

MINUTES
TELEPHONIC PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Tuesday, October 13 – Wednesday, October 14, 2020

Call to Order

Chair Ramer called to order the public session of the Board of Directors at 2:21 pm Eastern Time. The following directors participated virtually:

Bruce M. Ramer, Chair;
Patty Cahill, Vice Chair;
Ruby Calvert;
Judith Davenport;
Miriam Hellreich;
Robert Mandell;
Laura G. Ross; 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;
Stephanie Aaronson, Senior Vice President, Engagement;
Anne Brachman, Senior Vice President, Government Affairs;
Kathy Merritt, Senior Vice President, Journalism and Radio;
Deb Sanchez, Senior Vice President, Education and Children's Content Operations;
Stephen Wolfe, Chief Technology Officer and 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, Education Strategy and Content;
Beth Jacobs, Vice President, Digital Strategy and Innovation;
Joy Lin, Vice President, Journalism;
Nick Stromann, Vice president and Controller;
Shana Teehan, Vice President, Communications;
Beth Walsh, Vice President, System Strategies;
Kathryn Washington, Vice President, Television Programming;
Jacquie Gale Webb, Vice President, Radio; and
Sarah Kildall, Board Affairs Manager.

The following guest speakers were also in attendance:

Paula Kerger, President and CEO, PBS;
Sara Just, Executive Producer, PBS NewsHour;

Alisa Barba, Senior Editor, America Amplified;
 Nate Hegyi, Reporter, Mountain West News Bureau;
 Kate Concannon, Managing Editor, Mountain West News Bureau;
 Vanessa de la Torre, Executive Editor, New England News Collaborative;
 Donna Vestal, Managing Director, America Amplified;
 Mark Contreras, President and CEO, Connecticut Public Broadcasting, Inc.;
 Michael Preston, Executive Director, Joan Ganz Cooney Center; and
 Milton Chen, Senior Fellow and Executive Director, Emeritus of The George Lucas Educational Foundation.

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 item 13 and 14. 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 of July 8, 2020. Upon motion duly made and seconded, the minutes were approved as presented.

Chair's and Directors' Remarks

Chair Ramer noted the full meeting agenda and congratulated Ms. Harrison for being awarded the Italian honor of "Cavaliere" of the Order of Merit of the Italian Republic, the highest-ranking honor of the Italian Republic.

Resolution Honoring the 50th anniversary of Public Broadcasting Service (PBS)

Chair Ramer noted that 2020 marked the 50th anniversary of PBS and welcomed PBS President and CEO Paula Kerger to the meeting. Vice Chair Cahill presented a resolution honoring the 50th anniversary of PBS. Upon motion duly made and seconded, the resolution was adopted unanimously as presented. Ms. Kerger thanked CPB for the significant partnership between PBS and CPB and accepted the Board's resolution as a celebration of their work together.

Ms. Kerger exited the meeting at 2:34 pm Eastern Time.

Election of Chair and Vice Chair

Chair Ramer thanked the Board and CPB management for their dedication, support, and thoughtful consideration of the many issues that come before CPB, and reviewed the procedures set forth by the Board in an August 21, 1980, resolution for conducting elections of the board chair and vice chair.

Chair Ramer thanked Vice Chair Cahill, who concluded serving two full consecutive terms for the position of vice chair, for her leadership, counsel and insights.

Vice Chair Cahill nominated Chair Ramer to serve again as chair, which was seconded by members of the Board. Hearing no other nominations, Chair Ramer called for a motion to close the floor to nominations for chair. Upon motion made and seconded, the Board voted unanimously to close the floor to further nominations. As there were no other nominees to the position, Chair Ramer called for a motion to suspend the usual procedures for election of the chair and vote by general consent. Upon motion made and seconded, the Board voted unanimously to suspend the standard procedures and re-elect Chair Ramer by acclamation as chair of the Board. Chair Ramer thanked the Board for entrusting him with the chairmanship.

Chair Ramer called for nominations for the position of Vice Chair. Ms. Davenport nominated Ms. Ross for the position of vice chair. Hearing no other nominations, Chair Ramer called for a motion to close the floor to nominations for vice chair and vote by general consent. Upon motion made and seconded, the Board voted unanimously to close the floor to nominations and elect Ms. Ross to serve as vice chair. Ms. Ross thanked the Board for this opportunity and is looking forward to working on the challenges to come.

