

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

Board of Directors

By Zoom & Conference Call

Regular Meeting Minutes
June 24, 2020, 6:30 pm

Present: Cynthiana Lightfoot, Chair; Pedro Alfonso, Vice Chair/Treasurer; Kevin Goldberg, Secretary; Michael Freedman, Barbara Davis Blum, Debbi Jarvis. Nantz Rickard, President & CEO. Manny Cosme, CPA, President CFO Services Group Inc.; Luis Carrasco, Independent CFO Advisor, CFO Services Group Inc; Lin Walker, Senior Accountant, CFO Services Group Inc. Seth Perlman, Esq., Perlman & Perlman.

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

Minutes

Lightfoot noted that we tabled all Minutes until our Fall meeting.

Lightfoot said we have confidential items of business involving legal and personnel matters, and in order to allow observation of our regular Board meeting, we will address these issues between now and 7:15, when we will need to leave this zoom call, and sign into the conference number provided for the remainder of the Board meeting and for the Annual Meeting at 8 pm.

Blum moved to go into Executive Session. Freedman seconded. The motion carried unanimously.

Executive Session.

Upon return from Executive Session, Lightfoot welcomed DCTV members who are joining the call for the remainder of this Regular Meeting of the Board of Directors. She explained that the Board held its Executive Session as the first item on the Agenda, so that those joining to hear the rest of the meeting would not have to wait during a later time in the Agenda.

Lightfoot said that we have set this meeting and the Annual Meeting up as Conference Call, to make it the most accessible, with the least amount of opportunity for technical difficulties—sometimes, nothing beats an old fashioned phone call.

Lightfoot said we will now continue the meeting, commencing with the Chair's Report.

Chair's Report

Lightfoot reported the main business of this meeting is to consider the proposed FY21 Budget, and a recommendation we requested for addressing interruption of services to some members and nonprofit grantees.

Lightfoot reported that the Board has been meeting and receiving regular and frequent updates, and so this report is to provide more of an overview of where we are in the strategic plan goals.

More specific detail of the last fiscal year and some current activities will be in my annual report to the DCTV membership.

Lightfoot reported she has continued to monitor and provide support towards progress on the organization's FY20 goals. The organization is adjusting to the substantial effects of COVID-19, and continuing to move the Strategic Plan. At the end of this fiscal year, DCTV will have completed the first four years of the Plan.

Lightfoot said that for part of our strategic foundation, we continue to maintain our very positive relationships with the Mayor, administration and DC Council, including having achieved a major goal in developing cable franchise terms with Comcast and RCN to support DCTV's mission and provide channels and resources.

We continue to maintain and upgrade DCTV's technology infrastructure, and a substantial renovation to DCTV's facilities is underway.

We have significantly advanced the goals of our Strategic Plan. A lot of the work that was done actually prepared us to be able to rapidly respond to community needs when COVID-19 created new challenges and demands, and to significantly advance one of our primary goals of increasing community engagement with DCTV.

We had implemented some of the changes for our capability to produce original programming, through which we are 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.

Fortunately, these changes were sufficiently in place when DCTV was needed to step up and serve our communities in new ways to meet the challenges of COVID-19.

Lightfoot said she is very proud of this Board and staff, who have been working at an extraordinary level, putting in a lot of hours, with unrelenting passion and commitment--undeterred from our mission by these challenging times. She said she is honored to be a part of this team, and for the opportunity to work alongside such talented and amazing people.

Lightfoot said our work this year has included supporting DC Public Schools Distance Learning, providing a support and education community for our nonprofit grantees, ensuring candidates running for office were able to reach voters, and assisting the Board of Elections with getting information out about how to vote during COVID-19 restrictions. This has truly been an extraordinary time for DCTV!

Lightfoot reported that DCTV's second primary goal under the Strategic Plan is to increase revenue to raise our annual non-cable revenue to \$400,000 by the end of fiscal year 2021. She reported that DCTV was on track to meet the goal until the COVID-19 pandemic changed everything in unexpected ways. Like other organizations, DCTV is assessing the effect of COVID-19 on our operations and services, on the industry, and on our potential and current stakeholders, so we can determine our best path forward.

In spite of these challenging times—and maybe in part because of them--we are on a dynamic path to achieve a bright future for DCTV and engage in new and expanded ways 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, and I thank my colleagues on this Board for their vision, insights, and courage to provide the leadership needed to advance this important

organization and mission. We have more to do yet, but we are well on our way. Thank you to each one of you.

There were no questions.

President's Report

Lightfoot asked Rickard to present the President's Report.

Rickard reported that DCTV successfully set up the infrastructure and worked with DCPS to telecast DCPS distance learning programming daily on the Flagship and Enrichment Channels from 9 am-3 pm (6 hours), 5 days a week from April 15 through May 29 for a total of 3,960 hours of distance learning programming for DCPS. The Smithsonian Institution National Museum of Natural History's program, *Science How*, was re-scheduled to be telecast immediately before and right after the DCPS programming. Between these two initiatives, DCTV telecast 4,038 hours of educational programming.

