

MINUTES
TELEPHONIC PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Monday, June 28 – Tuesday, June 29, 2021

Call to Order

Chair Ramer called to order the public session of the Board of Directors at 2:01 pm Eastern Time. The following directors participated virtually:

Bruce M. Ramer, Chair;
Laura G. Ross, Vice Chair;
Ruby Calvert;
Miriam Hellreich; and
Robert Mandell.

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;
Stephanie Aaronson, Senior Vice President, Engagement;
Anne Brachman, Senior Vice President, Government Affairs;
Kathy Merritt, Senior Vice President, Radio, Journalism and CSG Services;
Deb Sanchez, Senior Vice President, Education and Children's Content Operations;
Kathryn Washington, Senior Vice President, Television Content;
Stephen Wolfe, Chief Technology Officer, Senior Vice President, Information Technology;
Kimberly Howell, Inspector General;
Kate Arno, Vice President, CSG and Station Initiatives;
Deborah Carr, Vice President, Operations and Strategy;
Brendan Daly, Vice President, 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;
Nick Stromann, Vice President and Controller;
Beth Walsh, Vice President, System Strategies;
Jacquie Gales Webb, Vice President, Radio; and
Camille Morgan, Engagement Specialist.

The following guests were also in attendance:

Jim Casabella, Senior Program Manager, One Diversified, LLC.

Adoption of Agenda and Determination of Closed Status

Chair Ramer called for a motion to adopt the meeting agenda and close the meeting for agenda items 6 through 10 and 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 Ramer invited directors to disclose possible conflicts of interests regarding the meeting agenda. There were none.

Approval of Minutes

Chair Ramer called for a motion to approve the minutes of the public session from April 28, 2021. Upon motion duly made and seconded, the minutes were approved as presented.

Chair and Directors' Remarks

Chair Ramer referenced Memorial Day and Juneteenth, and commended public media for its thoughtful, relevant content about how people of all races, ethnicities and religions have sacrificed for freedom, independence and civil rights, showing that America's diversity is its strength.

President's Report

Ms. Harrison reported on public media as a source of trusted reporting and journalism, noting its role as an antidote to misinformation as the nation continues to meet the challenge of the pandemic, address a disrupted education system, and continue to focus on issues of diversity, equity, inclusion, and social justice.

Ms. Harrison reported that public television and radio audiences have increased, especially online. With the support of a CPB two-year grant, WNET has transformed two major series, *Nature* and *American Masters*, from broadcast-focused into multiplatform series that reach younger and more diverse audiences.

Ms. Harrison reported that CPB-supported public media organizations were honored with 302 regional Edward R. Murrow awards. Further, public media was recognized with multiple Peabody Awards, including FRONTLINE's *China Undercover* and *Whose Vote Counts*; NewsHour's COVID-19 coverage and *Desperate Journeys*; Nashville Public Radio's *The Promise* podcast; and the documentary series *Asian Americans*. PBS NewsHour Anchor and Managing Editor Judy Woodruff received the first ever Peabody award for journalist integrity; and filmmaker Sam Pollard, director of *Eyes on the Prize* received a Peabody for his lifetime of work. Ms. Harrison reported that the CPB-funded *American Homefront* project, a collaboration of stations that cover military issues, earned various awards and recognitions for their reporting on families coping with separation from loved ones at Veteran Affairs nursing homes, and for their reporting on troops from the 82nd airborne division returning from deployment to a nation transformed by the pandemic.

Ms. Harrison reported that CPB's engagement with public media colleagues through virtual conferences and meetings focused on diversity, equity, and inclusion. CPB's session, "Public Media's Role Advancing Diversity and Inclusion" at the PBS Annual Meeting on May 18 featured special guests Jon Meacham, presidential historian and Pulitzer Prize-winning author of

Soul of America: The Battle for Our Better Angels and Isabel Wilkerson, Pulitzer Prize-winning journalist and author of *Caste: The Origins of Our Discontents*. At the 2021 Public Media Business Association (PMBA) Conference, CPB's virtual session, "Public Media's Role Advancing Diversity and Inclusion Within Our Organizations" featured Jeff Perkins, managing director for Stanton Chase and Michelle Ray, executive director of The Kaitz Foundation. CPB offered six additional sessions at PMBA including a CPB Town Hall, moderated by Senior Vice President of Radio, Journalism and CSG Services, Kathy Merritt and featuring several CPB staff members.

Ms. Harrison reported on the launch event for *American Graduate: Path to the Future* which took place on June 8 and was co-hosted by CPB and The WNET Group, with support and participation from the U.S. Secretary of Education Dr. Miguel Cardona.

Ms. Harrison reported on continued discussions with PBS, NPR and station leaders to identify how public media can recruit and retain diverse, public media talent at all levels. Ms. Harrison reported that she and PBS CEO Paula Kerger met with U.S. Representative Joaquin Castro (D-TX) to discuss CPB and PBS' role in supporting Latino storytellers, filmmakers and content. The discussion focused on CPB's long-term commitment to diversity and inclusion and as well as CPB's funding of Firelight Media Lab, Latino Public Broadcasting, the National Hispanic Foundation for the Arts, the National Association of Latino Independent Producers (NALIP), ITVS and the National Multicultural Alliance.

