

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

901 Newton Street, NE
Washington DC
Brooks Room

**Regular Meeting Minutes
November 20, 2019**

Present: Kojo Nnamdi, Chair; Pedro Alfonso, Vice Chair/Treasurer; Cynthiana Lightfoot, Secretary; Kevin Goldberg; Michael Freedman; Barbara Davis Blum; Debbi Jarvis. Nantz Rickard, President & CEO; Angela Harris, Vice President Community Engagement Programming & Communications; Robin Waley, Manager Finance and Administration. Guests: David Winston, F.S. Taylor and Associates P.C.; 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 Nominating Committee to Item 2, followed by the Audit Committee Report as the third item, followed by the Investment Committee Report, and then the Finance Committee Report.

There was no objection.

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

Lightfoot said we would like to welcome back Kevin Goldberg and Michael Freedman. Both have been excellent board members and said we look forward to continuing to build DCTV's future with them.

Lightfoot reported that the Nominating Committee presents a candidate for appointment to the Board, Debbi Jarvis. Ms. Jarvis is ill, but has joined us by phone.

Ms. Jarvis is the Senior Vice President of Corporate Relations for Howard University where she has oversight of corporate relations and the management of WHUT and WHUR.

Ms. Jarvis previously served 14 years at various media relations, corporate communications and social responsibility positions for Pepco Holdings, Inc. (PHI), now Pepco Holdings, an Exelon Company. Most recently, Jarvis served as VP of Corporate Relations.

While at Pepco, she implemented the Exelon Energizing Student Potential STEM partnership with DC, Montgomery and Prince George's County Public Schools, impacting more than 35,000 elementary school students. Ms. Jarvis was also instrumental in creating the Pepco Hispanic Engineering Scholarship and internship program.

Before joining Pepco, Ms. Jarvis worked at NBC4 – Washington, where she was a reporter and anchor for nearly a decade. At NBC4 is where she fell in love with the DC community and worked to provide a “voice to the voiceless” through her reporting. Lightfoot said Ms. Jarvis

now brings her love for providing a voice to the voiceless, and her wide range of experience in media, corporate relations and social responsibility to advance DCTV's vision for our future.

On behalf of the Nominating Committee, Lightfoot moved to appoint Debbi Jarvis to DCTV's Board of Directors.

Alfonso seconded. The motion carried unanimously.

Jarvis thanked the Board and organization for the opportunity.

Lightfoot reported the Nominating Committee report has been talking to other potential candidates, and will continue to do so.

Lightfoot reported based on the organization's goals and strategic direction, the Nominating Committee is 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.

She read the criteria:

The Nominating Committee of the Board of Directors is seeking District of Columbia residents as candidates to serve on DCTV's Board of Directors who, in general

- are committed to the organization's mission and the principles of the First Amendment,
- understand, and whose primary focus will be dedicated to serving and advancing the Public Access Corporation of DC's mandate serving the entire city,
- will bring the necessary relationships and specific skills towards advancing DCTV's mission, activities, and need for resources.
 - would enjoy serving on a collegial, respectful, well-managed policy board

More specialized criteria for elected seats and appointed seats includes:

- 1) who 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.

Lightfoot reported the Committee continues to set up exploratory meetings and interviews, and are seeking your recommendations for candidates who meet our criteria.

Nnamdi thanked Lightfoot and the Nominating Committee, and welcomed Jarvis to the Board.

Audit Committee.

AUDIT OF FISCAL YEAR 2019

Nnamdi introduced the next Agenda item. One of the priorities as a Board is to conduct an audit annually as required by the DC statute governing cable television. Each year, the Board ensures an audit is done, reviewed, approved, and presented to the DC Council in their role as

franchising authority within 120 business days of the end of DCTV's fiscal year. This year the audit is due to the D.C. Council by December 19.

The charge of the Audit Committee authorizes them to select the auditor, and oversee the audit on behalf of the Board.

Nnamdi welcomed David Winston of F.S. Taylor and Associates P.C. and asked Freedman to present the FY19 audit.

Freedman noted that the typical process is for the Audit Committee to review the audit in advance of the Board meeting, and noting the absence of the CFO during this period of time, said the audit requires more information before the draft can be finalized. He said that the Committee will have Winston present the current draft to the Board, and then if the Board agrees, the Audit Committee can approve the final version for it to go to the DC Council.

Winston presented the audit, noting the auditors provided a clean opinion; the financial statements fairly, in all material respects, present the financial position of DCTV as of June 30, 2019. He summarized the financial statements, and highlighted some of the notes.