Committee Chair Report

Committee Chair Sembler reported that the Audit and Finance Committee met twice since the last board meeting, on August 12 and again on September 30. She thanked fellow committee members Cahill and Ross, for their participation, and Board Chair Ramer for his participation ex officio.

Committee Chair Sembler reported that at its meeting on August 12, the Committee received an update from Ms. Harrison on CPB's appropriation. The Committee also heard from representatives from Grant Thornton, CPB's external audit firm, regarding CPB's form 990 and FY 2020 annual audit plan, both of which were approved by the Committee. Inspector General Kimberly Howell provided an update on the activities of the Office of the Inspector General as well as a proposed FY 2022 operating budget, which the Committee approved. Mr. Tayman reported on CPB's financial reports through June 30 and reviewed CPB's investment portfolio and discussed possible modifications for increasing investment returns. In executive session, the Committee received a report on CPB's Sole Source consulting contracts and the supplemental financial reports through June 30.

Committee Chair Sembler reported that at its meeting on September 30, the Committee discussed the timeline for the Inspector General's performance evaluation. The Committee also continued the discussion of CPB's investment policy and, at Chair Ramer's suggestion, spoke with financial expert Karl Pettijohn regarding long-term investment opportunities and related risk factors. The Committee decided to discuss the matter further at its meeting on October 26. Should the Committee identify investment opportunities suitable for CPB and/or proposed modifications to the CPB investment policy, they would be brought to the full board at the December meeting. Committee Chair Sembler concluded her report and there were no questions.

President's Remarks

Ms. Harrison congratulated Chair Ramer on his re-election and Ms. Ross on her election. She thanked Vice Chair Cahill for her service as vice chair and her attention to duty of care, candor and loyalty.

Ms. Harrison reported on CPB's appropriation status, noting that on October 2, CPB received its FY 2021 appropriation of \$445 million which was signed into law in September 2018.

Last month Congress passed a continuing resolution (CR) providing funding through December 11, 2020. CPB will look to the final FY 2021 appropriations measure to receive public media's funding – this could be in December or early 2021. COVID-19 relief package negotiations between the White House and Democratic House have recently stalled. Over the summer, the House and Senate released their respective supplemental funding bills – the House bill did not provide additional stabilization funding while the Senate's bill provides \$175 million. On September 28, the House released a revised supplemental funding package that included \$175 million for CPB. Regarding future appropriations, the House Appropriations Committee marked up and reported out its FY 2021 Labor-H Appropriations bill which included \$515 million for CPB in FY 2023; \$20 million for interconnection and infrastructure; and \$30 million for Ready To Learn. In addition, the House Homeland Security Appropriations Subcommittee fully funded CPB's Homeland Security Infrastructure request of \$20 million, which will help public media stations replace and upgrade their infrastructure to enhance alerting and warning capabilities that serve the public. The Senate has not marked up any of its FY 2021 Appropriations bills and is not expected to do so this year.

Ms. Harrison reported that the U.S. Department of Education awarded CPB and PBS a new Ready To Learn (RTL) grant, expected to total \$105 million over the next five years. In addition to receiving the new RTL grant, CPB's education department has been working with PBS to provide parents and stations across the country with content and learning tools. CPB funded a project with the Joan Ganz Cooney Center to research current youth media practices, which will be discussed later in the meeting.

Ms. Harrison reported on how public media has continued to serve American communities during this period of disruption. Ms. Harrison reported on CPB's continued partnership with PBS and NPR to support stations reporting on COVID-19 and providing access to education content and interactive services. CPB's investments in digital services, education and journalism will further help to advance public media's reach and effectiveness. CPB's public media journalism investments include the new season of FRONTLINE, Regional Journalism Collaborations (RJC), the PBS NewsHour, as well as new projects, all of which help strengthen local and national journalism. CPB-supported content and initiatives, such as Firelight Media Lab, have been increasing diversity of content and talent, and CPB continues to work with the national partners and the system to address diversity and inclusion. Ms. Harrison thanked the executive team and CPB staff for all their work this quarter.

Public Media Journalism - Local/National News Coverage of Election 2020

Chair Ramer welcomed guests Sara Just, Executive Producer of PBS NewsHour; Alisa Barba, Senior Editor from America Amplified; Managing Editor Kate Concannon and Reporter Nate Hegyi from the Mountain West News Bureau; Vanessa de la Torre, Executive Editor of the New England News Collaborative; Donna Vestal, Managing Director of America Amplified; and Mark Contreras, President and CEO of Connecticut Public Broadcasting, Inc.

