

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

901 Newton Street, NE, Washington DC
Studio A

**Regular Meeting Minutes
June 12, 2019**

Present: Kojo Nnamdi, Chair; Pedro Alfonso, Vice Chair/Treasurer; Cynthiana Lightfoot, Secretary; Kevin Goldberg; Michael Freedman. Nantz Rickard, President & CEO; Hafeez Kazim, CFO.

Call to Order. Nnamdi called the meeting to order.

Nnamdi noted Barbara Davis Blum's excused absence.

Minutes. Nnamdi called for a motion to approve the minutes of the March 13, 2019 and May 22, 2019 meetings. Lightfoot moved to approve the minutes. Freedman seconded. The motion carried unanimously.

Chair's Report. The business of our meeting tonight is to consider the proposed FY20 Budget.

Nnamdi reported he has continued to monitor progress on our lease, and progress on the organization's FY29 goals.

Nnamdi reported the Strategic Plan is moving forward. At the end of this fiscal year, we will have completed the first three years of the Plan.

Nnamdi reported on each area of the Strategic Plan. DCTV continues to maintain our very positive relationships with the Mayor, administration and DC Council, including working with them to achieve a major goal in developing cable franchise terms with Comcast and RCN supporting DCTV's mission and providing resources. We continue to maintain and upgrade DCTV's technology infrastructure. We have established a reserve account of 18 months of operating expenses and an Investment Policy in place.

We have expanded our education program.

We have developed, approved and launched a new Participation Structure for individuals and for organizations that increases opportunities to interact with DCTV and our programming. We continue to explore and implement better and better ways to serve all of our stakeholders. Over the past 4 years, we substantially expanded the benefits and networking opportunities for our individual members who volunteer to create community programming. This year, we launched a creative new way to serve organizations, including the large community of nonprofits, and convene nonprofit leaders we are conducting extensive outreach to expand the base of who we serve.

Through original programming, we will be strengthening DCTV's role and value with the communities we serve, and are building relationships with foundations and the corporate sector to become involved with our mission.

All of this goes towards our goals of increasing community engagement with DCTV, and increasing revenue to raise our annual non-cable revenue to \$400,000 by the end of fiscal year 2021.

We are on a dynamic path to achieve the changes needed to ensure DCTV's future and engage with a community 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. Nnamdi expressed his appreciation for the vision, the insights, and the courage of his colleagues on this Board to provide the leadership needed to advance this important organization and mission. He said we have more to do yet, but we are well on our way. Thank you to each one of you.

There were no questions on the Chair's Report.

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

New HD Channel

Comcast arrived on time, 90 days after the new franchise agreement was effective, to begin the process of activating DCTV's first HD channel. Work is proceeding, and we expect to be live by the middle of July. We do not have a date yet for activating 2 channels on RCN.

Foundations

Rickard reported she has been meeting with foundations to begin developing those relationships, and learn what is needed for DCTV to possibly obtain funding. So far, all foundation representatives Rickard met with have recognized DCTV is situated differently than the nonprofits they fund, and have been excited about the potential for new possibilities, and very helpful in offering suggestions

CRM & Participation Structure Launched

The Blackbaud Customer Relations Management system was publicly launched on April 22, with a new user portal which improves support for DCTV members. It is still in development, with new features to be rolled out as they are completed.

According to the structure as approved, the current individuals are on a long term transition to the new structure, unless they opt in to the new highest level of individual membership.

As of April 22, new incoming individuals become members under the new Participation Structure.

All members receive communications now targeted to their type of participation and whether they are under the new memberships or the transition plan.

On May 14, the first emails and press releases for the Nonprofit Capacity Grant program went out, with 2 subsequent roll outs to additional lists of Nonprofit CEOs. 16 groups signed up for the Info Session held June 3. Another Info Session is scheduled for June 17, which is also the

day we start accepting Applications. Applications will be through the new organization user portal.

Operating Hours:

As previously reported, we needed to revise hours of availability for individual members using facilities and equipment. We minimized the change, closing only for 4 hours each on Tuesday and Thursday afternoons, when individuals are very rarely if ever scheduled to use facilities. This ensured the least amount of disruption to their productions and production work.

As we are developing and implementing the next stages of working more extensively with nonprofit organizations, we will be assessing the hours of operation for both nonprofit services and individual member services, and whether any adjustment is needed.

Website

As previously reported, there are many issues with the current website, including that information that was there is no longer accessible.

To repair the problems was estimated to cost \$70,000, so we will forgo repairing the current website. Instead, we are maintaining only critical functions of the current website, and beginning development of the new website. Work is to begin in the third quarter of FY20.

In response to questions, Rickard agreed that \$70,000 was too expensive to repair the existing site; no firm had been selected for the website; if board members had recommendations for companies to send them to Rickard; and that the website development cost is included in the proposed FY20 budget. She said that all such significant services and purchases are itemized in the budget that is sent to the Finance Committee, and approved by the Board, and if there are changes, that Rickard reports such changes to the Board, and if needed, provides a recommendation to the Board to amend the budget. Nnamdi asked Rickard to review the contract process and provide any recommendations for updates at the November meeting.