Freedman reported on the status of other considerations: The auditors are independent; they do no consulting work for DCTV, including that DCTV prepares its own 990. There was nothing inappropriate, and internal controls are in good shape. The auditors had the full cooperation of staff. He noted there is some new standard language regarding restricted funds, now reflected and with or without donor restrictions, noted increases in investments and in property and equipment, and reminded the Board that the organization has a policy of maintaining an 18 month reserve of operating funds, and that amount is reflected in the financial statements. Freedman noted that the percentage of General and Administrative is a good ratio, and that the organization had lower revenue in FY19, but also lower expenses. Freedman went through the audit Notes, and explained the categories of investment in Note 5, and explained Notes 10, 12 and 13.

Freedman thanked Winston his team, especially for their diligence to complete the audit timely so DCTV meets its obligation to submit the audit to the Council on time.

Winston noted that there were no issues working with staff, with the information or with the financial statements. Winston said the organization is in great shape and moving in the right direction.

Freedman recapped the process for finalizing and approving the audit and the remaining steps. There was no objection to the Audit Committee finalizing and approving the FY19 Audit. Freedman and Alfonso said the Committee will report back to the full Board by email, and if there are any significant changes made to the draft, will seek comments from the Board.

Nnamdi thanked Freedman, the Committee and Winston.. Nnamdi asked for a motion to accept the Audit Report subject to review and acceptance by the Audit Committee. Freedman moved. Lightfoot seconded. There were no further questions. The motion carried unanimously.

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 reported on the amount that had been invested, and the remaining amount to invest. He provided a market update, and explained how the investment strategy is working, including the timing of purchases, the principle of value averaging, and the actual effect on DCTV's investments with the market in a volatile state.

Harris reviewed the Investment Policy, and asked if the Policy still matches the Board's goals and desired approach to investing. He reviewed the yields, policy statement, and the policy's emphasis on risk management and income generation. The Board agreed that the Policy is still the right approach.

Harris responded to questions.

Freedman said the Committee will continue to monitor cash and investments, and how well the Policy is supporting the organization's needs.

Nnamdi thanked Harris, and thanked Freedman for leading the Investment Committee and the Audit Committee, and the great work those committees are doing.

Finance Committee Report.

Nnamdi asked Alfonso to present the financial report.

Noting the Committee needs another person with financial skills to serve on the Finance Committee, and recognizing Barbara Davis Blum's strong financial experience, including serving as past president of a bank, Alfonso started the report with a motion to approve Barbara Davis Blum to serve on the Finance Committee, effective immediately. She agreed and Nnamdi seconded. The motion carried unanimously.

Moving to the next item, after a brief introduction of the item, Alfonso moved that for each bank where DCTV has accounts of any kind, that the banking resolutions be approved so that signature cards for every account have as signatories Pedro Alfonso, Cynthia Lightfoot and Nantz Rickard. Goldberg seconded. The motion carried unanimously.

Alfonso presented the FY19 Budget v. Actual report for July 1, 2018 — June 30, 2019, and the FY20 Budget versus Actual report and Financial Statements for July 1, 2019 through September 30, 2019 (unaudited). He noted that the financial statements and Budget v Actual reflect good financial management.

Alfonso presented a Capital Budget Amendment and explained the changes. Alfonso moved to amend the Capital Budget as presented. Lightfoot seconded. Davis Blum asked for the status of the lease in light of approving capital funds for renovating the building. Nnamdi said it will be discussed in Executive Session. The motion carried 6 in favor, 0 opposed, and 1 abstention.

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

Minutes. Nnamdi introduced the next item of business, approval of Minutes. Goldberg moved to approve the minutes of June 12, 2019 Regular Meeting, the June 12, 2019 Annual Meeting and October 18, 2019 Special Meeting. Lightfoot seconded. The motion carried unanimously.

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

We've already addressed a primary purpose of our meeting tonight--to review the audit and ensure our audit is ready to go to the Council on time.

The first item in my Report is to follow up on the June meeting. In that meeting, we said we would obtain legal assistance for a question we've had to address in prior years, but have not yet created a policy. This same question was raised in our last public comment session about service on the Board by members who meet criteria for serving on the Board and at the same time are actively using DCTV's equipment and facilities.

An attorney was subsequently engaged who has extensive experience with nonprofit governance and structure, especially involving the most complex questions that nonprofits and nonprofit boards face. He has gathered information as part of his review, including our Corporate documents and policies.

As we said in the June Board meeting—and now confirm —that DCTV members can submit recommendations or their resume and letter of interest to serve on the Board, and will be considered under the same criteria as for any candidates being considered for Board service. That criteria was presented as part of the Nominating Committee Report.

The next step is to develop the formal policies that address the specific question that we are now working on—how to ensure Board members fully carry out their duty of care, duty of loyalty and their fiduciary responsibilities to the organization as all board members are required to do by law.

