

**MINUTES  
PUBLIC SESSION  
BOARD OF DIRECTORS  
CORPORATION FOR PUBLIC BROADCASTING  
WASHINGTON, D.C.  
Monday, December 3, 2018**

**Call to Order**

Chair Ramer called to order the public session of the Board of Directors at 9:37 a.m. Eastern Time. The following directors participated

Bruce Ramer, Chair;  
Patty Cahill, Vice Chair;  
Ruby Calvert;  
Judith Davenport;  
Lori Gilbert;  
Laura G. Ross; and  
Liz Sembler.

Howard Husock was absent.

The following officers and staff were also in attendance:

Patricia Harrison, President and Chief Executive Officer;  
Steve Altman, Executive Vice President and Chief Policy and Business Affairs Officer;  
Michael Levy, Executive Vice President and Chief Operating Officer;  
Teresa Safon, 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, Government Affairs;  
Tish King, Senior Vice President, Communications;  
Ted Krichels, Senior Vice President, System Development and Media Strategy;  
Kathy Merritt, Senior Vice President, Journalism and Radio;  
Maja Mrkoci, Senior Vice President, TV Content and Innovation;  
Deb Sanchez, Senior Vice President, Education and Children's Content Operations;  
Mary Mitchelson, Inspector General; and  
Sarah Kildall, Board Affairs Manager.

The following guests were also in attendance:

Deborah L. Acklin, President and CEO, WQED;  
Peter Kennedy, Principal, PRM Consulting Group;  
Jan Schaffer, Ombudsman, CPB; and  
Andrew Weir, Senior Compensation Consultant, PRM Consulting Group.

**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 5 through 9. Upon motion duly made and seconded, the agenda was adopted as presented. *(7 in favor, 1 absent)*

### **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 October 15-16, 2018. Upon motion duly made and seconded, the minutes were approved as presented. *(7 in favor, 1 absent)*

### **Chair's and Directors' Remarks**

The Board observed a moment of silence in honor of the late President George H.W. Bush, who passed away on November 30.

Chair Ramer thanked the Board for electing him to serve as chair alongside Vice Chair Cahill and CPB management and staff for their work in preparing the meeting materials.

#### *Resolution of Appreciation for Lori Gilbert*

Chair Ramer expressed his thanks on behalf of the Board to Ms. Gilbert for her years of board service and leadership and called for a motion to approve the resolution of appreciation in the meeting materials. Upon motion duly made and seconded, the Board approved the resolution. *(7 in favor, 1 absent)*

#### *Resolution of Appreciation for Howard Husock*

Chair Ramer called for a motion to approve the resolution of appreciation for Mr. Husock, whose term on the Board was also expiring. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

#### *Resolution of Board Committee Appointments*

Chair Ramer noted that the confirmation of several nominees to the CPB Board was pending in the Senate. Chair Ramer and Vice Chair Cahill recommended that appointments to CPB's board committees be deferred until the nominees were confirmed except for appointments to the Audit and Finance Committee, as the committee must meet in early 2019. Chair Ramer called for a motion to appoint board members Cahill, Sembler and Ross to the Audit and Finance Committee with Ms. Sembler as committee chair. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

### **President's Report**

Ms. Harrison thanked the Executive Compensation and Corporate Governance Committees for their consideration of CPB's performance and compensation program which will be discussed further at this board meeting.

Ms. Harrison reported that on October 11, 2018, she represented CPB at the U.S. Chamber of Commerce's Talent Forward Summit, an annual event that brings together the chief executive officers of major industries, White House policymakers and workforce development and education partners. CPB was invited because of the achievements of CPB's American Graduate initiative which has been receiving recognition on the Hill and with businesses for its focus on closing the work skills gap.

At the conference, CPB showcased the work of public media stations who are matching workers with training for new jobs. U.S. Chamber of Commerce CEO Tom Donohue congratulated CPB for addressing this important issue.

Ms. Harrison reported that on November 14, 2018, she spoke to more than 600 content creators and podcasters at New York Public Radio's Werk It Festival, in Queens, New York, about CPB's support for the festival, diversity and their innovative work.

Ms. Harrison reported on CPB's support for the broadcast of the Concert for Peace and Unity at Heinz Hall in Pittsburgh, honoring the victims of the massacre at the Tree of Life Synagogue and the heroism of the first responders. Ms. Harrison thanked Ms. Davenport and Ms. Sembler for their attendance and noted that Ms. Acklin from WQED would be reporting more on this event later in the meeting.

Ms. Harrison lastly reported on the recent devastating earthquake in Alaska and CPB's response to the affected public broadcasting stations. Ms. Harrison concluded her report.

Ms. Ross thanked Ms. Harrison for her timely email to the Board following the tragedy in Pittsburgh and for CPB's leadership role in supporting the grieving community.

### **Pittsburgh Public Television Station WQED and The Tree of Life Tragedy**

Ms. Acklin reported on the Pittsburgh community's reaction to the tragedy at the Tree of Life Synagogue and the support the community has received. Pittsburgh's public media stations have been active in covering the tragedy, united in a time of need to keep the community informed and engaging with the community in the healing process. Pittsburgh's public radio station worked to provide immediate and continuous coverage of the shooting. WQED interviewed members of the community and the leaders of various faith-based organizations. With CPB support, WQED worked with the Pittsburgh Symphony Orchestra to broadcast the Concert for Peace and Unity to honor those killed and injured, recognize the work of first responders, and help the community heal.

Ms. Acklin presented a clip of the WQED taping of the Concert for Peace and Unity, which will air on PBS on December 11, 2018. Chair Ramer thanked Ms. Acklin for her report and her station's work.

*Chair Ramer called for a break at 10:24 p.m. Eastern Time.*

### **Executive Session**

At 10:47 a.m. Eastern Time the meeting resumed in executive session.

*[The minutes for these discussions are contained in the executive session record of December 3, 2018.]*

*The meeting adjourned for lunch at 12:45 p.m. Eastern Time.*

**Public Session**

Public session resumed at 3:02 p.m. Eastern Time.

**Resolution re Congressional Budget Justification Update**

Chair Ramer called for a motion to approve the resolution authorizing CPB management to submit a revised budget request to Congress. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

**Discuss Goals and Objectives**

Mr. Levy reported on the CPB's Goals and Objectives which are set by the Board and guide CPB management's strategic priorities. Ms. Davenport commended the emphasis on innovation in public media in the Goals and Objectives. Chair Ramer asked that any suggested edits to the Goals and Objectives be directed to himself and Mr. Levy.

**Future Agenda Items***Resolution re Calendar Year 2019 Meeting Dates*

Chair Ramer proposed a change to the 2019 board meeting schedule and asked that the February meeting be moved to March. Discussion ensued, resulting in the following dates and locations for the 2019 board meeting schedule:

- March 18-19 (Washington, D.C.)
- A telephonic meeting to take place either April 15 or April 16
- June 17-18 (Location TBD)
- September 23-24 (Washington, D.C.)
- December 9-10 (Washington, D.C.)

Upon motion duly made, seconded, the schedule was adopted. *(7 in favor, 1 absent)*

**Adjournment**

The meeting adjourned at 3:20 p.m. Eastern Time.