

**MINUTES
TELEPHONIC PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
THURSDAY, AUGUST 22, 2019**

Call to Order

Chair Ramer called to order the telephonic public session of the Board of Directors at 3:01 pm Eastern Time. The following directors participated:

Bruce M. Ramer, Chair;
Patty Cahill, Vice Chair
Ruby Calvert;
Judith Davenport;
Miriam Hellreich;
Robert Mandell;
Laura G. Ross; and
Liz Sembler.

The following officers and staff were in attendance:

Patricia Harrison, President and Chief Executive 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;
Ted Krichels, Senior Vice President, System Development and Media Strategy;
Kathy Merritt, Senior Vice President, Journalism and Radio;
Deb Sanchez, Senior Vice President, Education and Children's Content Operations;
Bill Richardson, Acting Inspector General; and
Sarah Kildall, Board Affairs Manager.

Adoption of Agenda and Determination of Closed Status

Chair Ramer called for a motion to adopt the agenda as presented and close the meeting for agenda items 4 through 6. Upon motion duly made and seconded, the agenda was unanimously adopted 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 of May 29, 2019. Upon motion duly made and seconded, the minutes were approved as presented.

Chair's and Directors' Remarks

Chair Ramer reviewed the meeting agenda, noting discussion of CPB's proposed budget request to the Office of Management and Budget (OMB) will be in executive session to comply with the confidentiality of the OMB's budget process.

Audit and Finance Committee Report

Ms. Sembler reported that the Audit and Finance Committee met via teleconference on Wednesday, July 31. Committee members Patty Cahill and Laura Ross, and Board Chair Bruce Ramer participated. The Committee received an update from Ms. Harrison on CPB's appropriation and heard from representatives from CPB's external audit firm, Grant Thornton, who presented CPB's Form 990 for FY 2018, as well as the new forms 990-T and D-20. These documents were distributed to the Board on August 8. The Grant Thornton audit team also presented their FY 2019 annual audit plan, which was reviewed and approved by the Committee. The Committee reviewed the draft FY 2020 operating budget and voted unanimously to forward it with its endorsement to the Board for adoption at the September board meeting. The Committee reviewed CPB's financial reports through June 30, 2019 and received an update from Acting Inspector General Bill Richardson on the activities of the Office of the Inspector General (OIG). The Committee also reviewed and approved an amended FY 2020 operating budget and proposed FY 2021 operating budget for the OIG. The Committee discussed the Board's expense guidelines and travel authorization policy and found no changes were necessary but requested a summary of the Committee's discussion be provided to the Board.

Ms. Sembler reported that in executive session, the Committee reviewed the supplemental schedules for the proposed FY 2020 operating budget and discussed the hiring process for a new inspector general, which will be discussed in more detail with the Board in executive session.

President's Report

Ms. Harrison reported on CPB's FY 2022 appropriation, noting that the U.S. House of Representatives approved a \$50 million increase, which would bring the total appropriation to \$495 million. This would be the first increase for CPB's budget in 10 years. There are still many steps in the budget process, but key factors in helping secure this important statement of support are the numerous meetings with members of Congress and their staff about how CPB-supported initiatives and content benefit local stations and communities.

Ms. Harrison noted public media content, made possible by federal funding, has been recognized with numerous awards – one-third of all the Edward R. Murrow Awards from the Radio Television Digital News Association; the RTDNA Kaleidoscope Awards honoring excellence in coverage of diversity; and the IMAGEN Awards honoring positive portrayals of Latinos. The National Association of Latino Independent Producers awarded the Lisa Quiroz Media Advancement Award to CPB for work championing diverse programs and services. PBS has a network-leading 47 nominations for the News & Documentary Emmy Awards, with the WORLD Channel receiving two nominations, including one for "Personal Statement," supported by CPB through Latino Public Broadcasting as part of American Graduate: Getting to Work.

Chair Ramer thanked Ms. Harrison for her report.

Executive Session

At 3:16 pm Eastern Time, Chair Ramer closed the meeting for an executive session.

[The minutes for these discussions are contained in the executive session record of August 22, 2019.]

Public Session

Public session resumed at 3:44 pm Eastern Time.

Resolution: Authorization to Submit CPB's FY 2021/20213 Appropriations Request to OMB

Chair Ramer called for a motion to authorize the submission of CPB's general appropriation request to OMB for FY 2023 and interconnection appropriation for FY 2021. Upon motion duly made and seconded, the resolution was passed unanimously.

Resolution: Revision to December 9-10, 2019, Board Meeting Location

Chair Ramer reported that management advises changing the location of the December board meeting from Phoenix, Arizona, to Washington, D.C. Upon motion duly made and seconded, the resolution was passed unanimously as presented.

Future Agenda Items

Chair Ramer noted that a preliminary agenda for the September 23-24 board meeting is in the meeting materials and invited questions and comments. Ms. Cahill thanked CPB management for the memorandum of July 22, which provided an in-depth update on the ongoing review of the TV Community Service Grant program. Ms. Sembler expressed appreciation for the ATSC 3.0 whitepaper that was provided to the Board in June and suggested ATSC 3.0 be a discussion item at a future meeting. Ms. Safon stated that an update on ATSC 3.0 will be on the agenda of the December 9-10 board meeting.

Chair Ramer stated that suggestions about agenda topics for future meetings can also be shared with Ms. Safon, Vice Chair Cahill or himself at any time between meetings.

Adjournment

By common consent, the meeting was adjourned at 3:52 pm Eastern Time.