The next step is for the Board to set aside the necessary time needed to discuss policy recommendations from the attorney, and adopt the policies that all Board members would commit to as part of serving on the Board. We will be undertaking this as part of our DCTV 2.0 board development work are doing.

The remainder of my Report is an update on where we are with implementation of the Strategic Plan.

The Strategic Plan is moving forward. At the end of this fiscal year FY20, we will have completed the first four years of the 5-year Strategic Plan that develops and builds DCTV 2.0.

We established two main goals. The first is to significantly expand community engagement. The second is to increase our non-cable revenue by 10-15% or \$400,000, whichever is greater. Both are critical goals, and are interrelated. Expanding community engagement is vital to the success of our mission—it is a central purpose for which DCTV exists . And by succeeding at significantly increasing community engagement, we will have also created the foundation for more investment in DCTV, and thus, can increase non-cable revenue.

As we know, DCTV's main funding is based on the gross revenues of the cable operators. We identified a trend many years ago, that cable revenues had started decreasing from where they had been. We knew that we had to make some critical decisions and come up with a plan to

ensure DCTV's future. Over a period of years, we built a safety net, including a reserve account of 18 months of operating expenses, and developed a Strategic Plan that would continue to provide training and facilities to our members for producing local community programming, while also transforming the organization so we would position DCTV to be able to continue to serve our members, stakeholders and viewers, even as funding from cable operators continued to shrink.

The trend we identified did indeed happen and we are receiving less and less funding from the cable operators, while expenses continue to increase. In the meantime, we completed the Strategic Plan and started implementation in FY17. Since we started a little over 3 years ago, we have increased our non-cable revenues by more than 2%, to 10%, even as we eliminated fees for equipment and facilities use by DC resident members and substantially expanded the benefits and networking opportunities for our individual members who volunteer to create community programming..

One of our most gratifying successes is our expanded reach into our communities, and the impact we are having helping the organizations that serve so many critical and valuable needs in our city. Since we launched the Nonprofit Media Capacity Grant program just last summer, we have sparked the interest and imagination of over 100 organizations who are excited about the possibility to greatly increase the impact of their work through the valuable services we provide through these grants. Our work in this area is just getting started, with boundless potential for positive change in our communities that can come from our efforts.

Between providing the services and resources for our members, and the work we are doing with groups that reach every corner of our city, DCTV is truly epitomizing meaningful media—the essence of why DCTV does what we do.

As part of the Strategic Foundation goals of our Strategic Plan, we continue to maintain our very positive relationships with the Mayor, administration and DC Council. We have secured channels—including HD channels—and funding for DCTV for 15 years through the city's franchise agreements with Comcast and RCN.

We remain committed to maintaining and upgrading DCTV's technology infrastructure and have invested \$935,000 over the first 3 years of the Strategic Plan and have so far approved another \$800,000 to invest during this fiscal year.

We continue to expand our education program, including continuing to provide the educational aspects of the Mayor's Creative Economy Career Economy Program for developing careers in media, and this year, significantly expanding our internship program.

As part of meaningful media for our DC communities, we are implementing capacity to develop and create original programming that will strengthen DCTV's role and value with the communities we serve. We have already heard the excitement for what we are doing as we are meeting with and building relationships with foundations and the corporate sector to become involved with our mission.

This expanded base of stakeholders will be key to DCTV's future, and expanding and developing these relationships is an important role for our Board going forward. With this in mind, I have been supporting the Nominating Committee efforts to build our 2.0 Board that provide the leadership and resources for the success of DCTV 2.0 as a center of meaningful media by for and about DC and its communities.

We have a lot left to do yet. We will continue to seek, receive, assess and act on ideas and suggestions from all the communities we serve—our members, our grantees, our viewers, and our expanded base of stakeholders—as we build the DCTV that will best serve our city.

We are on a dynamic path to achieve the changes needed to ensure DCTV’s future and engage with an expanded community that is invested in our success. With so many changes in the industry and how people are expanding their relationship to, and use of media, this is a critical time for DCTV, and I appreciate the vision, the insights, and the courage of my colleagues on this Board to provide the leadership needed to advance this important organization and mission. We are well on our way. Thank you to each one of you, and thank you in advance to our newest Board member, Debbi Jarvis for all you will do to help advance DCTV.

There were no questions.

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

Rickard reported it has been a very full & eventful summer and fall with a lot of positive change happening. The team, including our new executives—have been working hard and a lot of efforts and foundational work is coming to fruition.