Nominating Committee Report

Nnamdi asked Lightfoot to present the Nominating Committee Report.

Lightfoot presented the Nominating Committee report. Lightfoot reported the election packet went out to all members in good standing qualified to vote as of 30 days before the Annual Meeting, on May 22.

The notice was sent by email and the balloting done electronically. All email bounce-backs and undeliverable email addresses, along with the few members who do not have an email address, were sent by regular mail with printed ballots. The rules for the election were the same as last year. The Committee will continue to work on developing and identifying candidates for Board service.

Investment Committee

Nnamdi asked Freedman to present the Investment Committee Report. Freedman presented an update based on the investments report dated May 31, 2019.

Audit Committee

Nnamdi introduced the next agenda item, reviewing that 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 conducted, reviewed, approved and presented to the DC Council within 120 business days of the end of DCTV's fiscal year.

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

Nnamdi asked Freedman to present the Audit Committee report. Freedman said FS Taylor has done an excellent job with DCTV's audit, including meeting all deadlines. He said the price is fair and the auditor's staff does a good job. DCTV now benefits from FS Taylor being familiar with the operation. He noted that there are new rules that recast certain aspects of the way financial statements are presented. He said that it is not a good year to change auditors and that DCTV will be retaining FS Taylor for the FY19 audit.

Finance Committee Report

Nnamdi asked Alfonso to present the Finance Committee report.

Alfonso presented the FY19 Budget versus Actual report and Financial Statements for July 1, 2018 through April 30, 2019 (unaudited) and responded to questions.

After questions, Lightfoot moved to accept the Finance Committee Report. Goldberg seconded. The motion carried unanimously.

New Business

Nnamdi asked Alfonso to present the proposed FY20 Budget. Alfonso presented the proposed budget, noting that there are two changes to note: the contracted services line and the capital budget. Both reflect needs to implement the strategic plan.

After questions, Freedman moved to approve the proposed FY20 Budget for operating and capital. Lightfoot seconded. The motion carried unanimously.

Old Business

Nnamdi said there is no Old Business to address and moved on to the next item.

Meeting Schedule

Noting that some Board members have time constraints, Nnamdi addressed the Meeting Schedule for the November meeting before Public Comments. Nnamdi proposed to set the meeting date for our November meeting at a later time by poll.

The meeting will either be in the week of November 11 or November 18. The primary business for that meeting will be to consider the FY19 audit. At the November meeting, the Board will set meeting dates for the rest of the fiscal year.

Because Board meetings are set by resolution, Nnamdi said he would entertain a motion to approve the November board meeting date to be established by poll.

Lightfoot so moved. Alfonso seconded. The motion carried unanimously.

Public Comment

Nnamdi began the Public Comment section of the Agenda responding to a letter sent Monday afternoon.

The most current versions of DCTV's Articles of Incorporation and Bylaws will be on the website by Tuesday, June 18. The Articles were ratified by the membership on September 4, 2013, and filed with the District of Columbia as Restated on September 5, 2013. The Bylaws were last amended June 18, 2013 to align them with changes in the District's statute governing Corporations.

The Registered Agent for DCTV is the CEO, Nantz Rickard. She also acts as General Counsel. The two functions are not related.

The Board Committees are the Executive Committee, the Finance Committee, the Audit Committee, the Investment Committee, and the Nominating Committee.

All members of the Board are Associate members and are listed on the website. The list is current as of this meeting, with the exception of Kwame Holman, who has relocated out of state and resigned.

The Board is working with consultants regarding development of the board and advisory board as part of the Strategic Plan requiring we implement new capability for raising funds from non-cable sources. As part of the needed realignment, the Board is in transition and will provide information once we have completed our work with them.

Adding member surveys and member survey results to either the user portal or the website is in development.

The Board is working with the District government to extend the lease for Brooks Mansion.

The Policy Manual has not been revised to allow members to solicit financial support from DCTV viewers.

The capital budget for FY20, which begins in July, includes funds for new sets.

DCTV's policy on program content that is not suitable for children and young viewers is to schedule the programming during safe harbor hours, between 10:30 pm and 4 am. The rules require the submitting producer to declare that a program has such content upon submission. At times, the producer fails to do so, and as soon as the content is identified, the program is immediately rescheduled to the safe harbor hours.

Regarding DCTV's operations, as the President previously reported, equipment is serviced on an ongoing basis as needed, and it continues to be important to report any issues to your project manager.

Also as Rickard previously reported, the sound lock to Studio A had been assessed to see if it could be widened. This will not be undertaken since the obstacles are so substantial and the amount of time that Studio A would have to be taken out of service is too long. It will be reconsidered if there is a substantial upgrade or renovation that would require an extended closure to limit inconvenience to members who produce in Studio A.

Nnamdi and as requested by Nnamdi, Rickard responded to questions regarding each of the above items.

Nnamdi requested Lightfoot to provide the criteria for service on the Board of Directors. In response to questions, Nnamdi asked Rickard to seek legal assistance for clarification on the Conflict of Interest Policy for Board Members.

Adjournment

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