

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

901 Newton Street, NE
Washington DC
Brooks Room

**Regular Meeting Minutes
March 1, 2018**

Present: Kojo Nnamdi, Chair; Pedro Alfonso, Vice Chair/Treasurer; Cynthiana Lightfoot, Secretary; Kwame Holman; Michael Freedman; Janis Hazel by phone. Nantz Rickard, President & CEO.

Call to Order. Nnamdi called the meeting to order.

Nnamdi noted Goldberg's and Blum's excused absences.

Minutes. Nnamdi called for a motion to approve the Minutes of the November 16, 2017 meeting. Alfonso moved to approve the minutes with the title changed from "Regular Meeting" to "Regular Meeting Minutes." Freedman seconded. The motion carried unanimously.

Chair's Report. Nnamdi presented the Chair's Report. He noted the business of the meeting is to consider the recommendation from the Investment Committee for an Investment Advisor. Nnamdi thanked all the Board members who provided recommendations of potential investment advisors and praised the work of the Investment Committee. The Committee used a very thorough and detailed process, detailed in the meeting packet. They conducted in-depth interviews, and during the Investment Committee Report, will present their recommendation of the person who they have assessed is the best fit and approach for DCTV, Antwone Harris of Platinum Bridge, who is out of the country and will be joining by phone to respond to questions. Mr. Harris will be present at the next Board meeting to discuss next steps.

Nnamdi asked that unless anyone has an objection, to move the Investment Committee report to the next item of business in order to call Mr. Harris at the appointment time previously set up with him.

Nnamdi reported the audit and annual report were delivered to the Council on time December 14, in accordance with the statute that created DCTV and our Bylaws. The statute requires our audit be submitted by 120 business days after the end of our fiscal year that ends June 30. For the first time this year, it was submitted electronically to the Council Secretary, and so the audit and annual report were entered into the Council's legislative database and is available to the public there as well.

Nnamdi said that again this year, and for the foreseeable future, the Board will be considering the next fiscal year budget at the third meeting of the fiscal year, rather than has been done in the past, at this second meeting of the fiscal year. With so much being developed to implement the strategic plan, this later date allows the extra time needed to make adjustments to the next fiscal year that may result from changes to organization needs due to the Strategic Plan. After the

budget is approved, it will be sent to Councilmember Todd, Chair of the Council Committee on Government Operations, which oversees DCTV.

Nnamdi noted there are items for this meeting to be updated in Executive Session involving contractual matters.

There were no questions.

Investment Committee. Nnamdi asked Freedman to present the Investment Committee Report. Referring to the meeting packet information, Freedman reviewed the process the Committee used to identify and develop a recommendation for an investment advisor as part of advancing the Strategic Plan goals.

The Committee requested information from 6 potential Investment Advisors. All were interviewed at the initial stage by staff, who provided them with DCTV's Investment Policy.

The Committee met January 22, 2018 and assessed and compared the information submitted by candidates and obtained during the staff interviews of candidates. Criteria included the cost of services, what services would be provided; candidates' experience working with non-profit organizations; the background, experience, approach and philosophy of the individual advisor DCTV would be working with; the specific approach the advisor would use for DCTV; what Products/Instruments they use, and any special features or benefits.

The Committee selected two finalists, and requested submission of Executive Summary, with additional questions for each candidate. On February 24, the Investment Committee met in person and conducted interviews with the 2 Final Candidates, and then immediately afterwards, determined the Committee's recommendation to the Board. The Committee also checked Form ADV (used by investment advisers to register with both the Securities and Exchange Commission (SEC) and state securities authorities, and requires information about the investment adviser's business, ownership, clients, employees, business practices, affiliations, and any disciplinary events of the adviser or its employees.). Staff checked references provided by the Committees' recommended candidate.

Freedman reported that the Committee unanimously recommends Antwone Harris of DC-based Platinum Bridge Wealth Strategies. Freedman noted that it was very important in the Committee's selection that the advisor is also a fiduciary.

Antwone Harris was added to the meeting by phone. He provided his background and experience, including having managed \$890 million in assets at Charles Schwab. He said he specializes in risk mitigation, identifying, managing and mitigating risk, which includes quantifying the unit of risk for the type of investment instrument. He explained his education includes having earned certification as a Certified Financial Planner. He talked about acting in a fiduciary capacity and why this is important for the Board and the organization. He explained his approach, including that he is agnostic regarding investments, and he is independent of the companies with an interest in encouraging particular investments or products. His services include proactively monitoring and balancing the investments, and working with the Board as needed. He noted that the first step is to add some provisions to DCTV's Investment Policy to protect the organization and the Board. He said he will be at the April 23 Board meeting, at which time he will provide detail into strategies and investments. Harris responded to questions.

