

**MINUTES
TELEPHONIC PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
March 2, 2021**

Call to Order

Chair Ramer called to order the public session of the Board of Directors at 2:02 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;
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
Sarah Kildall, Board Affairs Manager.

The following guests were also in attendance:

Eric Hyypa, President, National Educational Telecommunications Association (NETA); and
Jennifer Lawson, public media executive and consultant.

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 7 through 9. 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 December 2-3, 2020. Upon motion duly made and seconded, the minutes were approved unanimously as presented.

Chair and Directors' Remarks

Chair Ramer thanked the CPB Board, staff and public media colleagues for their continued dedication and service during the ongoing COVID-19 pandemic and the past year of economic and social upheaval. Public media has been able to inform, educate and engage, report on breaking news, and provide lifesaving information across the country.

Chair Ramer noted for the public record that two resolutions were adopted by unanimous written consent earlier in the year: 1) an emergency supplemental budget request to OMB and Congress, and 2) committee appointments. The resolutions are posted on CPB's website.

President's Report

Ms. Harrison thanked Chair Ramer and Vice Chair Ross for their weekly calls with CPB management; the Audit and Finance Committee for its stewardship; and the Board for its continued commitment.

Ms. Harrison reported that with the Board's timely authorization on January 25, 2021, CPB submitted a \$175 million stabilization funding request to OMB and Congress. Although the House did not include this funding in its reconciliation package, the Senate included \$175 million for CPB for station support in its draft reconciliation package.

Ms. Harrison reported that on December 21, 2020, Congress passed the Consolidated Appropriations Act of 2021 which provided CPB with an advance appropriation of \$475 million in FY 2023, \$20 million for interconnection and infrastructure, and \$29.5 million for Ready To Learn in FY 2021. This represents a \$10 million increase in CPB's base appropriation approved for FY 2022 and a \$500,000 increase in Ready To Learn funding. Over the past month, CPB has engaged with OMB regarding these funding requests, and is waiting for a new "passback" of what the Biden Administration will request for CPB in the FY 2022 appropriations process.

Ms. Harrison reported that in early December, innovative Ready To Learn resources were featured in sessions during two national virtual events. Also, work on the new 2020-2025 Ready To Learn grant began and CPB signed a cooperative agreement with the U.S. Department of Education (Department of Education), providing a plan of priority goals and activities for the first year of the grant cycle.

Ms. Harrison reported that American Graduate’s focus on workforce readiness continues to generate bipartisan support on the Hill. In January of 2020, Representatives Raja Krishnamoorthi (D-Il) and Dan Meuser (R-Pa) introduced a bill inspired by CPB’s *American Graduate: Getting To Work* initiative. The legislation proposed to establish a competitive grant program at the Department of Education to support the development, production and distribution of public media content designed to prepare youth for in-demand occupations that address the needs of state and local economies. Last week, Congressman Krishnamoorthi’s staff shared a plan to work with Congressman Meuser on reintroducing the Partnerships for American Jobs Act in March.

Ms. Harrison reported on activities related to CPB’s long-standing commitment to diversity. CPB worked with PBS and NPR to focus the December 2020 annual General Managers Strategy Meeting on diversity, equity and inclusion (DEI) in a system-wide conversation that included 250 television and radio grantees. On February 18, CPB notified all Community Service Grant recipients that effective May 1, CPB’s new online harassment prevention training will also include modules on bias prevention and inclusion. In addition, CPB provided increased funding for the work of the National Multicultural Alliance (NMCA) to advance diverse content, filmmakers and storytellers.

Ms. Harrison reported on the CPB/NETA Thought Leader Forum that took place in January and noted CPB’s support of Dr. Henry Louis Gates’ documentary “The Black Church: This Is Our Story. This Is Our Song” and related engagement work.

Chair Ramer thanked Ms. Harrison for her report and introduced a video message from Congresswoman Rosa DeLauro, who serves as chair of the House Appropriations Committee. Following the clip, discussion ensued regarding CPB and public media’s involvement in civics education and educating young people on these important issues.

Committee Chair Report – Audit and Finance

Committee Chair Mandell reported that the Audit and Finance Committee met virtually on February 16. Committee members Calvert and Ross participated in the meeting as did Chair Ramer and Ms. Hellreich. At the meeting, the Grant Thornton audit team reported that they issued an unmodified, or clean, opinion on CPB’s FY 2020 financial statements. The Committee unanimously endorsed the audit and recommends it to the full Board for acceptance.

The Committee also received an update from Mr. Tayman on CPB’s investment performance in FY 2020 and reviewed and discussed three potential modifications to CPB’s investment policy. The Committee also recommends the modified policy for adoption by the full Board.

The Committee heard reports on CPB’s financial statements through December 31, 2020 and received an update from Inspector General Kimberly Howell on the work of the Office of the Inspector General. In executive session, the Committee reviewed supplemental financial reports and discussed CPB’s audit contract for FY 2021.