Ms. Merritt reported that this year has been unlike any other for journalists. Many had to begin working remotely to cover the important topics of 2020, including the upcoming presidential election. Public media journalists have been agile, innovative and resilient, and their coverage has earned record audiences, including digital audiences, over the past few months. Local Edward R. Murrow awards were recently given to 42 public media organizations. CPB's investments have helped prepare newsrooms for this pandemic environment and the Editorial

Integrity and Leadership Initiative has helped editors grapple with the editorial and management challenges that have arisen. CPB has supported the Public Media Editor Corps, a new effort to provide editorial support to small newsrooms that need seasoned editors to help guide their coverage. In addition, CPB's ongoing support to national programs and regional collaborations has advanced public media's ability to produce high-quality journalism. Today's panelists will provide a window into their preparations for election coverage and how they have been listening to their communities during this time of polarization.

Ms. Just thanked CPB for supporting the PBS NewsHour and reported that since March, she and her staff have been working remotely in order to stay safe. She reported on the importance of conveying to the PBS NewsHour audience that election night coverage will be different this year as it is anticipated that it will take days to determine the outcome of many races, due to the unprecedented number of mail-in ballots. PBS NewsHour is making it clear that they do not have a team of political scientists to project election winners and will instead rely on Associated Press data and projections. Ms. Just reported that their social media pages are also different this election and they are sharing their dashboard with as many stations as possible. PBS NewsHour has seen a large growth in online video views – up 45 percent in YouTube views; 300 percent on Facebook; and 600 percent on Instagram. This is reflective of the shift in how audiences are viewing content. Ms. Just reported that while they are gearing up for election coverage, she and her team are also covering the current news cycle which includes campaign coverage, candidate debates and the Supreme Court confirmation hearing for Amy Coney Barrett.

Ms. Merritt introduced America Amplified, a project that emerged after the 2016 election from a small group of stations interested in covering the next presidential campaign differently. Out of these discussions came the notion of listening and learning first in order to base reporting on what was important to communities and the people who live there. CPB then funded American Amplified, which has collaborated with RJC's across the country to bring community perspectives to local, regional and national coverage.

Ms. Barba reported that the team at America Amplified is focused on engagement and listening first. Their mission statement focuses on elevating diverse voices, building trust in local journalism, and deepening understanding of America's needs and aspirations. They launched a series spotlighting four rural communities across the country and charged reporters with cultivating relationships with the people in these communities. Reporters learned from this process and found unexpected stories in these rural areas. Ms. Barba reported on how America Amplified has found innovative ways to continue its approach to storytelling in a COVID-19 environment including audio diaries, utilizing social media and connecting through digital newsletters. They have used these tools to provide COVID-19 FAQ sheets for station websites and hosted Facebook live events about the pandemic and to answer election-related questions. America Amplified has laid the groundwork for engaged journalism and shares its strategies in a community engagement playbook that is constantly revised, updated and shared. On the national level America Amplified launched a live talk show in April, *America Amplified: Life, Community and COVID-19*. The team is now focused on a limited-run talk show series on the election.

Ms. Barba reported the everything America Amplified has learned and accomplished in 2020 has been designed to inspire long-term change to the system. They have convened training sessions at all levels, helped stations track the diversity in their shows and stories, and are

strengthening engagement. This project has helped public media re-establish its role for and about the communities it serves.

Several board members commended Mes. Barba and Vestal for their work to amplify different voices and approaches to storytelling. Ms. Ross requested an update from America Amplified in six months to see how the project has progressed following the election.

Ms. Merritt introduced an America Amplified partner, the Mountain West News Bureau, which is applying the idea of engagement to their reporting. Ms. Concannon reported that the Mountain West News Bureau (MWNB) covers Wyoming, Idaho, New Mexico, Colorado, Montana and Utah and reports on shared issues including growth, land use and energy exploration. MWNB has a small newsroom and limited budget, and with the help of CPB funding in 2018 has been able to expand newsroom capacity and help combat the decline of local newspapers, a problem that has been worsening in the pandemic. MWNB has utilized America Amplified's tools for listening to rural America in their own regional coverage during the pandemic.

