

**MINUTES
PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Wednesday, October 12 – Thursday, October 13, 2022**

Call to Order

Chair Ramer called to order the public session of the Board of Directors at 9:39 am Eastern Time on Wednesday, October 12, 2022. The following directors were in attendance:

Bruce M. Ramer, Chair;
Laura G. Ross, Vice Chair, (attended virtually);
Ruby Calvert;
Miriam Hellreich;
Robert Mandell;
Tom Rothman; and
Liz Sembler (attended virtually).

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;
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 Experiences;
Kathryn Washington, Senior Vice President, Television Content;
Stephen Wilkins, Senior Vice President, Human Resources and DEI;
Stephen Wolfe, Chief Technology Officer, Senior Vice President, Information Technology;
Kimberly Howell, Inspector General;
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;
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:

Jon Abbott, President and CEO, GBH;
Seeta Pai, Executive Director of Education, GBH;
Sue Wilkins, Director of Social Studies Curriculum & Instruction, GBH;

David Isay, founder and president, StoryCorps;
 Sandra Clark, CEO, StoryCorps;
 Jeffrey Cole, Director of the Center for the Digital Future, USC Annenberg School for
 Communication and Journalism;
 Amy Sample, Vice President of Business Intelligence, PBS; and
 Ira Rubenstein, Chief Digital and Marketing Officer, PBS.

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 interest 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 the June 14-15, 2022, meeting. Upon motion duly made and seconded, the minutes were unanimously approved as presented.

Chair and Directors' Remarks

Chair Ramer welcomed the Board, CPB staff and members of the public to the in-person and virtual meeting. He also welcomed guest speakers Jon Abbott, President and CEO, GBH; Seeta Pai, Executive Director of Education, GBH; Sue Wilkins, Director of Social Studies Curriculum & Instruction, GBH; Dave Isay, President, StoryCorps; Sandra Clark, CEO, StoryCorps; Jeffrey Cole, Director of the Center for the Digital Future, USC Annenberg School for Communication and Journalism; Amy Sample, Vice President of Business Intelligence, PBS; Ira Rubenstein, Chief Digital and Marketing Officer, PBS.

Chair Ramer noted that this meeting marks the conclusion of his chairmanship of the Board and thanked the CPB Board and management for their support and commitment.

Chair Ramer noted for the record that since its last meeting, the Board unanimously approved via written consent a resolution of condolence for public media colleague Daniel Tone from Nevada.

President's Report

Ms. Harrison reported that CPB began FY 2022 with a general appropriation of \$465 million, the first increase in a decade. In March 2022, Congress passed the FY 2022 omnibus spending bill that granted CPB an advance appropriation of \$525 million for FY 2024 (a \$50 million increase to CPB's base appropriation); \$20 million for interconnection; \$30.5 million for Ready To Learn (RTL); and \$40 million for FEMA's Next Generation Warning System (NGWS). Congress has not finalized the FY 2023 appropriations process, but the House and Senate have signaled full support of CPB's funding requests – \$565 million in FY 2025; \$60 million for interconnection and other infrastructure; level funding of \$40 million for FEMA's NGWS and \$30.5 million for RTL.

Ms. Harrison reported that CPB continues to direct resources to strengthening public media's journalism capacity, content and services. To combat misinformation about COVID-19 vaccine safety, CPB provided emergency grants to stations in communities with high infection rates and low vaccination levels, to work with local healthcare, education and government experts to provide factual information and reporting. CPB funded the expansion of the America Amplified initiative to 29 public media stations in 25 states to ensure Americans have basic facts on voting ahead of the midterm elections. CPB provided immediate funding to PBS NewsHour, NPR and PRX's THE WORLD to cover the Russian invasion of Ukraine.

Ms. Harrison reported that CPB continues to support civic education initiatives like GBH's U.S. History Collection for PBS LearningMedia. In September, CPB discussed the importance of civic education at the sixth Public Media Thought Leader Forum. CPB continues to work with "More Perfect," an initiative that promotes civic learning in ways that align with public media's work to strengthen civil society.

Ms. Harrison reported on CPB's support of the PBS Digital Immersion Project, the Digital Culture Accelerator Program, and CPB's guidance to stations regarding transitioning to ATSC 3.0. CPB has increased funding for content and talent connecting to diverse audiences and continues to support ITVS and the National Multicultural Alliance.

Ms. Harrison thanked Chair Ramer for his leadership and contributions to public media during his chairmanship of the CPB Board.