Resolution Accepting Audited Financials

Chair Ramer called for a motion to approve the resolution to accept the FY 2020 audited financial statements. Upon motion duly made and seconded, the resolution was adopted unanimously.

Resolution re Investment Policy

Chair Ramer asked Mr. Tayman to summarize the three proposed modifications to CPB's investment policy. Mr. Tayman reported that the first modification extends the credit rate for corporate bonds and commercial paper to include the full range of investment grade securities; the second raises the percentage cap on commercial paper and corporate bonds from the current limit of 50 percent to 60 percent; and the third allows for up to \$10 million in investments in money market fixed income mutual funds that contains securities which comply with 85% of CPB investment policy requirements.

Chair Ramer called for a motion to adopt the revised investment policy. Upon motion duly made and seconded, the resolution was adopted unanimously.

Update on CPB Public Media Thought Leader Forum

Chair Ramer introduced the panel of speakers: Deb Sanchez, senior vice president of Education and Children's Content Operations, CPB; Stephanie Aaronson, senior vice president of Engagement, CPB; Kathryn Washington, senior vice president of Television Content, CPB; Eric Hyypa, president, NETA; and Jennifer Lawson, long time public media executive and CPB consultant.

Ms. Sanchez reported that when Mr. Hyypa assumed leadership of NETA five years ago, NETA and CPB began to collaborate on ways to strengthen public media educational content and engagement to reach new and diverse audiences through a variety of platforms. CPB and NETA created the Thought Leader Forum for focused discussions with stations about these issues. Since its launch in 2018, the Thought Leader Forum has featured educators, business leaders, technology and fundraising experts and best-selling authors, all of whom were new voices that stations would not have had opportunities to hear otherwise. Station managers who attended these forums reported that they found the content both inspirational and actionable, with speakers and topics that were relevant to their work.

Mr. Hyypa thanked CPB and the Board for their partnership and support. Mr. Hyypa reported that NETA's goals for this year's conference was to work with CPB to create a four-day conference of intensely relevant discussion topics with opportunities for strategizing and collaboration. Mr. Hyypa played a video clip created by CPB about the leadership, creativity and resilience that public media stations demonstrated over the last year.

Mr. Hyypa reported that CPB's Thought Leader Forum set the stage for sessions throughout the rest of the conference that covered topics of race and equity; equity and inclusion in education; and developing a pipeline for diverse content. The forum set up several guided conversations between stations to discuss their experiences of the past year and their work to address race and racism in their communities. CPB set the stage for a rich conference and much needed dialogue and engagement among public media colleagues.

Ms. Lawson reported on her experience as the moderator of the Thought Leader Forum noting the forum provided an opportunity for honest dialogue and a path towards understanding. CPB's dedication to its work in the education and journalism space was reflected in each session, and station leaders showed their dedication to providing useful information and education to their communities. Ms. Lawson showed a clip from "Killer Mike" about the important role that public media played in his life.

Ms. Aaronson reported on the opportunities that moving this year’s forum to a virtual format presented to CPB and NETA. The conference was more accessible and scalable, drawing more than 1,300 participants, approximately four times more than last year. The number of general managers in attendance increased 90 percent; the number of participants relatively new to public media increased; and the levels of both live and post-conference accessing of on-demand content were higher. CPB addressed creating inclusive content and services, with new voices and partnerships that increase the diversity of stories and welcome new audiences.

Ms. Aaronson reported on the pivot to virtual events and how stations and producers are embracing social media engagement and digital tools. Building on the success of digital engagement work will be important going forward as events are likely to be a hybrid format of virtual and in-person engagement. “The Black Church: This Is Our Story. This Is Our Song” is an example of how public media stations engaged new and diverse audiences in meaningful conversations about compelling content. The film was featured as the finale to the CPB Thought Leader Forum. Engagement work continues across the system.

Ms. Washington reported that CPB has invested in the work of Dr. Gates for over 10 years, and “The Black Church” is one of his most ambitious projects. This project fostered cross-departmental collaboration between CPB’s Television, Radio and Engagement departments, who worked with national organizations, media producers, and the nonprofit music platform, VuHaus. CPB provided additional funding for “The Black Church” for its social media and digital campaign, radio grants to Historically Black College and University (HBCU) stations, and digital content created by WETA, such as “The Black Church” lesson plans on PBS LearningMedia, which were accessed at a record-breaking 2,500 times in the first week. Ms. Washington played a clip from “Gospel in a Word,” a social media campaign created for “The Black Church.” CPB and NETA created a shared sense of purpose, provided a platform for new and diverse voices, and expanded the audience across the system.

Chair Ramer thanked the presenters. Members of the Board commended the work of CPB and NETA on the impactful Thought Leader Forum conversations. There were no further questions.

Future Agenda Items

Chair Ramer invited members of the Board to send suggestions for future agenda items to him, Vice Chair Ross and Ms. Safon.

Executive Session

At 3:44 pm Eastern Time, Chair Ramer closed the meeting for executive session.

[The minutes for these discussions are contained in the executive session record of March 2, 2021.]

The meeting adjourned in executive session.