

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

Board of Directors

By Zoom

Regular Meeting Minutes
May 6, 2020, 1:00 pm

Present: Cynthiana Lightfoot, Chair; Pedro Alfonso, Vice Chair/Treasurer; Kevin Goldberg, Secretary; Michael Freedman, Barbara Davis Blum, Debbi Jarvis. Nantz Rickard, President & CEO. Antwone Harris, Investment Advisor, Platinum Bridge.

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

Lightfoot started the meeting by reporting she has been keeping updated on everything with Rickard, and noted that DCTV is doing a great job performing critical services for the communities we serve.

Minutes

Lightfoot continued saying it is an incredible lift to fill these community needs. She wanted to see if there is a way to relieve some of the workload for Rickard. She suggested that with all that's going on, and we're meeting more often, the minutes are an area we can relieve some of the workload; unless there is an objection, we'll have the minutes prepared and ready for approval in the November meeting. She asked if there are any concerns with. This approach. It was agreed to wait until the November meeting to receive and approve all Minutes.

Chair's Report

Lightfoot said the business of this meeting is to follow up on the recent update provided by Rickard, in which we were notified DCTV was approved for a Payroll Protection Program Loan. We'll be considering approval of the loan. She said the Promissory Note, Corporate Borrowing Resolution and Disbursement Summary documents were provided to the Board before this meeting.

Lightfoot said we also need to make Nominating Committee appointments and to provide any thoughts we have to staff to inform their development a recommendation for addressing cases where services are delayed or unavailable for affected individual members or our Nonprofit Grantees.

We'll also have the opportunity to hear from Antwone Harris, our investment advisor, and ask questions. Lightfoot asked if there is any objection to revising the order of the Agenda to hear from Antwone Harris when he joins the call. There was no objection.

Lightfoot said we'll also set meeting dates for the Annual Meeting and Board meeting in late June, for our November meeting, and for any other meetings we want to get on the calendar between May 20 and the June meeting.

President's Report

Lightfoot asked if everybody had a chance to read the most recent update from Rickard, and whether there were any questions, or discussion.

[The update of April 29, besides informing the Board that the PPP Loan was approved, provided updates on the distance learning DCTV is telecasting for DCPS; that the Archdiocese of Washington contacted us to explore whether we might work with them if needed on providing distance learning for their schools; work with Board of Elections on the VoteSafe campaign; DCTV's expanded approach in producing our election programming to address the substantially increased needs of campaigns to reach voters, and the substantial number of voters who are not online; the includes contacting the League of Women Voters to see if they want to conduct any debates that DCTV would record and telecast; new technology integrated into Master Control allows live or recorded remote productions via Zoom; programming initiatives, including encouraging submission of stories from DC residents, continued outreach to religious organizations to reach their congregations via DCTV, and Kym Whitley, nationally known comedian and actor, provided a series of videos of her comedy created especially for DCTV, among other programming initiatives; updates on work with DCTV's nonprofit grantees; update on references for Capital Construction; and on the renovation and Lease.]

Alfonso suggested, as a spin-off from the work DCTV is doing with DCPS, exploring whether the Mayor would like to give Commencement speeches via DCTV, and possibly include the Chancellor as well. The idea was very well received, and after discussion, Alfonso said he would contact the Mayor's Advisor, Beverly Perry, to explore interest in pursuing the idea.

Finance Committee Report

Lightfoot asked Alfonso to provide the Finance Committee Report. Alfonso presented the financial statements July 1, 2019 through March 31, 2020. He noted that net assets were reduced by about \$153,000, mostly due to the effect of changes in the investments. Cable revenue is also down, as is other expected sources of revenue due to COVID-19. However, expenses are being contained in relation to revenue. Blum asked to verify that all expected revenue from Verizon had been received; Rickard will check. Rickard said there will be more information about changes in cable revenue due to COVID-19 at the November meeting, after receiving the cable operators' 2nd and 3rd quarter (calendar year) payments. She said that the FY21 budget is being prepared to reflect a substantial drop in revenue.