After Harris left the meeting, Freedman again noted that at the outset, Harris will be advising the organization on strengthening the Investment Policy, as a protection for the Board and organization. Freedman said the Committee has two resolutions to present to the Board.

The Investment Committee moves to approve the Committee's recommendation of Antwone Harris, MBA, CFP of Platinum Bridge Wealth Strategies as DCTV's investment advisor.

Nnamdi asked if there was any further discussion, and seeing none asked for the vote. The motion carried unanimously.

Freedman presented the second motion. The Investment Committee moves to approve the Chair of the Investment Committee and the CEO as the authorizations on the investment accounts.

Nnamdi asked if there was any further discussion, and seeing none asked for the vote. The motion carried unanimously.

Nnamdi thanked Freedman and the Committee, and said the Board really appreciates his leadership, and all the thorough and thoughtful work of the Committee to advance this aspect of our strategic plan.

Nnamdi noted that Barbara volunteered to work with the Investment Committee throughout the process of identifying and selecting an investment advisor, and made excellent contributions to the process.

Nnamdi said Freedman talked with him about continuing Blum's involvement with the committee, and Blum has graciously agreed to serve in whatever capacity is best for the Board and organization. Nnamdi said appointment must be done by Board resolution.

Lightfoot moved that Blum be appointed to serve as a member of the Investment Committee. Nnamdi seconded. The motion carried unanimously.

Freedman said the Committee will review the Investment Policy with Harris and will bring any recommendations for revisions back to the Board.

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

Testimony to DC Council

Rickard reported that she provided DCTV's substantial packet of responses to 52 questions by the Committee on Government Operations, chaired by Councilmember Brandon Todd, and provided testimony to the Council Committee on February 22 (testimony included in the Board packet).

Programming Lineup

A goal of our Strategic Plan is to increase viewer engagement with programming and with DCTV. As previously reported, this requires a significant change in the approach to how we create programming lineups and the design of schedules. The schedules are to be constructed more like broadcasters, to better serve viewers, including establishing regular schedule times for programs as anchors for the more random submissions, and to greatly increase promotion of channels and our community programming. It also requires that we substantially increase promotion of series, specific programs, anchor programs we obtain, create or collaborate to

create; and that we expand the capacity to support a range of options for viewing, accessing and engaging with our programming.

Various initiatives are underway to achieve this goal. The telecast system automation programming is being revised to support a new workflow and the new approach to designing program schedules. Staff met with staff of other organizations that use the ProTrack scheduling system for the kind of programming lineup we are developing, and have been taking additional training with ProTrack. Staff will also be cross-training across all of the areas in the programming chain: program acquisition, schedule design, scheduling, and telecasting.

Education

Another goal of the Strategic Plan is to meet the changing needs of our stakeholders and potential stakeholders by increasing accessibility, and expanding our range and opportunities for education. This includes adding advanced level classes, a wider range of topics offered on an ongoing basis, and expanding career training.

We shifted our approach for conducting classes so that we now meet demand on an immediate basis, striking while the iron is hot, and the members are most eager and engaged. We shifted staff resources to set up and conduct core classes immediately upon demand, and made changes to the curricula and labs that, without compromising the standards for certification, allowed members to more easily take all the classes they want and on a shorter timeline.

Because of increase in students, now members already certified have a larger pool of people to draw from to work together on productions; this is beneficial for retention of active members, and provides opportunities to members for co-mentoring.

We also have instructors from the other classes provide a segment of instruction, so students get a preview of what they would be learning next as part of their instruction as a soft introduction, introduces them to the instructor for the next class, and as promotion, provides tangible information that encourages students to continue, or helps the student have what they need to decide whether the class is of interest to them.

Another aspect of shifting our approach is that we formally incorporated greater flexibility to find out if members coming in to classes have special skill sets or significant experience, so we can be more proactive to help get them on track to meet their goals. We adjust to the students' special skill sets, whether to allow concurrent classes, or to incorporate their skills in the class production exercise as a means of helping them to jump more quickly into production and so other students can benefit as well.

As part of expanding classes for members, a new course was added and held in June –Digital Mobile Media, a course in creating high quality media using personal portable devices, such as smart phones and editing apps. The class was well-received and full with 16 students in 16 spots. (\$25 Res/\$35 NRes.)

In January, Digital Storytelling and Intro to Photography, along with an advanced class using Adobe software to enhance editing. Digital Storytelling will focus on how to develop and put together effective stories that will engage viewers.

New Collaboration, Smithsonian National Museum of Natural History

As previously reported, we worked with the Smithsonian Institute Office of General Counsel to develop an agreement covering working with both the Qrius program, and the Science How

program. Both are youth education programs. Goldberg helped with the intellectual property aspect of the contract. The agreement is effective as of September 1, 2017, to go through December 2018, plus four one-year extensions through 2022.

