

**Public Access Corporation of the District of Columbia
Board of Directors**

901 Newton Street, NE
Washington DC
Brooks Room

**Regular Meeting Minutes
March 13, 2019**

Present: Kojo Nnamdi, Chair; Cynthiana Lightfoot, Secretary; Kevin Goldberg; Michael Freedman, Barbara Davis Blum. Nantz Rickard, President & CEO; Hafeez Kazim, VP Finance & Administration. Guest: Antwone Harris, Platinum Bridge.

Call to Order. Nnamdi called the meeting to order and welcomed everybody.

Agenda. Nnamdi proposed to revise the regular order of the meeting Agenda to move the Investment Committee Report to follow the Chair's Report.

There was no objection.

Minutes. Nnamdi introduced the first item of business, approval of Minutes. Blum moved to approve the minutes of November 8, 2018. Lightfoot seconded. The motion carried unanimously.

Chair's Report. Nnamdi presented the Chair's Report.

Nnamdi summarized the main business of the meeting: consideration of a recommendation for changes to the Corporate Participation Structure. Welcoming Antwone Harris of Platinum Bridge, Nnamdi said Harris is present to assist the Investment Committee in providing information and responding to questions.

Nnamdi reported the audit and annual report were delivered to the Council on time December 19, in accordance with the statute that created DCTV and the Bylaws. The statute requires the audit be submitted by 120 business days after the end of our fiscal year that ends June 30. It was submitted electronically to the Council Secretary, and so the audit and annual report were entered into the Council's legislative database and are available to the public. It was also submitted directly to Councilmember Brandon Todd, who chairs the Committee on Government Operations—the committee designated to receive information from DCTV.

Nnamdi reported DCTV has now been reassigned to the Committee on Business and Economic Development, which has oversight of cable television franchises and the Office of Cable Television Film Music and Entertainment.

Nnamdi said again this year, and for the foreseeable future, the Board will be considering the next fiscal year budget at the third meeting of the fiscal year, rather than as we have in the past at this second meeting of the fiscal year. With so much being developed to implement the strategic plan, this later date allows the extra time needed to make adjustments to the next fiscal year that

may result from changes to organization needs due to the Strategic Plan. After the budget is approved, it will be sent to Councilmember Kenyan McDuffie, Chair of the Council Committee on Business and Economic Development.

Nnamdi reported that in the previous Board meeting, we heard from guests who had ideas, suggestions and questions. Except for the request for more information from the Nominating Committee about criteria for candidates for the Board of Directors, which we responded to then, all of the remaining items raised fall under the responsibility of staff. I had Nantz address each suggestion or concern during that meeting, and those items that required follow up are in the President's Report for this meeting.

Nnamdi noted that there are items to be updated in Executive Session involving legal and contractual matters. For the items in this Executive Session, it can be held after all other business, so it is placed most conveniently on the Agenda for the public.

There were no questions.

Investment Committee. Nnamdi asked Freedman to present the Investment Committee Report. Freedman welcomed Antwone Harris of Platinum Bridge, and asked him to provide an update. Harris provided an in-depth report and responded to questions.

Freedman suggested the Investment Committee may want to review the balance of cash versus investments.

Nnamdi thanked Harris, and thanked Freedman for leading the Investment Committee, and the good work of the committee.

President's Report. Rickard offered the President's Report. Rickard reported:

Franchise Agreements

Rickard reported that the new Comcast cable franchise agreement and RCN open video system agreements have been approved by the Council, and were effective February 22, 2019.

The new agreements will provide:

- 10 year agreements with 5-year renewal option
- Funding and process for dedicated funding 1% of gross revenues is preserved
- Will continue to receive share of 1% PEG funding for capital
- In addition to the current standard definition channels available to all subscribers, DCTV will have 1 HD channel on Comcast, and 2 HD channels on RCN, accessible to all subscribers that can receive any other HD channel, without additional equipment or cost.
- Both cable operators will provide advertising spots on their cable system channels to support PEG marketing, advertising and promotion.
- The new agreements provide important standards for signal quality, channel functionality and the dial locations of PEG channels.
 - DCTV channels are as accessible, recordable, viewable and available at a quality equal to the quality of the twenty (20) most popular commercial cable channels

including that viewers with appropriate equipment can schedule and record programming on our channels to time-shift their viewing.

