

**MINUTES  
PUBLIC SESSION  
BOARD OF DIRECTORS  
CORPORATION FOR PUBLIC BROADCASTING  
WASHINGTON, D.C.  
Monday, October 16, 2023**

**Call to Order**

Chair Ross called to order the public session of the Board of Directors at 10:01 am Eastern Time on Monday, October 16, 2023. The following directors were in attendance:

Laura G. Ross, Chair;  
Ruby Calvert, Vice Chair;  
Miriam Hellreich;  
Kathy Im;  
Diane Kaplan;  
Bruce M. Ramer; and  
Liz Sembler.

Tom Rothman 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;  
Bill Tayman, Chief Financial Officer and Treasurer;  
West Smithers, Senior Vice President and General Counsel;  
Anne Brachman, Senior Vice President, External 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, DEI;  
Stephen Wolfe, Chief Technology Officer, Senior Vice President, IT (*attended virtually*);  
Kimberly Howell, Inspector General;  
Kate Arno, Vice President, Community Service Grants and Station Initiatives;  
Deborah Carr, Vice President, Operations and Strategy;  
Brendan Daly, Vice President, External Affairs and Communications;  
Michael Fragale, Vice President and General Manager, Education Strategy and Content;  
Joy Lin, Vice President, Journalism;  
Cheraine Stanford, Vice President, Television Content;  
Beth Walsh, Vice President, System Strategies;  
Jacquie Gales Webb, Vice President, Radio;  
Faisal Khan, Executive Director, NGWS Grant Program;  
Sarah Kildall, Board Affairs Manager; and  
Katherine Donohue, Executive Coordinator, Office of the Corporate Secretary.

### **Adoption of Agenda and Determination of Closed Status**

Chair Ross called for a motion to adopt the agenda and close the meeting for agenda items 12 through 18. 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 Ross invited directors to disclose possible conflicts of interest regarding the meeting agenda. There were none.

### **Approval of Minutes**

Chair Ross called for a motion to approve the minutes of the public session of the June 21 – 22, 2023 meeting. Upon motion duly made and seconded, the minutes were approved as presented. *(7 in favor, 1 absent)*

Chair Ross noted for the record that the Board passed a resolution on August 3 via unanimous written consent finalizing revisions to the Goals and Objectives.

### **Chair and Directors' Remarks**

Chair Ross spoke about the October 7th terrorist attacks by Hamas in Israel, noting the atrocities committed against civilians, and how, in the ensuing days, misinformation and disinformation has created confusion and divisiveness. At such times, public media has a vital role in providing news and information. And with trust in American institutions in decline, civil society divided, and the fragile state of democracy, public media content that is educational, fact-based, and informs civil discourse has never been more essential. Chair Ross thanked the Board and management for their leadership and dedication to CPB's mission.

#### *Resolution of Condolence for Frank Blythe*

Ms. Kaplan read aloud the resolution of condolence for the family and colleagues of Frank Blythe, the founding executive director of the Native American Broadcasting Consortium. Chair Ross asked for a motion to adopt the resolution of condolence. Upon motion duly made and seconded, the resolution was approved. *(7 in favor, 1 absent)*

#### *Resolution regarding Appointments to the Audit and Finance and Interconnection Committees*

Chair Ross called for a motion to approve the resolution appointing Ms. Kaplan to the Audit and Finance Committee and re-establishing the Interconnection Committee, with Mses. Calvert, Sembler and Mr. Rothman as members. Upon motion duly made and seconded, the resolution was approved as presented. *(7 in favor, 1 absent)*

### **Election of Board Chair and Vice Chair**

Chair Ross reviewed the procedures set forth by the Board in an August 21, 1980, resolution for conducting elections of the board chair and vice chair.

Chair Ross thanked the Board and CPB management for their dedication and support over the last year. She also expressed appreciation to Ms. Calvert for her leadership as vice chair and commitment to public media.

Mr. Ramer nominated Chair Ross to serve as chair and Ms. Calvert to serve as vice chair, which was seconded by members of the Board. Mr. Ramer called for a motion to close the floor to nominations. Upon motion made and seconded, the Board unanimously voted to close the

floor to further nominations and to re-elect Chair Ross and Vice Chair Calvert.  
(7 in favor, 1 absent)

Chair Ross and Vice Chair Calvert thanked the Board for their support.

### **President's Report**

Ms. Harrison reported that on July 13, the Labor-H subcommittee released its FY 2024 funding bill without including advance funding for CPB in FY 2026. On July 27, the Senate Appropriations Committee voted to approve level funding for CPB including \$535 million for the FY 2026 advance appropriation and \$60 million for system interconnection and infrastructure for FY 2024. CPB was awarded a second grant from FEMA in the amount of \$56 million. Congress will either need to pass and sign into law its FY 2024 funding bills or a continuing resolution (CR) by November 18 to avoid a government shutdown. Additionally, if any part of the government is still being funded on a CR by January 1, there will be a one percent cut across all FY 2024 spending, reducing CPB funding by \$6,720,000.

Ms. Harrison reported on CPB's work with "More Perfect" and America250 in preparation for the 250<sup>th</sup> anniversary of the nation's founding. CPB's Thought Leader Forum in Grand Rapids, MI, featured Rosie Rios, chair of America250; John Bridgeland, co-chair and founder of "More Perfect"; Kwame Alexander, award-winning author and NPR Poet in Residence; Baratunde Thurston, host of the PBS series *America Outdoors* and Apple podcast, "How to Citizen," along with other innovators, educators, and leaders from civic organizations. CPB announced a survey of public media leaders regarding plans they already have in place for the semiquincentennial in 2026; CPB will develop a grant program based off the survey results.