Ms. Harrison reported on the status of CPB's budget request to OMB. The Administration's FY 2022 budget requested level funding of \$475 million for CPB's advance appropriation in FY 2024, \$20 million for interconnection and infrastructure and \$29.5 million for the U.S. Department of Education's Ready To Learn (RTL) program. CPB is requesting \$565 million for FY 2024, \$20 million for interconnection and other infrastructure, \$30 million for RTL and \$20 million through Homeland Security for station infrastructure. Ms. Harrison reported that CPB submitted a written testimony in support of these requests in May 2021.

Chair Ramer and Ms. Ross thanked Ms. Harrison for her report and leadership. Amb. Mandell reported on his meeting with Representative Eddie Bernice Johnson (D-TX) and her support of CPB.

Update on TV CSG Supplemental Program Proposal

Mr. Levy reported that two years ago, working with the TV Community Service Grant (CSG) Review Panel, CPB created a supplemental CSG program, under the Healthy Network Initiative (HNI), to provide annual funds to stations for improving data collection processes, enhancing data security and privacy, and using data science to deepen relationships with their audiences. The goal was to promote long-term growth and stability by encouraging stations to better understand where and how audiences access content.

Mr. Levy reported that in this pandemic environment station leaders are focusing on operational and financial challenges, and public television stations are unlikely to make the needed investments of time, energy and resources that were contemplated when the HNI was conceived. CPB postponed the HNI this past year and recommends postponing its introduction again in order to leave the \$1 million earmarked for this project in the general TV CSG pool, allowing more stations to benefit from an increase of unrestricted CSG funds.

Chair Ramer thanked Mr. Levy for his report.

Resolution

Chair Ramer called for a motion to adopt the resolution to postpone the launch of the TV CSG Healthy Network Initiative from FY 2022 to FY 2023 and retain the \$1 million in the FY 2022 TV CSG pool, as presented. Upon motion duly made and seconded, the resolution was adopted unanimously.

Update on TV Second Base Grant Merger Policy

Mr. Levy reported on a current TV CSG policy that has been enforced since 2007, that allows a merged entity of two or more TV CSG grantees to continue to receive their individual base grant funds (a second base grant) for a minimum of four years following the merger. Since 2007, there has been a total of six TV CSG mergers that have taken advantage of this program. There have been inquiries from stations requesting merged base grants for longer than the four-year period as well as those that recognize that this money comes out of the common CSG pool and asked about the basis for the four-year-period. As CPB began looking into this issue it became evident that more research was necessary.

Mr. Levy reported that CPB engaged Pacey Economics to examine the policy and supporting data from the six public television mergers. Upon review, Pacey Economics concluded that a second CSG base grant for a period of four years is sufficient time for a merged public television entity to realize efficiencies and cost savings as well as increase revenue generation. Further, there is no evidence that second base grant support beyond the four-year period would be critical to a merger's success. Therefore, CPB management recommends that the Board approve a modification to the current CSG policy to establish a four-year limit during which CPB may provide merged or merging TV CSG grantees with a second CSG base grant.

Chair Ramer asked how many merged grantees continue to receive a second base grant and discussion ensued regarding the need for relief funds should merged stations be struggling after the four-year period. Mr. Levy reported there are currently four merged entities collecting a second base grant. Mses. Calvert and Ross asked about flexibility to the policy should stations find themselves in distress in years five or six. Ms. Merritt noted that CPB would re-evaluate the four-year policy in such a scenario. Merged grantees can also apply for waivers or for support from CPB's Collaborative Operations and Services (COS) grants. The benefit of the proposed policy is that a specified timeline allows for stations to plan accordingly.

Resolution

Chair Ramer called for a motion to adopt the modified TV CSG second base grant merger policy, as presented. Upon motion duly made and seconded, the resolution was adopted unanimously.

At 2:47 pm Eastern Time Chair Ramer called for a break.

Executive Session

At 2:56 pm Eastern Time, Chair Ramer closed the meeting for an executive session.

[The minutes for these discussions are contained in the executive session record of June 28-29, 2021.]

The meeting adjourned for the day in executive session.

Public Session

Public session resumed at 3:05 pm Eastern Time on Tuesday, June 29, 2021.

Discussion of Goals and Objectives

Chair Ramer reported that the Board annually reviews CPB's Goals and Objectives, which serve as the foundation for CPB's business plan. Chair Ramer and Ms. Calvert proposed revisions to section III, subparagraph D, to state:

...work with public media organizations to increase and measure the impact of the services they provide as well as the awareness of the vital role that public media plays in helping communities address important local, regional and national issues contributing to the national dialogue.

Resolution

Chair Ramer called for two motions to first accept the revisions, then to adopt the Goals and Objectives as amended. Upon motions duly made and seconded, the Goals and Objectives were adopted unanimously as amended.

Future Agenda Items

Chair Ramer invited members of the Board to send suggestions for future agenda items to him, Ms. Ross and Ms. Safon. Chair Ramer thanked everyone for their contributions to the meeting and reported that the next Board of Director's meeting would take place on October 6 and 7, 2021.

Executive Session

At 3:16 pm Eastern Time, Chair Ramer closed the meeting for executive session.

*[The minutes for these discussions are contained
in the executive session record of June 28-29, 2021.]*

The meeting adjourned in executive session.