Committee Chair Report – Audit and Finance

Committee Chair Mandell reported that the Audit and Finance Committee met on August 9. Participants included committee members Calvert, Ross and Sembler. Chair Ramer also participated ex officio. The Committee received an update from Ms. Harrison on CPB's appropriation, approved CPB's proposed FY 2023 operating budget, reviewed CPB's FY 2021 IRS Form 990 and approved Grant Thornton's FY 2022 audit plan. The Committee received an update from Inspector General Kimberly Howell, and approved the FY 2024 operating budget for the Office of the Inspector General. The Committee reviewed CPB's financial statements through June 30 and, in executive session, supplemental financial reports through June 30 and the supplemental schedules to CPB's FY 2023 operating budget. The Committee also discussed a personnel matter. Committee Chair Mandell concluded his report and offered a motion to approve CPB's Proposed FY 2023 Operating Budget.

Resolution - FY 2023 Proposed Operating Budget

Chair Ramer called for a second to approve the resolution regarding CPB's proposed FY 2023 Operating Budget. The resolution was seconded and approved unanimously.

Update on GBH U.S. History Collection for PBS LearningMedia

Ms. Sanchez reported on PBS LearningMedia, a partnership between PBS and the GBH Educational Foundation to curate public media content to provide free media on demand to educators and students nationwide. As part of this work, GBH launched the U.S. History collection for PBS LearningMedia in August 2022. CPB provided GBH with \$1.5 million over two years to research and build this new interactive collection, which is guided by three priorities: 1) address the low engagement of students when learning about U.S. history; 2) help teachers build students' critical and historical thinking skills; and 3) provide students with media and materials that are engaging and relevant to their lives.

Mr. Abbott thanked the Board and Ms. Harrison for the opportunity to work with CPB on this project and noted CPB's support for GBH's education mission has been invaluable for the creation of content, experimentation, the push for greater inclusivity, and ensuring that GBH and public media's work is engaging and effective for each new generation of learners. PBS LearningMedia resources align with local curriculum standards and are readily available to any community. These resources are made with, by, and for teachers.

Ms. Pai reported on GBH's research findings, noting that short videos are effective in helping students visualize the past and make connections to the present. The research also identified factors that add to student disengagement and where teachers seek support and resources. Ms. Pai reported that the U.S. History collection presents resources from 16 periods of U.S. history. It was designed to increase student interest and engagement and one of the key avenues for engaging students is through high quality media. The U.S. History collection elevates untold stories and diverse perspectives while retaining alignment with conventional U.S. history curriculum topics and standards. By the conclusion of this grant period, the collection will have close to 400 resources with a minimum of 1,000 support materials, including 50 new interactive resources and a seven-episode video series. Additionally, GBH worked with eight public media producers who collectively contributed over 100 resources to the collection.

Ms. Wilkins demonstrated the PBS LearningMedia platform and the U.S. History resources, noting new interactive lessons that allow students to learn at their own pace. She reviewed the media and support materials for teachers and students including video clips and accompanying transcripts, discussion questions, background readings, teaching tips, questions for students, and activities to guide students through various timelines.

Ms. Pai reported that the U.S. History collection will not be fully populated until the end of the year but there is already significant user engagement – resource pages have been visited by 50,000 users generating 180,000 video plays. GBH is continuing to track the reach of the collection and how its use affects teaching and learning. GBH plans to build a civics collection similar to the U.S. History collection, working alongside educators, youth and public media colleagues.

Ms. Calvert asked about PBS LearningMedia's resources on Native American history. Ms. Pai reported that GBH has been able to draw on public media resources to build several modules on Native American and indigenous peoples, and plans to create more. Ms. Hellreich asked how PBS LearningMedia can help students who lack basic historical or civic knowledge. Ms. Wilkins reported that PBS LearningMedia provides teachers with guidance about what should be covered before each module so that students have historical context. There is also an "after viewing" section that provides discussion questions for students and brings them back to key points. Ms. Sembler asked about how GBH works with state education departments, some of which have strict legislation on what can be taught in the classroom. Ms. Pai reported that the key is networking with stations to bring content into the classrooms. Ms. Wilkins noted that the goal is to help teachers make an informed decision about using PBS LearningMedia as a learning resource for their classroom. Amb. Mandell expressed concern that the audience for this is too limited. Mr. Abbott reported that he and his team are looking at the data and working to find ways to connect with more communities, stakeholders, and teachers.

Chair Ramer thanked Mr. Abbott and Ms. Sanchez, Pai and Wilkins for their report.

Update on StoryCorps Initiative “One Small Step”

Chair Ramer welcomed Dave Isay, founder and president of StoryCorps, and Sandra Clark, CEO of StoryCorps. Ms. Clark spoke about her background in public media, and her own connection, as a child of a veteran, to the StoryCorps’ Military Voices Initiative (MVI). Ms. Clark expressed gratitude to Chair Ramer and Ms. Hellreich for recording StoryCorps interviews with family members and friends.