- If the PEG channel dial location/numbers need to be changed, the channel numbers will be assigned a number near the other local broadcast stations (in both SD and HD formats) or if that is not possible, to be negotiated with the District for an alternative location reasonable for the PEG channels and for viewers, such as near news or public affairs programming.
- The Cable operators will carry on their onscreen menus and programming guides the channel names, individual program names, individual program descriptions, accessibility information (availability of closed captioning and video description) and other information for the PEG Channels in the same manner and level of detail as carried for local broadcast channels.
- Cable operators will transmit our signals without charge and without material degradation. Cable operators will continue to respond quickly to resolve any transmission issues that may arise.

Follow Up Regarding Member Questions & Suggestions

Rickard reported on the questions and suggestions from the public comments that needed following up after the last meeting.

Regarding the channel guides, Rickard said that the franchise agreements now include the provision that DCTV's full program schedule be included on the cable channel guide for Comcast and RCN. She reported that she met with RCN and they explained that the issue on their system affects customers with TIVO, and that the software revisions are substantial. They committed to assessing whether they could find a solution that does not involve the entire system software be revised. For the Comcast channel guides, with the new franchise provision, it should be much easier to resolve problems when they arise.

Regarding revising the lead time for scheduling programs on DCTV channels, Rickard said that DCTV would not be revising our current advance window for submission. It will remain in place in order to get the program schedule into each cable operators' Channels Guide, and to ensure there is sufficient lead time to promote the program to build viewership. Rickard commented that both of these reasons reflect how important it is to use the current approach to scheduling to make sure programming is reaching the viewers, respecting all the time and effort the members invest in creating the programs, and the viewers' interest to know the programs are available and when they can see the programs.

Rickard reported the set room had been cleaned. She also reported that the sound lock to Studio A had been assessed to see if it could be widened. This will not be undertaken since the obstacles are so substantial and the amount of time that Studio A would have to be taken out of service is too long. It will be reconsidered if there is a substantial upgrade to Studio A that would require an extended closure.

Rickard reported that the Engineer assessed and tested all equipment that would cause intermittent audio problems in both studios, and all audio is working to specification. She also reported that new lavalier microphones for the studios had been purchased, and had been put into service shortly following the last Board meeting.

Strategic Plan Goals

Rickard reported that over half of business process and workflows being revised or built anew as part of achieving goals of Strategic Plan. As part of the foundation for achieving the Programming goals, work continues to realign and revise Program Scheduling so the programming schedule approach is a better match to viewer habits and expectations, including building the schedule around series programs.

The Education goals are substantially achieved with the foundation established for growth and adaptability. The revised Education Program is in place and is a very successful expansion, providing many courses beyond the core certification classes. The structure allows further expansion, and is sufficiently flexible to allow staff to adjust and be responsive to members' interests and suggestions that are provided.

As part of the Strategic Foundation goals, technology upgrades and refreshment continue. The next upgrade will be to add transmission capability for telecasting on the new HD channels to be added, and to upgrade all streaming to HD. Work is also underway to add podcasting.

Also as part of the Strategic Foundation goals, we are continuing work with Thrive Impact on developing new revenue areas as the means of diversifying revenue sources. Initiatives include:

- Outreach to foundations and corporations is underway
- Developing new internal processes for supporting and managing these new areas of business is underway and expected to be in place by June 30.
- Production is underway to produce a pilot program for a series on Education in DC which will be used to explore interest of foundations and corporate underwriting

After any revisions are approved to the organization grant program, additional Focus Groups will be conducted prior to the launch to further refine messaging and to obtain more information for effective outreach to nonprofits. Launch is expected before the end of May.

Implementation of Supports and Workflow Changes for new Participation Structure

Rickard reported that the new Customer Relations Management (CRM) software that is being configured as a keystone of managing the new Participation Structure and to replace a wide range of internal operations currently done manually is expected to be ready to activate and launch into use in April. The delayed launch allowed development of many features that will provide a significantly better support to both staff and members than the phased-in approach originally planned. It is also allowing streamline changes to workflows, since staff will not have to develop and adopt interim manual work-arounds during a protracted phase-in of new capabilities, which can be confusing for staff and those we are serving.

