

MINUTES
TELEPHONIC PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Wednesday, October 6 – Thursday, October 7, 2021

Call to Order

Chair Ramer called to order the public session of the Board of Directors at 2:01 pm Eastern Time on Wednesday, October 6, 2021. 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;
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 Experience;
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
Sarah Kildall, Board Affairs, Manager.

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 10 through 16. 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 June 28, 2021. Upon motion duly made and seconded, the minutes were approved as presented.

Chair and Directors' Remarks

Chair Ramer reported that on October 1, CPB received its FY 2022 general appropriation of \$465 million, which represents an increase of \$20 million from previous years, and thanked the Board, Ms. Harrison, CPB management and CPB's government affairs team Anne Brachman and Clayton Barsoum. Chair Ramer also welcomed Stacey Decker, CPB's new senior vice president of innovation and system strategies.

Chair Ramer noted for the record that the CPB Board unanimously approved three resolutions through written consent since the last board meeting: 1) a resolution authorizing funding for a specific contract related to CPB's digital transformation work; 2) a resolution authorizing CPB's proposed music licensing agreements; and 3) a resolution updating CPB's bylaws.

Chair Ramer invited fellow board members to make remarks. Ms. Calvert reported on the September 20 PBS Station Services Committee Content Evaluation meeting that she attended as the CPB Board's designee. Discussion topics included viewership and the increase in online viewers; program evaluations for 2021; and funding. There was also discussion about improving access and reach, including working to get the PBS app on newly manufactured smart televisions. Ms. Calvert noted that she inquired about potential partnerships between PBS and international production teams like the Australian BBC or Canada's CBC to broaden the scope of public media programming. There were no further remarks from board members.

Resolution of Condolence Leanne Ka'iulani Ferrer

Ms. Hellreich read aloud the resolution of condolence for the family and colleagues of Leanne Ka'iulani Ferrer, Executive Director of Pacific Islanders in Communications (PIC). Chair Ramer asked for a motion to adopt the resolution of condolence. Upon motion duly made and seconded, the resolution was unanimously approved.

Election of Board Chair and Vice Chair

Chair Ramer 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 the Board and CPB management for their dedication and support over his last two years serving as chairman. Chair Ramer also expressed appreciation to Ms. Ross for her leadership as vice chair and commitment to public media.

Amb. Mandell 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. Calvert 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 re-elect Ms. Ross to serve as vice chair.

President's Report

Ms. Harrison congratulated Chair Ramer and Vice Chair Ross on their re-election and thanked the Board for its leadership through another year of disruption. She also thanked Amb. Mandell and members of the Audit and Finance Committee for their important role in stewarding the appropriation.

Ms. Harrison referenced her annual report and self-assessment, provided to the Board on October 1, noting that FY 2021 was shaped by the ongoing pandemic; a disputed presidential election; an attack on the U.S. Capitol; the ratification of the election; the development of viable COVID-19 vaccines; the emergence of a virus variant; and a national dialogue about race in America. Public media's role, with CPB support, was to report on all of these national issues while also connecting locally as stations served their communities with both educational and lifesaving, fact-based content and information. On the local level, CPB moved quickly to help stations combat misinformation with trusted content and provided \$275,000 through emergency grants to 14 stations. In a separate funding effort, CPB awarded more than \$300,000 to Native Public Media and KTSU-FM for COVID-19 public outreach through 51 public radio stations serving Native and Black communities. Nationally, CPB's funding of PBS NewsHour and NPR made possible public media's finest journalism and reporting on the pandemic as well as on issues confronting America's civil society. She thanked Kathy Merritt, senior vice president of journalism, radio and CSG services, and her team for their efforts.

Ms. Harrison reported that CPB continued its commitment to diversity, equity and inclusion through increased financial support for the National Multicultural Alliance; funding for the public media workforce collaborative, an initiative comprising four stations addressing workplace diversity issues, led by Ideastream Public Media; continued support of Firelight Media and its efforts to increase diversity of public media content. Diversity is also reflected in CPB-supported children's content including the new series *Alma's Way*, produced by Fred Rogers Productions and created by Sonia Manzano ("Maria" from *Sesame Street*). This month focused on Hispanic Heritage and CPB-funded programs included *La Frontera*; American Masters and Latino Public Broadcasting's production of *Rita Moreno: Just a Girl Who Decided to Go for It*, and VOCES specials. She recognized Kathryn Washington, senior vice president of television content, and her team for their work.