Ms. Clark shared an excerpt from an interview of a Marine discussing his military experiences with his father. She also presented a clip from *60 Minutes* about StoryCorps’ One Small Step initiative.

Mr. Isay reported that five years ago the StoryCorps team, increasingly concerned about political divisions in the United States, developed and launched One Small Step. The initiative has expanded, and last year, after testing a new interview methodology, it launched in three new cities – Fresno, California, Wichita, Kansas and Richmond, Virginia. Mr. Isay reported on the research findings that have guided their work and how surveys show that the majority of Americans, regardless of political affiliation, support the goals of One Small Step and would be interested in participating in an interview.

Chair Ramer thanked Ms. Clark and Mr. Isay for their update.

Media Landscape Discussion

Chair Ramer welcomed Jeffrey Cole, Director of the Center for the Digital Future at the USC Annenberg School for Communication and Journalism. Dr. Cole has been at the forefront of media and communication technology issues in the United States and internationally for more than 30 years. He founded the World Internet Project, a long-term longitudinal look at the effects of computer and Internet technology on all aspects of society.

Dr. Cole reported on the growth of technology companies in recent years. He also reported on the impact of the pandemic on the film and entertainment industry. Pandemic lockdowns forced movie theaters to close, many theater chains teetered on the verge of bankruptcy, and it was unclear if people would ever return to movie theaters.

Dr. Cole reported on how movie studios responded to the crisis. It became a time for movie studios to experiment with movie releases, subscriptions, fees for viewing, release windows, and simultaneous theater and online releases. Streaming grew during the pandemic and Netflix benefited from having an extensive inventory of content and gained many subscribers. Local public, broadcast and cable viewership also increased. However, as the pandemic waned, streaming subscriptions declined and the market became more competitive. Streamers struggled for revenue to compensate for declining subscriptions, adopting strategies for subsidies such as partnering with telecommunications providers. For example, customers who signed up for Verizon could receive free Disney plus.

Dr. Cole reported on the trends in broadcasting. Commercial broadcasters have begun streaming services. Sports events, which have been lucrative for broadcasters, are becoming too expensive for broadcasters and noted that broadcasting will decline further in the next years.

Dr. Cole noted that the period of the pandemic was the most likely time for the demise of movie theaters. However, ultimately, people began returning to theaters and the movie theater experience prevailed.

Chair Ramer thanked Dr. Cole for his remarks.

The meeting adjourned for lunch at 12:35 pm Eastern Time.

The meeting resumed in executive session at 1:15 pm Eastern Time on Wednesday, October 12, 2022 and adjourned for the day in executive session.

[The minutes for these discussions are contained in the executive session record of October 12-13, 2022.]

Public Session

Public session resumed at 11:42 am Eastern Time on Thursday, October 13, 2022.

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 reviewed the fiduciary duties of the Board, noting that the duty of loyalty means putting the interests of the Corporation before personal interests.

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 submitted.

Discussion of Calendar Year 2023 Meeting Dates and Locations

Chair Ramer invited discussion regarding board meeting dates and locations for the 2023 calendar year. In light of news reports about rising rates of virus transmission, discussion ensued regarding the format of the December 2022 board meeting as well.

Resolution re 2023 Meeting Dates

Following discussion, and upon motion made, seconded, and carried, the following 2023 schedule was adopted unanimously:

- Wednesday, February 15, 2:00 – 5:00 p.m. ET (Virtual)
- Wednesday, April 19 – Thursday, April 20 Washington, D.C.
- Wednesday, June 21 – Thursday, June 22 Washington, D.C.
- Monday, October 16 – Tuesday, October 17 Washington, D.C.
- Monday, December 11 – Tuesday, December 12 Washington, D.C.

Election of Chair and Vice Chair

Chair Ramer thanked the Board and management for their support throughout his tenure. Chair Ramer nominated Ms. Ross to serve as the next 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. 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 procedures and elect Ms. Ross by acclamation as chair of the Board.

Ms. Hellreich nominated Ms. Calvert 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 elected Ms. Calvert to serve as vice chair.

Ms. Ross expressed his gratitude to the Board for electing her to serve as chair. Ms. Calvert presented Chair Ramer with a commemorative gavel on behalf of CPB in appreciation for his service as chair. Board members thanked Chair Ramer for his leadership, dedication and service to CPB these past three years.

Future Agenda Items

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

Adjournment

The meeting adjourned at 12:01 pm Eastern Time.