Mr. Hegyi, MWNB's rural reporter, reported on how he engaged with residents of rural America during his bicycle journey along the Continental Divide as part of his coverage of election issues. He noted themes and concerns related to political polarization and how population growth, immigration, and gentrification changes affect communities and their sense of belonging. Mr. Hegyi stated public media's mission helps address these issues by taking audiences to new places and providing thoughtful forums for discussing these topics. Ms. Calvert commended this project and its focus on what Americans have in common.

Ms. Merritt introduced Ms. de la Torre, a fellow in the Editorial Integrity and Leadership Initiative and a former reporter in the CPB-funded Sharing America collaborative. Ms. de la Torre reported on the stations that make up the New England News Collaborative (NENC), which spans six states and reaches 15 million people. The NENC has addressed the challenges of 2020 through collaborations, producing 600 stories related to COVID-19. NENC has participated in 11 regional America Amplified specials, the first focused on Super Tuesday when half of the New England states held a primary election. When the pandemic hit, NENC pivoted to call-in shows and pre-produced specials that covered not just the election but also race relations in New England. NENC will continue the regional talk-show model after the election. Leading up to election day, Ms. de la Torre is meeting with stations to discuss coverage of mail-in ballots, polling conflicts, and close elections in Maine and New Hampshire. NENC plans to bolster its news hub and focus on New England's changing demography and related issues of diversity, equity, and inclusion. The NENC will develop best practices for reaching younger, more diverse audiences and maintain these principles when covering the election.

There were no further questions for the guest speakers and Chair Ramer thanked everyone for their reports.

*Chair Ramer convened a break at 4:27 pm Eastern Time.
Public session resumed at 4:38 pm Eastern Time.*

Education Update – “By / With / For Youth: Inspiring Next Gen Public Media Audiences”

Chair Ramer welcomed guest speakers Michael Preston, Executive Director of the Joan Ganz Cooney Center and Milton Chen, Senior Fellow and Executive Director, Emeritus of The George Lucas Educational Foundation.

Ms. Sanchez reported that in early 2020 CPB began working with the Joan Ganz Cooney Center to help public media connect and engage with youth (ages 8-18) through content that can make a positive difference in their lives. This project, “By / With / For Youth: Inspiring Next Gen Public Media Audiences,” allows public media to help these youth define their needs, encourage creativity, civic participation, learning, and involvement and interactions with media. CPB and the Joan Ganz Cooney Center engaged researchers, thought leaders, media professionals and academic scholars in a review of youth media habits to identify gaps and areas of need for youth development. CPB and the Joan Ganz Cooney Center met with public media stations and producers (40 total) to discuss challenges, solutions and develop new design ideas. This work will be summarized in a set of recommendations for CPB and public media to consider. Mr. Preston has been leading this work on behalf of the Joan Ganz Cooney Center at Sesame Workshop.

Mr. Preston reported that the Joan Ganz Cooney Center was founded in 2007 to follow children as they grew out of *Sesame Street*. The Center is now a leader in researching digital media and technology for children. The Center’s goals are to 1) conduct research and develop business case studies; 2) build community through partnerships and convenings; and 3) identify opportunities for future development of digital media, technology and impact by focusing the field on issues that matter.

Mr. Preston reported that the Joan Ganz Cooney Center fosters local partnerships for public media stations and expands the role public media can play for teens and tweens as these age groups engage media. Research shows the “Gen Z” age group tends to be digital natives that are more likely to attend college and are more accepting of changing definitions of family, gender, and sexual identity. This information has focused the Next Gen Public Media project on youth media research to identify where youth are underserved and to provide meaningful alternatives to current media offerings through both digital and non-traditional media platforms. The project also focuses on spurring innovation in the public media community to develop new approaches for audience engagement. Research and analysis began in the spring with virtual interviews and the data findings have been converted into a literature review. While the results are not ready to be shared, there are several themes that have emerged from the work thus far that will guide the scope of the project for the remainder of the year.

Mr. Chen reported that the project is surfacing important opportunities to serve this specific age group. The “by/with/for” approach illustrates the evolution of public media – it is even more powerful when parents and teachers know how to use public media content and resources after a program has aired. The connection that is being made with the Next Gen Public Media project is that public media content is not just media you can view, but also media you can create. With technology playing such a large role in the life of tween and teens today, it is a critical time to teach them to work together to make media a way to learn about their communities. The 10 to 17-year-old age group is ready and eager to be educated not just in traditional education topics but in media literacy and creation.