Ms. Harrison reported on CPB's work with the Joan Ganz Cooney Center to identify how public media can serve a generation of young people – teens and tweens – an effort led by Deb Sanchez, senior vice president of educational media and learning experience, and her team. Ms. Harrison reported on a grant to three public radio stations to implement the Urban Alternative format and reach young multicultural audiences. Ms. Harrison reported on virtual

engagement opportunities in the public media system and engagement work surrounding national productions, led by Stephanie Aaronson, senior vice president of engagement, and her team.

CPB continues internal diversity, equity and inclusion (DEI) work and has created a new position, senior vice president of human resources and DEI.

Ms. Harrison reported that CPB's funding and leadership are also essential in advancing public media's digital initiatives. CPB supports the digital transformation program and is working with stations and national partners through the NextGen TV transition and to achieve a more efficient and cost-effective public media interconnection system. This work has been carried out and will continue with the efforts of vice presidents Beth Jacobs and Beth Walsh, and senior vice presidents Kathy Merritt and Stacey Decker.

Ms. Harrison recognized the work of senior vice president of government affairs, Anne Brachman and vice president of communications, Brendan Daly for keeping members of Congress apprised of the work of public media and its stations and implementing a multi-faceted messaging strategy to amplify the work of CPB and public media partners.

Ms. Harrison provided an update on CPB's appropriation, noting that Congress passed a continuing resolution to fund the government through December 3 in order to finalize the FY 2022 appropriation bills. These final bills are expected to provide funding for interconnection, Ready To Learn and Homeland Security Equipment. Outside of the regular appropriations process, Congress is also negotiating infrastructure and reconciliation packages. CPB's \$20 million Homeland Security Equipment request is currently included in both the House and Senate reconciliation packages and CPB remains hopeful that this important funding remains in any final negotiated bill. Ms. Harrison concluded her report.

Chair Ramer and board members commended Ms. Harrison and CPB management for their extraordinary work under these difficult circumstances.

Committee Chair Report – Audit and Finance Committee

Committee Chair Mandell reported that the Audit and Finance Committee met on August 16. Participants included committee members Mses. Calvert and Ross, Chair Ramer, ex officio and board member Ms. Hellreich. The Committee received an update from Ms. Harrison on CPB's appropriation, reviewed CPB's FY 2020 IRS Form 990 with Grant Thornton and reviewed and approved Grant Thornton's FY 2021 audit plan. The Committee further reviewed and approved CPB's proposed FY 2022 operating budget and received an update from Inspector General Kimberly Howell, who also reported on the proposed FY 2023 operating budget for the Office of the Inspector General, which was approved by the Committee. Mr. Tayman reported on CPB's financial statements through June 30 and in executive session the Committee reviewed the supplemental financial reports through June 30 and the supplemental schedules to CPB's proposed FY 2022 operating budget, received a report from Mr. Levy on CPB's digital transformation program and discussed a personnel matter. Committee Chair Mandell concluded his report.

FY 2022 Proposed Operating Budget and Resolution

Mr. Tayman reported on CPB's proposed FY 2022 Operating Budget, which includes the base appropriation of \$465 million. CPB follows the statutory guidelines of allocating no more than six percent of the base appropriation for system support, five percent for CPB administration and the rest split 75 percent/25percent between television and radio.

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

Annual Code of Ethics Certification and Review of Conflicts of Interest Policy

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 reported that the Board has been provided with a conflicts of interest disclosure form under separate cover and requested that the forms be completed and returned.

Discussion: Calendar Year 2022 Meeting Dates and Locations

Chair Ramer invited discussion regarding board meeting dates and locations for the 2022 calendar year.

Resolution

Following discussion and upon motion made, seconded, and carried, the following schedule was adopted unanimously:

- February 15 (virtual)
- April 5-6 (virtual)
- June 14-15 (virtual)
- October 12-13 (virtual)
- December 5-6 (virtual)

Future Agenda Items

Chair Ramer asked that any suggestions for future agenda items be sent to Vice Chair Ross, Ms. Safon and himself.

At 2:53 pm Eastern Time, Chair Ramer called for a break

The meeting resumed at 3:18 pm Eastern Time in executive session.

[The minutes for these discussions are contained in the executive session record of October 6-7, 2021.]

The meeting adjourned for the day in executive session.