The integrated website changes have proven to be a significant challenge to launching the CRM, and to providing members much easier access to services through the user portal. At the least, the website will be moved to a new host provider, and depending on the assessment of IT consultants regarding the issues, a new firm may be hired to repair all of the issues that have arisen, and not addressed by the current vendor.

Rickard reported on the work with Thrive Impact, a consulting firm brought in to assist with implementing the participation structure and to develop capacity for other strategic plan goals,

including involving latent potential for new sources of revenue, such as underwriting and corporate and foundation relationships. Intensive work is underway over the coming four months to revise and implement the new business procedures needed to execute strategic plan goals, identify and apply for funding, and for support and professional development for staff.

Rickard reported that we will likely need to revise hours of the availability of services for individual members using facilities and equipment. However, we will do so with the least amount of disruption to their actual productions and production work. During questions, Rickard was asked whether the work with nonprofits and the revised hours conflict with providing services to individual members. Rickard explained that with very rare exceptions, individual members use the facilities in the evenings and on Saturdays, while nonprofits will need services during the daytime, and further, that even if all the current individual member services were consolidated together, and even if the hours were reduced to only evenings and Saturdays, that there is still substantial time left to service additional individual members without conflicting with current individual member services. Rickard noted that shifting resources generally has the potential to require substantial compromises to meet new demands, however, in this case, the times DCTV serves individual members are different from the times required to serve the expanded base of organizations.

Referencing the Testimony included in the Board meeting packet, Rickard reported on DCTV's appearance before the DC Council Committee on Business and Economic Development on February 26, noting there was very positive public testimony and that Councilmember McDuffie, the Chair of the Committee expressed high praise for DCTV's staff and good work.

After discussion and questions, Rickard noted that additional items from the President's Report would be presented in Executive Session.

Finance Committee Report.

Nnamdi asked staff to present the financial report. Kazim presented the FY19 Budget versus Actual report and Financial Statements for July 1, 2018 through January 31, 2019 (unaudited).

Rickard and Kazim responded to questions. Rickard noted that no new Participation Structure revenue is reflected, or expected for FY19.

Freedman moved to accept the Finance Committee Report. Goldberg seconded. The motion carried unanimously.

Nominating Committee Report. Nnamdi asked Lightfoot to present the Nominating Committee report. Lightfoot reported

Based on the organization's goals and strategic direction, the Nominating Committee will be focusing our search to fill the open seats to provide the skills and relationships needed to advance the organization's goals in the most effective way. Lightfoot said the Committee is obtaining assistance from Thrive Impact to help identify candidates that meet the needs and criteria to advance the goals of the Strategic Plan.

Our general criteria is the same--committed to the principles of the First Amendment; who understand, support and whose primary focus is concordant with the city-wide mission of the

Public Access Corporation of DC; and who will bring the necessary relationships and specific skills towards advancing DCTV's mission, activities, and need for resources.

Lightfoot reported the Committee is bringing a stronger focus in the search for people filling the remaining elected seat and the four appointed seats to:

- 1) bring new capacity to diversify funding and expand resources by building DCTV's corporate and private funding base, by bringing funding and/or resources to support advancement of the strategic plan;
- 2) ensure continued excellent relationships with the DC Council, Mayor and appropriate Mayoral Administration officials.
- 3) She said the Committee is also seeking to maintain continued expertise in finance.

Freedman and Goldberg have agreed to be included on the slate. Lightfoot reported that the election packet will go out to all members in good standing qualified to vote as of 30 days before the Annual Meeting. The notice will be by email and the balloting done electronically. The rules for the election will be the same as last year.

Lightfoot asked for another Board member to serve on the Nominating Committee. Goldberg volunteered. Nnamdi moved to approve Goldberg's appointment to the Nominating Committee. Blum seconded the motion. The motion carried unanimously.

New Business

Nnamdi noted there are no items of New Business for this meeting.

Old Business.

Nnamdi introduced the item of Old Business, to consider a proposal to revise the organization Participation Structure.

