

Public Access Corporation of the District of Columbia
901 Newton Street, NE, Washington DC

Board of Directors

By Conference Call

Special Meeting Minutes
February 21, 2020

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

Call to Order. Lightfoot called the meeting to order and welcomed everybody.

Lightfoot said she'd like to start the meeting by taking this opportunity to thank each Board member for all they are doing to ensure that we as a Board successfully navigate our path forward with Nnamdi's transition to Chair Emeritus, and continue to be the successful, capable, resilient and effective Board and organization we have been over the years.

Lightfoot said we are mid-stream transforming the organization in a time of significant change. The path we are on was very thoughtfully developed with extensive research, work and tough decisions by this Board over a period of years before we launched implementation of five-year goals to transform DCTV.

Lightfoot reported she has been working to make sure she is fully up to speed on everything, so we can seamlessly carry on, honoring the incredible work Nnamdi did leading DCTV, by committing to keeping on track with our goals to significantly expand community engagement as vital to the success of our mission.

She referenced what Nnamdi said in our last meeting:

- Community engagement is a central purpose for which DCTV exists.
- And-- by succeeding at significantly increasing community engagement, we will have also created the foundation for more investment in DCTV, and thus, decrease our dependence on shrinking cable revenues.

Lightfoot said she is also committed to continuing to advance all the major changes we have been and will continue to be undertaking in order to advance these goals, supporting staff and ensuring we have dedicated the resources to succeed in this critical time for the organization.

Lightfoot noted that many successes thus far have substantially been due to Nnamdi's leadership as the heart of a strong organization and Board culture that has served us well.

Lightfoot said she is committed to sustaining this organization and leadership culture that has been key to supporting our abilities as a Board, including to take on big critical questions about the future of DCTV; to courageously make the needed decisions, and to support and trust each other to lead the extensive changes—essentially transforming the organization so we would position DCTV to be able to continue to serve our members, stakeholders and viewers.

Lightfoot said she'd like to retain the same way we operated when Nnamdi was Chair, including relying on all the talent and insights of her colleagues as he did.

As an important part of this, Lightfoot said she would like to ask Board member's support to retain the culture he established and led that has made this Board one of the best Boards and most enjoyable to serve on.

Lightfoot said the culture he established and led has infused the organization at every level. DCTV's organization culture is characterized by:

1. A very strong commitment to our mission and our duties,
 - For Board members this includes our duty as fiduciaries
 - We hold ourselves to a higher standard than other Boards—
 - besides the usual Board legal duties—duty of care, duty of loyalty and duty of obedience—
 - we maintain a high level of transparency, and
 - we govern as though DCTV's assets are held in the public trust.
2. Integrity of communication and action
3. Respect
 - We actively listen to others' viewpoints
 - We have always maintained a standard of collegiality, even when we agree to disagree
 - If we disagree or want to see other options considered, we have offered options constructively for discussion, and maintained courteous discussion

She gratefully acknowledged that Nnamdi is a master of leading with heart, clarity, dignity, and respect, and she said, as part of honoring Kojo's legacy she is asking that we start our first meeting following his transition to Chair Emeritus by agreeing to carry forward on the path we set to build DCTV's future, and in our deliberations and actions to consciously reflect his gentleness, his kindness, his big heart, and his graceful way of communicating with others.

Lightfoot asked whether anybody would like to share any thoughts or comments before moving on to the business for this meeting.

Freedman said he is looking forward to continue working with this terrific group, and thanked Lightfoot for taking on the responsibility to lead going forward, saying he is here to support and be here for the group.

After expressing her appreciation, Lightfoot said there are a few matters for Executive Session that involve confidential legal, contractual and personnel matters, and so belong in Executive Session.

She noted that remaining matters under discussion would be addressed upon return to the Regular meeting from Executive Session. Freedman moved to go into Executive Session. Alfonso seconded. The motion carried unanimously.

Executive Session

Upon return from Executive Session, Lightfoot introduced the next item of Business.

FY20 Capital Budget Revision

Lightfoot asked Rickard to explain the proposed revisions to the FY20 Capital Budget. After discussion, Freedman moved to increase the FY20 Capital Budget by \$305,000. Lightfoot seconded. The motion carried unanimously.

Freedman noted a preference to use vendors located in DC if possible.

Meeting Dates

Lightfoot noted that the Board has already passed a resolution that approved the results of a poll as our meeting dates for the dates for this Special Meeting and for our Regular Meetings and Annual Meeting. She asked if the group wants to set meeting dates or conduct a poll. Consensus was to use poll for meeting dates.

Adjournment

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