- The transition to our improved approach to managing Member Services was completed successfully;
- We’ve returned to member service hours from 2-10, open Tuesday – Saturday
- We added 3 Edit Stations for members & interns
- Plans for equipment upgrades are underway, to Replace Cameras in Studio B with higher resolution cameras; upgrade Teleprompters, and replace broken tripod in Studio A
- With the new VP Creative now on board, plans are also underway to develop new looks for sets, and purchase furniture and sets in first quarter of 2020 to support improving the look of members’ productions

Rickard handed out a floor plan, and reported on the plans for a pending Space Renovation, noting Alfonso had already summarized the need for the renovation in the Finance Report, including substantially increasing work space for employees and to support an expanded internship program and building a new Podcast Studio equipped with video capability. Rickard noted that because the architect worked with WETA on a similar renovation, they were able to include widening of Studio A Sound lock Doors without compromising the soundproofing and acoustic design of Studio A.

Rickard reported that another area where a lot of positive change is happening will directly increase DCTV’s Impact—and the impact of the work of nonprofit organizations— is in Original Programming and the Nonprofit Media Capacity Grant program. Rickard reviewed the Meaningful Media Pyramid, and the concept of impact production in which DCTV’s original Programming is a means by which DCTV serves our communities—with programming that is designed to have a positive impact by convening vital conversations to engage people to create change. Rickard showed a short piece produced as part of DCTV’s original programming highlighting the work of nonprofits.

Rickard reported that the second grant cycle was launched on November 18, and since the launch 2 days ago, 50 new organizations have registered for info sessions, and 5 have started the application.

Rickard reviewed that DCTV also wants to increase the buy-in and investment of stakeholders in DCTV's unique mission and original programming is the means to do that.

Rickard said that developing the critical relationships and investment in DCTV is founded in substantial part on DCTV's original programming. As a first step into this new approach, DCTV developed and produced the *Seven Dollar Return*, a documentary about early childhood education in DC, which is leading the nation as a pioneer, and in its commitment and approach to a pioneer when it comes to providing universal pre-k education to DC families. Rickard showed the trailer for the film, noting DCTV has been working with the broad range of stakeholders, including families, early childhood learning center leaders and educators, the Office of the State Superintendent of Education, education experts and advocates, and the director of the school lottery system.

- Working with these stakeholders, we believe can accomplish two main goals:
 - 1) Increase the awareness and understanding parents in DC have of the “return” of early childhood education by helping them more deeply understand the access they have to quality education for their kids, the value it brings to their whole family, and how this affects their entire community
 - 2) Use the film as a gathering point to convene the community stakeholders so they can discuss and develop how to continue to improve and expand access to quality early childhood education throughout the city.

Rickard reported that the film may also help support educators and advocates to expand the understanding of legislators and educators in states across the country so they can see how universal early childhood education can be done effectively and the return it can have on their community. DCTV is also poised to present the results and improvements, and engage communities across DC that the Mayor's Roundtable on Early Childhood education has been developing.

Rickard has been meeting with foundations, and has gotten a very positive response to what DCTV is doing—both from foundations and from people in the business sector.

Rickard reported that work is underway to rebuild DCTV's website in 2020, including updating it to support the entire range of work DCTV is doing, and to integrate the website with DCTV's other systems including to further develop the capabilities of the user portals.

Rickard reported that the Voice Awards will be held on Dec 13 to celebrate the good work of DCTV's members. Rickard completed the report by responding to questions.

Executive Session

Nnamdi introduced the next order of business, noting that besides approving the Executive Session minutes from previous meetings, there are a few matters for Executive Session that involve confidential legal, personnel and organization development matters. Angela Harris, Vice President Community Engagement, Programming & Communications, and Tucker Wannamaker

of Thrive Impact were invited to remain for Executive Session. Nnamdi asked guests to leave the room, noting they will be invited back after the Executive Session.

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

Upon return from Executive Session, Nnamdi continued with the meeting Agenda.

New Business

Purchasing Policy Update

Nnamdi introduced the item of New Business, noting the Purchasing Policy Report and recommendations for an update to the Policy were discussed in Executive Session. Nnamdi moved to approve the update to the Purchasing Policy as presented. Lightfoot seconded. The motion carried unanimously.

Old Business.

Nnamdi noted there is no Old Business, to address at this meeting.

Meeting Schedule

Nnamdi noted the Board has returned to the Regular Meeting and will complete the last item of business to set the meeting schedule. Guests were invited back into the meeting room.

Nnamdi reviewed the business for the next three meeting dates, reminding the Board the meeting dates are set by resolution. A late February or early March meeting will be to review status of the Strategic Plan Implementation Plans. A late April or early May meeting will be to consider the FY21 budget. The timing will ensure staff have sufficient information to inform development of the FY21 budget. A mid to late 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.

After discussion, Nnamdi moved to find the board and annual meeting dates by poll, and that the resulting meeting dates from that poll are approved by this motion as the meeting dates for fiscal year 2020, and if the Board decides to hold a Special Meetings, to approve the results of the poll as the date and time for that Special Meeting.

Alfonso seconded. The motion carried unanimously.

Adjournment

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