senior correspondent for PBS NewsHour, about public media's role supporting democracy and a strong civil society. Ms. Harrison provided an update on Ms. Woodruff's successors to the PBS NewsHour, Geoff Bennett and Amna Nawaz, and the success of that transition.

Ms. Harrison reported that CPB will further engage with the public media system through a series of CPB-hosted meetings with public media general managers. The first gathering will be with 18 public radio and TV general managers March 21-22 in Washington, D.C.

Legislative Update

Ms. Brachman reported that with a new Congress, and noted changes to congressional committee leadership: Rep. Kay Granger (R-TX) will chair the House Appropriations Committee, with Rep. Rosa DeLauro (D-CT) serving as the ranking member; Rep. Robert Aderholt (R-AL) will chair the Labor-H Appropriations Subcommittee, which provides funding for CPB, Interconnection, and Ready to Learn, with Rep. DeLauro serving as the ranking member; Rep. Dave Joyce (R-OH) will serve as the chair of the House Homeland Security Appropriations Subcommittee, which provides funding for the Next Generation Warning System at FEMA, with Rep. Henry Cuellar (D-TX) serving as the ranking member. CPB has already begun meeting with new subcommittee staff. Rep. Tom Cole (R-OK) will no longer be serving on the Labor-H Subcommittee.

Ms. Brachman reported on the Senate committee appointments: Sen. Patty Murray (D-WA) is now the chair of the Senate Appropriations Committee, with Sen. Susan Collins (R-ME) serving as vice-chair; Sen. Tammy Baldwin (D-WI) will serve as chair of the Labor-H subcommittee, with Sen. Shelley Moore Capito (R-WV) serving as ranking member; Sen. Chris Murphy (D-CT) will continue to serve as chair of the Senate Homeland Security Appropriations Subcommittee, with Sen. Katie Britt (R-AL) leading the subcommittee for the Republicans.

Ms. Brachman reported on Congress's debt ceiling discussions, noting that Congress may raise the debt limit before the end of the summer. Speaker McCarthy has pledged to cap spending at FY 2022 funding levels, which would affect CPB appropriation. The House Budget

Committee recently announced that the FY 2024 budget resolution will be released by April 15. If funding is reduced to FY 2022 levels, that would result in an across-the-board reduction of 8 percent. However, if defense accounts are not cut, non-defense accounts would be reduced by 18 percent. In the Senate, Republicans are also looking for ways to reduce spending by cutting non-defense accounts.

Ms. Brachman reported that it is too soon to know how this year's budget and appropriations process will go, but CPB will continue to engage with and educate members of Congress and their staff on how the federal appropriation supports public media. Mr. Ramer requested a list of the new committee appointments/members.

Committee Chair Report

Ms. Sembler reported that the Audit and Finance Committee met on February 1, 2023. Ms. Sembler reported that Grant Thornton issued an unmodified opinion on the audited financial statements, and the Committee recommends their approval by the Board. Ms. Sembler thanked Mr. Tayman and the 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 2022 and CPB's financial statements through December 31, 2022, as well as an update from Ms. Howell on the Office of the Inspector General's work and a review of their audit process. Ms. Sembler reported that the Committee reviewed supplemental financial reports in executive session and discussed the audit contract for the coming years, which would be discussed in executive session. Ms. Sembler concluded her report.

Report on FY 2022 Audited Financial Statements

Chair Ross reported that Messrs. Morgan and Steffans of Grant Thornton and Bill Tayman, who presented the FY 2022 audited financials to the Audit and Finance Committee, were in attendance at this meeting and invited questions from the Board.

Mr. Ramer asked about the increase in short-term investments (under assets) and if this money can be applied to increase CPB's return on investments. Mr. Tayman reported that the majority of this increase is due to the nearly \$40 million increase in CPB's net assets at the end of the fiscal year and confirmed that the additional funds were fully invested.

Mr. Ramer asked if the doubling of CPB's net receivables was normal; how the net assets without donor restrictions in the "designated" category increased so much; and why grant and contract refunds decreased in FY 2022. Mr. Tayman reported that the lion's share of the net receivables category is from CPB's Ready To Learn (RTL) grant. CPB books the receivable when it is incurred, then waits for reimbursement from the Department of Education. Regarding the "designated" line item, that relates to the increase in Net Assets and derived from the appropriation that must be spent in accordance with the Public Broadcasting Act. To Mr. Ramer's final question, Mr. Tayman reported grant refunds, or de-obligations, occur when grants are completed below the contractual budget amount as grants are fully expensed upon execution. In FY 2021, there was a large de-obligation on a multi-year grant that accounted for the majority of the reduction in grant refunds in FY 2022 when compared with FY 2021.

Ms. Kaplan requested a copy of CPB's investment report and policy. There were no further questions.

Resolution

Chair Ross called for a motion to approve the resolution to accept the FY 2022 Audited Financial Statements. Upon motion duly made and seconded, the resolution was adopted unanimously.

Affirmative Action Plan

Mr. Tayman reported that diversity, equity, and inclusion (DEI) have always been a priority at CPB. Last year, CPB hired Dr. Stephen Wilkins to serve as senior vice president for DEI. Through CPB's annual affirmative action report, CPB sets goals as needed, consistent with guidelines established by federal regulations.

Mr. Tayman noted that this year's report used the U.S. Census Bureau's recently released data based on the 2014-2018 census EEO Tabulation Data. He reported that in FY 2022, CPB's workforce increased from 89 to 91, with 13 new hires, 11 separations and 7 promotions. Regarding new hires and promotions, minority representation was 46 percent for new employees and 43 percent for promotions. Mr. Tayman reported that CPB exceeded gender representation in FY 2022 in total as well as in all identified job groups. CPB met minority representation in three of the four job groups, with a goal required for the First/Mid Officials & Managers job group. Although goals may not be required in all four job groups, CPB will continue its good faith efforts to recruit from diverse pools of candidates for all vacant positions.

Mr. Tayman reported that management seeks the Board's approval of the FY 2023 Affirmative Action plan, which includes three goals: train CPB managers on leadership and management practices that support DEI; conduct departmental group meetings on effective harassment and bias prevention measures; and conduct quarterly all staff roundtable discussions on relevant aspects of DEI.

Ms. Calvert asked how many unfilled positions are currently posted. Mr. Tayman responded that CPB just posted five new positions for the FEMA grant program. He reported that as of the middle of February, 95 of 105 positions are filled.

Resolution

Chair Ross called for a motion to approve the 2023 Affirmative Action Plan. Upon motion duly made and seconded, the 2023 Affirmative Action Plan was unanimously adopted.

Future Agenda Items

Chair Ross invited board members to share any suggestions for future agenda items, noting that she, Ms. Calvert, or Ms. Safon could also be contacted with suggestions after the board meeting. Chair Ross reported that part of the June board meeting would be reserved for a visit to NPR.

Resolution

Chair Ross noted schedule conflicts with the April board meeting as currently scheduled and called for a motion to approve the resolution to schedule the April board meeting to Monday April 17 – Tuesday, April 18, 2023. Upon motion duly made and seconded, the resolution was unanimously adopted.

Executive Session

At 2:50 pm, Chair Ross 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 February 15, 2023.]