Nnamdi reviewed that in 2018, the Board approved a new Participation Structure.

To prepare the new structure, the Board had sought a lot of feedback from our individual members about how they would like to see DCTV serve them, and incorporated the information and perspectives they provided into the development of the new individual participation structure. We combined this along with what we had identified as people's needs in their rapidly evolving use of media in general, and integrated it with other aspects of how DCTV will evolve in serving its mission.

We also tested the addition of many new benefits prior to developing the new structure. In the new Participation Structure, we incorporated these benefits, along with others, defined the value received at each level of participation, included a transition plan for current and recently expired members, and incentives to be used from time to time in membership drives and outreach events.

Prior to launching the new approach, we wanted to get additional feedback from current Individual members on the benefits we've added, their experience with DCTV, and the new Participation Structure. Staff conducted a focus group of Individual members, and received positive feedback.

Subsequently at our last meeting, we asked for further analysis and review of the Corporate Participation Structure after obtaining feedback from a focus group of nonprofit leaders.

Based on the comments and suggestions from the nonprofit leaders who participated, we have before us a recommendation for some changes to the organization participation structure.

Nnamdi asked Rickard to present the proposal.

Rickard started by reviewing that what DCTV is seeking to achieve under the Strategic Plan requires a substantial shift in how we serve our communities, and in how we fulfill our mission. Substantial work has been done to develop clear messaging. This is important internally, to understand the changes being undertaken to meet our stakeholders' evolving needs. It is also critical for marketing and outreach communications.

The essence of the shift in how we talk about what we are trying to achieve is to no longer use the approach of describing the *process* we use (e.g. our long mission paragraph that includes providing a forum in the Spirit of the First Amendment; providing training, facilities and equipment; and scheduling programming on the channels). Instead, we will build our messaging around *why* we do what we do. We serve people and organizations who want to be part of a purposeful community, and meaningful media is created with the intent to initiate or advance conversation and have an impact. Programming created by DTV is to engage viewers and have a positive impact in our communities.

Rickard reviewed that the Participation Structure for Individuals is fundamentally the same as what we have had in the past, but with more opportunities, better supports and expanded education.

Presenting the Proposed change to the Corporate Participation Structure, Rickard reported that the changes incorporate the nonprofit focus group recommendations:

- Reflect the current prevailing view of nonprofits that video is an important part of their communications
- Incorporate training designed specifically to meet nonprofit needs
- Ensure sustainability of the grant program

Rickard explained the Corporate Media Communications Capacity Grant Program, Proposed Revision, March 13, 2019 (attached), highlighting the changes as follows:

- The Basic Communications level is eliminated
- The Programmer Grant is retained, with benefits revised as shown on the attached (no Program Promo)
- The grants are Nonprofit Capacity Grants, with 3 application cycles per year (grants starting in September, January and May), with benefits shown on the attached
- The levels are renamed as Bronze, Silver and Gold
- The Grant matches are revised as follows:
 - Programmer: old \$325/520, new \$200/275 (transition pricing eliminated)
 - Bronze: old N/A, new \$350/500
 - Silver: old \$525/750, new \$750/1,000
 - Gold: old \$1,000/1,500, new \$1,500/\$2,000

- Benefits are revised as follows, to reduce costs of providing the Grants:
 - Appearances in DCTV Original Programs:
 - Bronze: 1 appearances for the year
 - Silver: 2 appearances for the year
 - Gold: 3 appearances for the year
 - Each program segment containing the nonprofit's appearance will be excerpted from the program episode, and repackaged with an organization presentation slate
 - Instead of producing 1 promo per appearance per grantee, DCTV will repackaging the general promos for the series that air on the channels with an organization presentation slate
 - Instead of 1 Information Spot for Silver and 2 Information Spots for Gold, only the Gold level will receive 1 Information Spot (selected from available templates)
 - The revised approach is a more efficient use of production resources to involve nonprofits in programming, and allows increased use of B-Roll and development of some short features.
 - The 3 grant cycles support effective and efficient management of resources, production management, and grant benefits

Freedman moved to approve the revisions to the organization Participation Structure as proposed. Blum seconded. The motion carried unanimously.

Public Comment

Nnamdi asked if the guests present had any comments.

