

**MINUTES
SPECIAL TELEPHONIC PUBLIC SESSION
BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Tuesday, May 5, 2020**

Call to Order

Chair Ramer called to order the public session of the Board of Directors at 2:05 pm Eastern Time. The following directors participated virtually:

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

Judith Davenport was absent.

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;
Stephanie Aaronson, Senior Vice President, Engagement;
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;
Maja Mrkoci, Chief Content and Innovation Officer;
Deb Sanchez, Senior Vice President, Education and Children's Content Operations;
Kimberly Howell, Inspector General;
Deborah Carr, Vice President, Operations and Strategy;
Shana Teehan, Vice President, Communications;
Beth Walsh, Vice President, Media Strategy Operations; and
Sarah Kildall, Board Affairs Manager.

The following guests were also in attendance:

Jim Casabella, Lead Consultant and Program Manager, Diversified; and
Tom Crowe, Vice President of Interconnection, 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 4 and 5. 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 April 27, 2020. Upon motion duly made and seconded, the minutes were approved as presented (*7 in favor, 1 absent*).

Chair's and Directors' Remarks

Chair Ramer thanked CPB management for their comprehensive updates and noted the impressive work of CPB's communication team, led by Ms. Shana Teehan.

Chair Ramer noted that agenda topics included an update on interconnection followed by a report on the TV Community Service Grant (CSG) Healthy Network Initiative (HNI).

President's Report to the Board

Ms. Harrison reported that the previous Monday CPB received \$75 million of emergency stabilization funds for public media provided by the CARES Act. These funds will provide vital assistance to stations during these challenging times.

Ms. Harrison reported on COVID-19 infection rates in the region and CPB's telework status, noting that CPB will continue teleworking through May. CPB will continue to assess, guided by health officials, when the office can be reopened safely as well as research necessary changes to workplace practices and office layout.

Amb. Mandell asked about the status of CPB's supplemental request. Ms. Harrison reported that there are no further updates but CPB is fortunate to have bipartisan support from Congress. The work of stations during this time of emergency illustrates the value of public media and the need for these additional funds. There were no further questions for Ms. Harrison.

Executive Session

Chair Ramer closed the meeting for executive session at 2:18 pm Eastern Time.

*[The minutes for these discussions are contained in
the executive session record of May 5, 2020.]*

Public session resumed at 3:10 pm Eastern Time

Update on TV CSG FY 2021 Healthy Network Initiative

Chair Ramer invited Messrs. Levy and Krichels to report on the next agenda topic, which emerged from discussions at the last board meeting. Mr. Levy reported that the idea of postponing the implementation of the Healthy Network Initiative (HNI), currently scheduled to launch in 2021, was raised during discussions about the business plan and the best use of limited funds to support public media stations impacted by the economic downturn resulting from the pandemic. Postponing the launch of the HNI would keep \$1 million in the CSG pool to be distributed as unrestricted CSG funds to grantees in FY 2021. Otherwise, these funds would be available only to qualifying grantees who apply for them. CPB believes that public television

stations would benefit from an increase in unrestricted CSG funds as they face the unprecedented operational and financial challenges posed by the COVID-19 crisis. All station representative members of the 2019 Television CSG Panel, who originally endorsed the HNI, expressed strong support for postponement.

Mr. Krichels reported CPB plans to re-evaluate stations' needs after COVID-19, and that small stations are in favor of the reallocation of the FY 2021 HNI funds. Mr. Levy reported that the purpose of the HNI, approved by the Board, was to lay the groundwork for all public television stations to support strategically improve use of their station's data to better serve their audiences and to gain operational efficiencies.

Resolution

Chair Ramer called for a motion to approve the resolution adopting CPB management's recommendation to postpone the launch of the CSG Healthy Network Initiative from FY 2021 to FY 2022; and distribute as unrestricted funds through the general CSG pool the \$1 million that would have been allocated to the initiative in FY 2021. Upon motion duly made and seconded, the resolution was approved as presented (*7 in favor, 1 absent*).

Future Agenda Items

Board members expressed interest in additional updates on interconnection. Amb. Mandell suggested interested board members attend the next Interconnection Committee. Ms. Cahill, Interconnection Committee Chair, invited interested board members to attend the meeting. Ms. Safon reported that all board members would be notified when an Interconnection Committee meeting was scheduled.

Adjournment

By common consent, the meeting was adjourned at 3:25 pm Eastern Time.