Ms. Harrison reported on CPB investments for the quarter, including CPB's intention to provide funding to several public media organizations to support their work to cover the conflict in Israel. Ms. Harrison concluded her report.

### **Legislative Update**

Ms. Brachman provided an update on the Speaker of the House vacancy, the status of the appropriations bills, funding scenarios in the case of a shutdown, and CPB's continuous presence on and communication with Members of Congress. Mr. Ramer asked if the situations in Ukraine or Israel could affect CPB's funding. Ms. Brachman reported that while it is unlikely that CPB funding would be affected, CPB is a part of the larger conversation that Congress is having about the deficit. Ms. Brachman concluded her report.

### **Committee Chair Report – Audit and Finance Committee**

Committee Chair Sembler reported that the Audit and Finance Committee met virtually on August 10, joined by Ms. Kaplan, who is now a member of the Committee. At its meeting, the Committee received an update from Ms. Harrison on CPB's appropriation, approved CPB's proposed FY 2024 operating budget, reviewed CPB's financial statements through June 30, reviewed CPB's FY 2022 IRS Form 990, and approved Grant Thornton's FY 2023 audit plan. The Committee received an update from Inspector General Kimberly Howell and approved the FY 2025 operating budget for the Office of the Inspector General. In executive session, the Committee reviewed supplemental financial reports through June 30 and the supplemental schedules to CPB's proposed FY 2024 operating budget. The Committee was also briefed on a proposed amendment to the CSG program, which will be discussed later in today's meeting.

Committee Chair Sembler concluded her report and moved to approve CPB's Proposed FY 2024 Operating Budget.

*Resolution - FY 2024 Proposed Operating Budget*

Chair Ross called for a second to approve the resolution regarding CPB's proposed FY 2024 Operating Budget. The resolution was seconded and approved as presented. *(7 in favor, 1 absent)*

**Update on Annual Code of Ethics Certification and Review of Conflicts of Interests Policy**

Chair Ross and Mr. Smithers reported on the CPB Board's annual review and certification of CPB's Conflict of Interests Policy and Code of Ethics. Mr. Smithers noted that board members must 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. Chair Ross noted that the Board has been provided with a conflicts of interest disclosure form under separate cover and requested that the forms be completed and returned to Ms. Safon.

**Discussion: Calendar Year 2024 Meeting Dates and Locations**

Chair Ross noted the uncertainty around the appropriations process, the prospect of a government shutdown, and a potential recession, and proposed moving the location of the December 11-12, 2023, meeting from Los Angeles, California to Washington, D.C. The meeting would be one day long. The April 10-11, 2024, meeting date can be considered for a board meeting in Los Angeles.

Chair Ross invited discussion regarding board meeting dates and locations for the 2024 calendar year.

*Resolution regarding 2024 Meeting Dates and Locations*

Following discussion and upon motion made, seconded, and carried, the following schedule for 2024 and revision to December 2023 was adopted. *(7 in favor, 1 absent)*

- December 11, 2023 (Washington, D.C.)
- February 13, 2024 (virtual)
- April 10 – 11, 2024 (Los Angeles, California)
- June 4 – 5, 2024 (Washington, D.C.)
- September 26 (Washington, D.C.)
- November 19 – 20 (Washington, D.C.)

**Interim CSG Review Update**

Chair Ross introduced Kathy Merritt, senior vice president, Radio, Journalism, and CSG Services, to provide an update on the television and radio CSG policy reviews. Ms. Merritt reported that CPB management is currently reviewing the television and radio CSG panels' recommendations and will bring final policy recommendations to the Board in December. Any changes made to either policy will take effect in FY 2025.

Ms. Merritt reported on the CSG diversity statement requirement and the need for its modification. The requirement dates to the 2011 CSG policy review and reflects CPB's

commitment to fostering diversity in public media. The requirement as written duplicates other federal requirements and has presented compliance challenges for some CSG grantees. Given the variety of licensees and communities, CPB proposes to revise and simplify the requirement.

Ms. Merritt reported on the proposed “Community Representation Statement,” which has been endorsed by the television and radio CSG panels and CPB’s Audit and Finance Committee. The proposed statement language would go into effect in FY 2024.

Discussion ensued about the policy change and whether it effectively communicates the strength of CPB’s commitment to diversity. Ms. Kaplan recommended that the Community Representation Statement be reviewed by each stations’ governing board annually to ensure that the issue is visible at the most senior level of the station. Ms. Im asked if there are other measures of diversity and if CPB would help those stations who struggle to comply. Ms. Merritt reported that in addition to the diversity requirement for CSG grantees, programming grants also include diversity requirements and other grant projects have provided training and assistance to stations on diversity. There were no further questions.

Chair Ross recommended that the resolution be presented, with the added requirement for a biennial review by the governing board.

#### *Resolution regarding Community Representation Statement*

Chair Ross called for a motion to approve the resolution adopting the changes to the CSG diversity statement requirement as revised. Upon motion duly made and seconded, the resolution was adopted as amended. *(7 in favor, 1 absent)*

#### **Future Agenda Items**

Chair Ross invited board members to share any suggestions for future agenda items, noting that she, Ms. Calvert, or Ms. Safon could also be contacted with suggestions after the board meeting.

#### **Executive Session**

At 11:35 am, Chair Ross closed the meeting for an executive session. The meeting adjourned in executive session.

*[The minutes for these discussions are contained in the executive session record of October 16-17, 2023.]*