Rickard reported that DCTV had expanded its election programming. First, DCTV provided information to voters so they would know the range of options for casting ballots in the Primary Election given the COVID-19 restrictions. Second, DCTV addressed the limitations candidates were experiencing in trying to reach voters, especially those who may not be online, and revised our usual approach to presenting candidates. DCTV produced 39 Candidate Conversations, and grouped them into blocks by the office being sought. Each candidate that requested it was provided the program featuring them for use on their website or in social media. The programs we produced were longer, allowing candidates more time to address more topics, and to ensure the programming would be most effective in capturing and holding the attention of viewers, each candidate was interviewed. The questions were the same for every candidate using the same general, neutral approach, so candidates had the widest range of flexibility to present themselves and their platform. New virtual set backgrounds were developed. DCTV staff took extra care and time to ensure every candidate could participate, including working around technical issues with some candidates (e.g. difficulty using Zoom, lack of sufficient bandwidth). DCTV will also produce programs featuring each candidate for every major office for the General Election, working within whatever limitations may be present at the time due to COVID-19.

Rickard updated on the renovation, noting that Capital Construction had been selected and the architect, OTJ, had confirmed their work and references is excellent. In accordance with the Board's decision in April, the renovation has started. Shortly after the renovation started the air conditioning in Master Control failed, and the heat caused equipment failures and resulted in DCTV channels going off the air. The equipment was replaced and signals restored, however, replacement of the AC system in Master Control must be added to the renovation. Rickard noted that since COVID-19 restrictions do not allow DCTV to conduct normal operations in its facilities for certified members who use the facilities for production, or to offer in-person training classes (in-person classes, with hands-on use of equipment is necessary for production classes to teach the skills), that doing the building renovation during this time is the best possible timing.

Rickard reported that our approach to producing original programs, including to feature the non-profit grantees, has been adjusted and is underway. The grantees are very grateful for the excellent education and conversation series DCTV put together with Thrive Impact, and the opportunity to have a community of nonprofit leaders to support each other during these challenging times.

Discussion focused on getting DCTV's story out about all it is doing with DCPS and the nonprofits. Rickard said we are reaching people through social media, information is being provided to broadcast, radio and other media outlets, including those targeted to the nonprofit community. She asked for any warm media leads that Board members may have.

Nominating Committee

Lightfoot asked Goldberg to provide the Nominating Committee report. Goldberg reported that 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 except that they have been revised so there is no in-person voting.

The Committee will continue to work on developing and identifying candidates for Board service.

Audit Committee

Lightfoot introduced the next agenda item, noting that one of the priorities as a Board is to conduct an audit annually as required by the DC statute governing cable television; this is an aspect of reporting to the DC Council, which is the cable franchising authority. Each year, we ensure an audit is done, and we review and approve the audit, and present it to the DC Council within 120 business days of the end of our fiscal year.

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

Lightfoot asked Freedman for the Audit Committee Report regarding engaging an auditor for the FY20 audit.

Freedman reported that DCTV conducted the audit in FY19 with FS Taylor. FS Taylor rendered a "clean" opinion that the financial statements are materially correct in all respects. The audit was conducted independently, with no undue pressures. The balance sheet is healthy with adequate reserves, which is especially important in light of declines in cable revenues. The size of reserves are appropriate for an organization this size, and especially with the current situation. The FY19 audit was reported to the DC Council on a timely basis. There were no material weaknesses.

Freedman said DCTV will engage FS Taylor, the auditor for the past 4 years. Organizations often retain the same auditor for 5 years. For the FY21 audit, DCTV will likely seek proposals for a new auditor. He said we are extraordinarily pleased with FS Taylor's work.

Finance Committee Report

Lightfoot introduced Manny Cosme and CFO Services, the financial outsourcing firm, and said they are here for any questions about the financial statements or proposed FY21 Budget.

Lightfoot asked Alfonso to provide the financial statements July 1, 2019 through May 31, 2020, and then move directly to New Business, and present the Proposed FY21 Budget.

Alfonso presented the financial statements. After discussion and questions, Jarvis moved to approve the Finance Committee report. Blum seconded. The motion carried unanimously.

New Business

FY21 Operating and Capital Budgets

Alfonso presented the FY21 Operating Budget, and the FY21 Capital Budget.

After discussion, Freedman moved to approve the FY21 Operating Budget. Jarvis seconded. The motion carried unanimously.

After discussion, Alfonso moved to approve the FY21 Capital Budget. Jarvis seconded. The motion carried unanimously.

Old Business

Proposal for Addressing Membership and Services Affected by COVID-19

Lightfoot referred Board members to the document in the Board Packet, a Recommendation for Extension of Memberships, and Time to Complete Production of NPO Media Capacity Grant Appearances.

Lightfoot said recognizing that COVID-19 has interrupted services affecting some membership levels, and possible services to nonprofit grantees, earlier this year the Board halted all renewals for individual members and continued the memberships until this meeting. We requested a comprehensive review and solution to the interruption of services to be considered at this meeting.

She asked Rickard to present the Recommendation (included as part of these Minutes). The Recommendation freezes renewals for Creative, Network Creative, Gold Creative and Network Gold Creative members until January 1, 2021 or until DCTV can operate in the facility and allow use of equipment and facilities for members and conduct in-person training. It also extends all Media Capacity Grants that started in September 2019, until production of all Appearances is completed, allowing for the constraints and limitations of COVID-19.

Alfonso moved to approve the *Recommendations to Freeze Affected Memberships and Extend Grant Services* as presented. Freedman seconded. The motion carried unanimously.

Meeting Dates

Lightfoot reviewed from the previous meeting that we will set the meeting time for the meeting we set for November 18, 2020 at a later time by poll. The primary business for that meeting will be to consider the FY21 audit.

Goldberg moved to approve the November board meeting time to be established by poll. Alfonso seconded. The motion carried unanimously.

Adjournment

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