

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

901 Newton Street, NE
Washington DC
Studio A

**Regular Meeting
March 9, 2016**

Present: Kojo Nnamdi, Chair; Pedro Alfonso, Vice Chair/Treasurer; Rishi Hingoraney; Janis Hazel; Kevin Goldberg; Kwame Holman; Michael Freedman. Nantz Rickard, President & CEO; Hafeez Kazim, CFO & VP Finance & Administration.

Call to Order. Nnamdi called the meeting to order. He noted the excused absence of Cynthiana Lightfoot.

Minutes. Hingoraney moved to approve the minutes of November 18, 2015. Holman seconded. The motion carried unanimously.

Chair's Report. Nnamdi offered the Chair's report. He said the business of the meeting is next steps with the Strategic planning process, following up on previous discussions to create an audit and investment committees, consider fees for a new course, and update the Producer's Manual.

He said the strategic planning discussion may involve matters concerning board development and confidential or proprietary information, so it will be held in Executive Session. There are other items to be updated in Executive Session involving legal and contractual matters. All of the Executive Session items have been combined into one Executive Session in the latter part of the meeting, regardless of where they would have otherwise been on the Agenda.

DCTV's audit and annual report were delivered to the Council on time December 17, in accordance with the statute that created DCTV. The statute requires the audit to be submitted by 180 business days after the end of our fiscal year that ends June 30.

The Hall of Fame awards that premiered last December 4 at the Voice Awards were very well received by all, and all of the recipients felt very honored and privileged, and were very appreciative. Nnamdi congratulated the Awards Committee—Kevin and Rishi—on a great job!

Nnamdi reported that the budget timeline for this year has been revised. Ordinarily the Board would have been considering the FY17 budget at this second meeting of the fiscal year. However, with the strategic planning process, consideration of the budget has been moved to the next meeting in May, to allow the extra time needed to make adjustments to FY17 that may result from starting to implement the Strategic Plan.

Nnamdi reported that there are no drafts of a mission statement for the Board to discuss yet. The focus for now is on the Strategic Plan, and the Board will take up the mission statement once the Strategic Plan goals have been adopted and it has been further developed to begin implementation.

Nnamdi concluded the Chair's report. There were no questions.

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

Needs Assessment

The Office of Cable Television, Film, Music and Entertainment has awarded a contract to update the Needs Assessment done in 2011. A main focus will be on a survey, to update awareness and viewership of the PEG channels. They also intend to determine whether other aspects need to be updated or may be supplemented.

Creative Economy Career Access Program

After many years of discussion with the Office of Cable Television, the new Director, Angie Gates provided the partnership and leadership to bring DCTV into the Creative Economy Career Access Program. DCTV was approved by the Department of Employment Services, DC Apprenticeship Council, to be the sole provider of a training curricula and services for this Program, to provide workforce training and skills to meet the needs of media and production employers in DC.

Testimony and Submission to DC Council

DCTV presented its approximately 50-page submission to the DC Council Committee on Business, Consumer and Regulatory Affairs on February 29, responding to 37 questions. Rickard testified on Monday, March 7. Highlights from the testimony include DCTV's needs for the Comcast franchise renewal, a summary of the FY15 audit, and programmatic highlights including regarding training programs, DCTV's participation in the Mayor's Creative Economy Career Access Program, and television programs DCTV is producing such as *DC Centenarians*, *Studio 901* and a new comedy show, *Laugh But Not Least*.

Regarding the future, DCTV's testimony addressed our aspiration to expand how we serve nonprofits and meet their media and communications needs, including beyond the approximately 235 organizations that used DCTV's channels in FY15, and to find creative ways to reach out to new people moving into DC, and continuing to develop our relationships with communities all over the city, and expand ways to participate in community programming.

Programs:

DC Centenarians—project with youth and DC residents 100+ year old; DC Office of Aging; DCTV productions; great youth participants, very successful; first telecast of first profile on October 4th; both Mr Burgess and Corporal Alyce Dixon passed away before seeing the final program completed.