Investment Committee.

Lightfoot said Antwone Harris, Investment Advisor has joined the call, and thanked Harris for joining the meeting. Lightfoot asked Freedman for the Investment Committee Report. Freedman asked Harris to provide a report to the Board. Harris provided an extensive report, including additional steps he was taking to minimize a negative effect on investments. Blum and Harris talked about the longer market recovery time in a situation like this, weighting of types of investments, and that this is an unprecedented situation. Harris is conducting webinars to which the Board members will be invited. Blum and Freedman affirmed the organization's and Harris' approach are right for this time, and affirmed staying the course and doing nothing rash.

Nominating Committee

Lightfoot asked Goldberg to provide the Nominating Committee Report.

Goldberg reported the terms up in June 2020 are Cynthiana Lightfoot (in a 3-year seat), Barbara Davis Blum (in a 3-year seat), and Debbi Jarvis (in a 3-year seat).

Debbi Jarvis was appointed by the Board, and according to the Bylaws, the Board fills a vacant seat until the next election and then the individual may be placed on the slate for election by the membership.

We had undertaken the search to fill the remaining elected seats including the 3-year seat, which is now vacant due to Kojo's transition to Chair Emeritus. The other vacant seats are two 2-year seats.

We have a list of prospective candidates and will be having exploratory conversations.

Those of you who provided suggestions, I'll be reaching out to see if you are able to help make the introduction, or participate in the conversation.

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

Our general criteria is the same--committed to the principles of the First Amendment; who understand, support and whose primary focus is concordant with the city-wide mission of the Public Access Corporation of DC; and who will bring the necessary relationships and specific skills towards advancing DCTV's mission, activities, and need for resources.

We are bringing a stronger focus in our search for people filling the remaining elected seat and the appointed seats to:

- 1) bring new capacity to diversify funding and expand resources by building DCTV's corporate and private relationships and funding base, and by bringing funding and/or resources to support advancement of the strategic plan;
- 2) ensure continued excellent relationships with the DC Council, Mayor and appropriate Mayoral Administration officials.

The election packet will go out to all members in good standing qualified to vote as of 30 days before the Annual Meeting. The notice will be by email and the balloting done electronically.

Due to COVID-19 restrictions per Mayor's Executive Orders 2020-053 and 2020-054, the rules for the election have been revised to remove all in-person aspects of voting in the Board election.

We still send mail ballots for those not online, or when our email is rejected, and we accept those ballots by mail and enter them into the electronic voting system.

The Nominating Committee usually updates the rules with need for further Board approval. However, there was only one committee member this year so approval of the rules for the election is being brought as a motion before the full Board for approval.

Alfonso moved that due to COVID-19 restrictions per Mayor's Executive Orders 2020-053 and 2020-054, the rules for the election of the Board of Directors have been revised to remove all in-

person aspects of voting in the Board election. Freedman seconded. The motion carried unanimously.

New Business

Meetings Requirement

Lightfoot said we have adjusted how we are meeting this year due to a series of significant circumstances.

Our requirement under the Bylaws is to hold 4 Regular meetings. In this fiscal year, this meeting is the 5th meeting so far, with at least 2 more board meetings planned. Of the total meetings, 2 of the Board's meetings, including today's meeting are Regular meetings. So far, 3 meetings were set up as Special Meetings (October, February, April). The Board is meeting its requirement to meet and address the business of the organization in these unusual and critical times. Lightfoot explained that at least for now, rather than revise the Bylaws to incorporate Special meetings to be included in the requirement, in case the Board decides it is not necessary to meet May 20 (which would make the last meeting of the fiscal year in June the third of four Regular meetings), Lightfoot offered the following motion.

Lightfoot moved that the meetings the Board are holding for this fiscal year fulfill the meeting requirements of our Bylaws. Blum seconded. The motion carried unanimously.