Willie Brewer commented on the Corporate Participation structure discussed earlier in the meeting, stating that he and others are the ones producing the programs on DCTV, and asked why DCTV plans to stop serving individual members. Nnamdi replied that it is not an either/or of individual members versus organizations. He said access to DCTV's services is for individuals and organizations, and this is nothing new. He explained that DCTV's mission has always been to serve the entire city, which includes both individuals and organizations. This is reflected in the statute that created DCTV, in DCTV's Articles of Incorporation, and has been in all policies, documents and the website for DCTV's entire history. Nnamdi said this will continue to be the mission, and that DCTV is finding better ways to serve all of our stakeholders and is conducting outreach to expand the base of who we serve. Goldberg briefly explained that the services in the new Corporate Participation Structure are necessarily more tailored to the needs of nonprofits. Nnamdi asked Rickard if she would like to add anything. Rickard added to Goldberg's explanation in more detail how organizations are different from individuals, and have different needs in how DCTV can serve them; the new Participation structure recognizes these differences, and will allow more organizations to become involved with DCTV and our programming, and DCTV's original programming will enrich our viewers' experience.

Goldberg said Rickard had talked about facilities use in the President's Report, and asked for any further clarification she might offer about whether increasing service to organizations would create conflicts in facilities use with individual members. Rickard said that with very rare exceptions, individual members use the facilities in the evenings and on Saturdays, while nonprofits will need services during the daytime, and further, that even if all the current individual member services were consolidated together, and even if the hours were reduced to

only evenings and Saturdays, that there is still substantial time left to service additional individual members without conflicting with current individual member services.

Brewer asked about the status of the lease for Brooks Mansion. Nnamdi said we will continue to work through the process until we have the lease. Brewer said that he and others would be willing to create political pressure. Nnamdi said this is not needed, and described his experience in obtaining the current lease, saying he is very familiar with the process. He said we will continue to work through the process.

A guest said that there are no individual members who are part of the Board, and asked to add a person to represent the members, and if not, why not. Nnamdi said this question had been raised in the last three meetings and the question has been extensively addressed. He said that after the Annual Meeting last June, DCTV sent out a poll to the membership twice to make sure everybody had a chance to respond. The poll had an 85% open rate, and fewer than 4% of all DCTV members wanted a liaison to speak on their behalf. Those who responded liked that the Board asks them directly for input and are happy with the changes already implemented. Members responding to the poll also provided suggestions. Nnamdi said that DCTV communicates extensively with its members, and there are many avenues and opportunities to provide suggestions. Going forward, the Board will continue to seek, receive, assess and act on ideas and suggestions from all DCTV members and stakeholders.

Brewer asked if there is a new participation structure for individual members. Nnamdi said it had been approved after the positive results from the focus group with individual members, and it would be launched by this summer. Rickard added that the Board provided a multi-year transition the current members to the new structure, so they would be receiving different information than new incoming members.

Delores Harris said that the changes are a great strain on the staff and also asked whether there would be more staff. Rickard said that staff have been intimately involved in development of the changes throughout the entire process, are deeply involved in implementation, and what is needed and of value from her and other members is to ensure she has the information and services she needs for production of her programs, and to keep staff apprised of equipment issues or her production related needs.

Nnamdi thanked the guests for attending, and for dedication to producing community programming for the city residents.

Executive Session

Nnamdi said the Board has a few matters to discuss in Executive Session that involve confidential legal, and contractual matters. He asked guests to leave the room, noting they will be invited back after the Executive Session.

Freedman moved to go into Executive Session. Lightfoot seconded. The motion carried unanimously.

Meeting Schedule

Nnamdi noted the Board has returned to the Regular Meeting and will review the meeting schedule. Guests were invited back into the meeting room.

The May meeting will be to consider the FY20 budget. The June meeting will be the last board meeting of the fiscal year, to close out any business and, immediately afterward, to hold DCTV's Annual Meeting.

Wednesday, May 15, 2019

Wednesday, June 12, 2019 (Board Meeting 6:30-7:30; Annual Meeting 8:00-8:30)

Adjournment

Blum moved to adjourn. Goldberg seconded. The motion carried unanimously.