In April, DCTV will be premiering, *Laugh But Not Least*, a program presenting DC comedians, hosted by local comedian Niki Moore. The program is currently in production. Brandon T. Jackson and Tony Woods are the first guest comedians.

DCTV developed a programming block entitled “Youth Voices”. It features programming produced by youth organizations. Richard Wright Public Charter School is first to air its programs in Youth Voices.

Events

The most recent “Indie in DC: Hosting 101”, included guests Karen Hudes, host of *Network of Global Corporate Control* (live on DCTV), along with Markette Sheppard, host of *Great Day Washington* airs (live on WUSA –CBS), and Guy Lambert, radio journalist at WPGC-95.5. All of the guests gained experience at DCTV. Over 60 people attended the standing room only event.

So far, DCTV has conducted five in the Indie in DC series, with a total of 233 attendees.

Rickard noted that additional items from the President’s Report would be presented in Executive Session.

Finance Committee Report. Nnamdi asked Alfonso to present the financial statements through January 31, 2016.

Alfonso presented the FY15 Budget v. Actual report and Financial Statements for for July1, 2015 — January 31, 2016 (unaudited). He expressed his appreciation to staff and noted that the applauded the strong leadership of the organization. Alfonso responded to questions.

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

CAPITAL BUDGET AMENDMENT

Alfonso presented an amendment to the capital budget for FY16 increasing it by the amount of \$65,000. He noted that there were some savings, but some unexpected capital needs arose.

During discussion, Freedman asked whether the policies and planning regarding the amount and use of board designated funds was to be addressed as part of strategic planning. Nnamdi said that this would be, and is part of the work of the new investment committee to be discussed later in this meeting.

After discussion, Alfonso moved to accept the capital budget amendment as proposed. Hazel seconded. The motion carried unanimously.

Nominating Committee Report. Due to Lightfoot’s absence, Holman presented the Nominating Committee report.

Holman reported that since the Committee did not do so in November, he congratulated Alfonso for election to continue service on the Board serving a 3-year term, and noted he was also elected and will be serving a 3 year term as well. Holman also congratulated Hingoraney, who will be serving a 2-year term; and Holman welcomed Freedman, who will be filling out the remaining 2 years of a 3-year seat.

Based on the discussions developing the strategic plan, the Nominating Committee will be focusing its search to fill the open seats to provide the skills and relationships needed to advance the organization's goals in the most effective way.

Holman noted that the Committee may be further refining the specific criteria. In the meantime, he asked for recommendations for candidates generally who:

- are committed to the principles of free speech,
- understand and support the city-wide mission of the Public Access Corporation of DC,; and
- will bring specific skills towards advancing DCTV's mission, activities, and need for new resources.

More specifically, the Nominating Committee is looking for people who:

- 1) bring a strong network and will actively identify and cultivate partnerships to advance our mission;
- 2) bring new capacity to diversify funding and expand resources by building DCTV's corporate and private funding base, by bringing funding and resources to support the strategic plan, including Youth Training Institute, the development of community programming and underwriting, and other mission-focused initiatives.

Holman reported that in 2016, Goldberg's and Hazel's terms are up.

Holman reported that the Committee has not revised any rules for the election, aside from the usual updating of the dates and times for eligibility, notice and receiving ballots.

New Business.

APPOINT AUDIT COMMITTEE, APPOINT INVESTMENT COMMITTEE

Nnamdi introduced the first item of New Business, noting that as previously discussed, starting this year, the Board will not continue to have the whole board act as the Audit Committee. Nnamdi also noted that additionally, in the last meeting, the Board discussed the return on organization investments and the investment risk policy, and decided to review and possibly update the policy. This is best achieved by creating one or more committees.

The charge of an Audit Committee would be to select an auditor and oversee the audit process. The auditor is usually selected by June, with required hard deadlines for completing the audit two weeks before our November meeting.

The charge of an Investment Committee would be to review the organization’s investment policy and recommend any changes or updates for approval by the Board. As part of updating the policy, the Investment Committee may propose an ongoing role for the Committee, beyond the current task of reviewing and updating the policy.