Nominating Committee Appointments

Lightfoot introduced the next item of New Business, saying that she had been serving as the Chair of the Nominating Committee, with Goldberg serving on the Committee. Lightfoot said if the Board agrees, she would like to appoint Goldberg as Chair of the Nominating Committee.

Following discussion, Freedman moved to approve the Chair's appointment of Kevin Goldberg to Chair the Nominating Committee. Alfonso seconded. The motion carried unanimously.

Lightfoot said she intended to ask Jarvis to serve on the Committee. Lightfoot asked Blum if she would be willing to serve with Goldberg to build the Board to support strategic plan goals. Blum agreed.

Freedman moved to approve the Chair's appointment of Barbara Davis Blum to serve on the Nominating Committee. Alfonso seconded. The motion carried unanimously.

Addressing Delay Or Suspension Of Services

Lightfoot introduced the next item of New Business, saying that the Board will be addressing the delay or suspension of services. At the June meeting, the Board will be deciding what, if anything, we need to do to address delay or suspension of services for individual members and nonprofit grantees for which provision of services is affected due to COVID-19 and the renovation of the building. There should be more information at that time to guide how to best proceed.

In the meantime, staff is working on developing a recommendation. Lightfoot said she'd like to get a sense of the group for instructing staff to suspend expirations of memberships and certifications until we consider how we want to handle the question in June.

Pending the recommendation from staff, Freedman moved to suspend expiration of all individual memberships, Programmer Grants and certifications until the end of the June 2020 meeting, at whatever date is scheduled for that meeting. Alfonso seconded. The motion carried unanimously.

Lightfoot asked for any thoughts or guidance to provide towards developing the recommendation on the wholistic solution for how we want to address suspension or delays of service, whether Board members wanted to offer their thoughts now or email Rickard in the coming weeks. Board members wanted to wait until more information was available about how COVID-19 shut-downs were going to progress.

Old Business

Payroll Protection Program Loan Consideration

Lightfoot reviewed that after the first CARES ACT was approved, providing relief due to COVID-19, Rickard recommended we proceed with submitting an application, in order to make sure DCTV is in line for funds.

At the time, the regulations for governing the loan, including for loan forgiveness, were still in development. We said at that time, that if DCTV were approved for funds, the Board would then consider approving the loan.

We were informed in Rickard's update of April 29 that DCTV's application for Payroll Protection Program Loan (PPP Loan) funds was approved. The PPP Loan, Promissory Note, Corporate Borrowing Resolution and Disbursement Summary documents were provided to the Board before this meeting.

Lightfoot asked Rickard to present the Loan.

After discussion, Alfonso moved that the Public Access Corporation of the District of Columbia accept the Corporate Resolution with the effective date of May 4, 2020 to participate in the Payroll Protection Loan Program. ([That Corporate Resolution is incorporated as part of these Minutes.](#)) Blum seconded. The motion carried unanimously.

Meeting Dates

Lightfoot noted a meeting has been scheduled for May 20, 2020, In discussion, it was determined to leave the meeting on the calendar and decide closer to the meeting date whether the meeting is needed or not.

Lightfoot said the Board needs to set the date for the Board meeting and Annual Meeting in June. The main business of that Board meeting will be to consider the FY21 Budget. Formal notice of the Annual Meeting and Election of the Board of Directors as required in the Bylaws will be in the middle of May for a meeting to be held in the latter part of June. Lightfoot asked for Board members' availability after June 19.

The last Board meeting of the fiscal year and the Annual Meeting were scheduled for:

Wednesday, June 24, 2020

Board Meeting 6:30 pm

Annual Meeting 8:00 – 8:30 pm

Both Meetings to be conducted remotely.

Lightfoot asked for Board members' availability to schedule the November Board meeting in the week of November 16, to consider the FY20 Audit.

Wednesday, November 18, 2020

Time and whether meeting will be conducted remotely is to be determined closer to the meeting.

Freedman moved to approve the meeting dates and times for the June 2020 Board Meeting and Annual Meeting, and for the November Board meeting. Goldberg seconded. The motion carried unanimously.

Adjournment

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