Mr. Chen reported that with media tools available on computers and phones, this young audience is able to make, edit and upload content to the internet all on their own. This civic engagement plays right into public media’s mission to create a new and more active democracy. These youth media projects can help reenergize today’s young people with core values of engagement, diversity and collaboration, which is especially important during these difficult times. Mr. Chen reported on the philanthropic opportunities of this project and for local stations to engage community organizations.

Discussion ensued about technology and this age group's struggle to develop social communication skills. Messrs. Chen and Preston reported that this project refocuses digital tools and invites youth to become more interested in communicating and finding their inherent ways to communicate. Ms. Sanchez reported that the design of this project is inherently local, so stations are the conduit to the young people of their communities and are able to address the specific diverse needs of those children. Chair Ramer thanked everyone for their report.

Adjournment

By common consent, the meeting adjourned for the day at 5:18 pm Eastern Time.

Public Session

Public session resumed on Wednesday, October 14, 2020 at 2:02 pm Eastern Time.

Annual Review of Conflict of Interests Disclosure Form and Code of Ethics

Mr. Smithers reported that each year, board members are required to review CPB's Conflict of Interests Policy and Code of Ethics; disclose any possible personal, familial, household, business or fiduciary relationship that reasonably could give rise to a conflict of interests or the appearance of a conflict of interests; and acknowledge by his or her signature that he or she is acting in accordance with such policy. Mr. Smithers asked that the Board complete and return the two forms at their earliest convenience. There were no questions for Mr. Smithers.

Discussion: Calendar Year 2021 Meeting Dates and Locations

Chair Ramer invited discussion regarding board meeting dates and locations for the 2021 calendar year. It was decided that all 2021 meetings will be held virtually and a follow-up discussion could take place should it become appropriate to change meeting locations to Washington, D.C. or a city with a public media station.

Resolution

Following discussion and upon motion made, seconded, and carried, the following schedule was adopted (*6 in favor; 2 abstentions*):

March 2 from 2:00 – 5:00 pm ET

April 21-22

June 28-29

October 6-7

December 1-2

Extension for Researching the TV Community Service Grant Second Base Grant Policy

Ms. Arno reported that this time last year the CPB Board approved seven public television Community Service (CSG) policy recommendations, among them a recommendation regarding the TV CSG base grant merger policy. The current policy states that when two CSG-qualified grantees merge, CPB can provide the merged entity with two base grants for at least four years. Last year's recommendation stated that CPB retain this base grant merger policy for one year while research commenced regarding the optimal amount of time that merged entities need to continue receiving base grants at pre-merger levels. Upon early research findings, it was discovered that other CPB-supported mergers needed to be studied, specifically those that are a

part of the Collaborative Operations and Services grant program and the One Executive Management Grant program. Management is requesting more time to research and study the base grant merger policy in conjunction with the evaluation of the Collaborative Operations and Services program, as stated in the resolution found in the materials.

Chair Ramer and Ms. Sembler asked about the focus of the analyses. Ms. Arno and Merritt reported that CPB will examine new revenue streams generated from current and past mergers, between radio and radio, television and television, and radio and television – all of which are very different and have varying components. Ms. Arno reported that the current policy would remain in place in 2021. CPB will report to the Board on a recommendation to be put in place for the next CSG cycle.

Resolution

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

Future Agenda Items

Chair Ramer asked for suggestions for future agenda items. Ms. Calvert requested an updated on the American Archive of Public Media project at the next meeting, and a discussion on the upcoming semiquincentennial at a future meeting. Chair Ramer suggested a discussion of a virtual board retreat at a future meeting as well.

Review of Business Plan

Mr. Levy reported that CPB's FY 2021-2023 business plan is guided by the Board's Goals and Objectives, strategic priorities, and the three Ds: Digital; Diversity; and Dialogue. CPB's business plan provides the framework for CPB to adapt to multi-year challenges and continuous changes to the media landscape. It allows for alignment of CPB's daily operations and funding priorities to public media's mission.

Mr. Levy reported that this year's challenges have impacted all public media stations and content producers, and throughout the disruption, public media has continued to serve the American people by providing fact-based reporting and educational resources.

Executive Session

At 2:38 pm Eastern Time, Chair Ramer 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 October 13-14, 2020.]