There is also the option of creating a single committee for both tasks.

Nnamdi noted there is good depth on the Board of people with experience in both Investment Policy and overseeing Audits.

Nnamdi said that since we brought Michael on the Board for his nonprofit and finance expertise—along with his creative thinking and great personality, Nnamdi opened discussion by asking Michael for his thoughts on these Committees, whether he is interested in providing leadership, and if so, in what capacity.

Discussion followed. Freedman said that establishing an audit committee is a good idea. It allows in-depth discussion with the auditor, and saves time at the Board meeting. Regarding an investment committee, Freedman said he also believes creating a committee would be a good way to review the investment policy, and explore whether there is a way to obtain a better return on investments, within a manageable level of risk. He suggested that there could be two committees with the same people serving on both. Discussion followed, including to determine who might serve on the committees. Alfonso nominated Freedman to chair an Audit committee, and Freedman accepted.

Hingoraney moved to establish an Audit Committee, charged as described by the Chair Nnamdi, to be chaired by Freedman, and with Alfonso and Hazel serving as committee members. Goldberg seconded. The motion carried unanimously.

After further discussion, Goldberg moved to establish an Investment Committee, charged as described by the Chair Nnamdi, to be chaired by Freedman, and with Alfonso and Hazel serving as committee members. Nnamdi seconded. The motion carried unanimously.

DLSR CLASS PROPOSED FEES

Nnamdi moved on to the next item of New Business, a proposal recommending fees for a new advanced field camera class using a DSLR camera. Nnamdi asked Rickard to present the proposal. Rickard presented the **Training Department Proposal: Advanced Class**, including a recommendation to establish the fee for the 8-week class as \$125 for DC residents, and \$150 for non-residents.

Freedman moved to approved the Proposal as presented. Holman seconded. The motion carried unanimously.

AMENDMENT OF PRODUCERS MANUAL

Nnamdi introduced the final item of New Business, consideration of a proposal updating the Producer’s Manual: Operating Rules and Procedures, including changing its name to “Policy Manual”. Nnamdi asked Rickard to present the proposal. Noting that the recommended

changes are the result of a complete review, and comprise all but one or two remaining amendments currently being researched, Rickard presented the **Proposed Amendments to Producers Manual: Operating Rules and Procedures** (attached as part of these minutes). Besides changing the title, amendments affect the Sections of the manual on Eligibility and Membership; Program Content and Restrictions; Program Submission and Scheduling; Series Programs; Production Facilities and Equipment; Live Productions; and Disciplinary Actions.

After discussion, Hazel moved to approve the Proposal as presented. Alfonso seconded. The motion carried unanimously.

Old Business.

Nnamdi noted there is no Old Business for this meeting.

Nnamdi reviewed the items for discussion in Executive Session, noting the purpose of the Executive Session is because the strategic planning discussion may involve matters concerning board development and confidential or proprietary information, and items to be updated involve legal and contractual matters.

Hingoraney moved to go into Executive Session. Alfonso seconded. The motion carried unanimously.

Executive Session.

Upon return to the regular meeting, Nnamdi moved to approve the Strategic Plan with changes and amendments as discussed. Hingoraney seconded. The motion carried unanimously.

Meeting Schedule

Nnamdi reviewed the business for the next two meeting dates, reminding the Board the meeting dates are set by resolution. Currently the meeting dates are:

Wednesday, May 25, 2016 from 6:30 to 8:30 pm

Wednesday, June 15, 2016 from 6:30 to 8:30 pm for the Board meeting and Annual Meeting & Reception.

The May meeting will be to consider the FY17 budget and to review status of the Strategic Plan Implementation Plans. The June meeting will be the last board meeting of the fiscal year, to close out any business and to hold DCTV's Annual Meeting.

After discussion, Nnamdi asked for a motion to revise the meeting date of Wednesday, May 25, 2016 by poll, if needed, and any new meeting date resulting from that poll is approved by this resolution.

Hingoraney so moved. Freedman seconded. The motion carried unanimously.

Adjournment

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