We began telecasting the TED-Ed style talks in December. Beginning in January 2018, we began telecasting the Science How program series.

We will be talking with staff how to coordinate with the NMNH education staff on ways to involve youth in DC with the Qrius and Science How programs.

We will be beginning work this summer for the next round of interns' presentations, and to provide a workshop on presenting in a television environment.

Supporting System for New Participation Structure

Rickard reported that DCTV has purchased licenses for Blackbaud's Raiser'sEdge and Luminate Online, the customer relations management system used by many PBS stations. It will support multiple types of engagement and participation, and when customizations are complete, will directly support members working together on creating programs, identifying crew, and with more robust support for participating in activities with DCTV.

The new system will track each member's experience by keying all their activities and interactions with DCTV and in social media to their individual record, to be able to see the best way to serve any particular member.

DCTV will be able to use Blackbaud's service to scan DCTV being mentioned in social media to help expand our social media strategies, including social media use by our members about DCTV or programs they produce.

We will also be able to use Blackbaud's service filtering publicly available data to identify potential individuals or organizations for targeted outreach. The goal is to be able to create and target specific communications and outreach to many people around the city who are not familiar with DCTV, or have not engaged with us or our programming.

We are currently working with Blackbaud to configure the system and transfer data. We are using the opportunity to consolidate and clean the data as well. We expect to have the basic system in place in April.

We will need to make changes to our website as well, and additional work to integrate Blackbaud with our other systems.

This is a very large undertaking, but will provide us the capability we need to support expanding the participation structure, tracking activities, marketing DCTV and focusing communications.

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

During questions, Freedman asked whether there were plans for DCTV to be available on-demand. Rickard responded yes, that it requires development of DCTV's website, and the staff is seeking to incorporate this in FY19. Additionally, ideas for working with high school age students and providing opportunities for them to get involved with DCTV and the community were discussed, including seizing opportunities like the upcoming march seeking to address gun violence, video production as a group activity for students, and capitalizing on the region's

preeminence in documentary filmmaking. Rickard reviewed that DCTV has provided opportunities for high school students to work with DCTV as all or part of the 100 community service hours they need to graduate, and has worked with teachers or programs in some of the schools avoiding structurally “stepping on the toes” of the DC Public Schools access channel and its mission. Rickard also described some of the initiatives under development based on past discussions by the Board, including developing the model of “crowd-sourced” programming from use of cell phones and personal devices. The model can apply to all types of content, from sports to science, to arts, and to individual participation by youth. Board members responded very positively to the development of these initiatives and discussed that these opportunities are an important foundation to have the kind of exciting programming and participation opportunities that will grow the range of DCTV’s age demographic, and ensure expansion from the older experienced group that is currently the majority of DCTV’s membership, to youth and millennials in any outreach initiatives and plans. Lightfoot thanked Rickard for all the great work.

Nnamdi asked Alfonso to present the Finance Committee report.

Finance Committee Report.

Alfonso presented the FY18 Budget versus Actual report and Financial Statements for July 1, 2017 through December 31, 2017 (unaudited). Alfonso noted the organization continues to maintain a strong financial position.

Alfonso responded to questions, including that Lightfoot asked how we determine whether we are receiving the correct amount from the cable operators. Rickard said that the franchises allow for auditing all of the cable operators’ payments, and the DC Office of Cable Television, Film, Music and Entertainment conducts those audits and takes action if the amounts are not correct.

Nnamdi asked Lightfoot to present the Nominating Committee Report.

Nominating Committee Report. Lightfoot presented the Nominating Committee report.

TERMS ALIGNMENT. In the 2016 election for the Board, an error occurred on the elections spreadsheet that tracks terms, which resulted in both 2-year seats on the Board expiring in the same year, rather than in alternating years. Based on this error, the election materials we sent out stated that a two year seat up for election was “the remaining year of a one year seat” (requiring the seat be up for election again at the same time as the other 2-year seat).

DCTV honored what was presented in the election materials, including carrying it forward in the 2017 election. Because the error did not extend any terms beyond what is allowed by the Bylaws (2 and 3 years), and we adhered to the results of the election, the effect is as minimized as such an error can be.

At this time, the Committee has determined this is the best time to realign those seats to expire in alternating years. One of those seats is currently vacant due to a Board member’s resignation, and affords an opportunity to realign the seats without affecting sitting Board members, and without adjusting the results of any election.

The Nominating Committee presented a motion to correct the alignment of the two 2-year board seats so they are staggered, with one expiring in odd years, and one expiring in even years, and as part of the alignment, to appoint Michael Freedman to the odd-year seat expiring in 2019.

The motion carried unanimously.

2018 ELECTION

Lightfoot reported that in 2018, the seats held by Pedro and Kwame are up for election. Both are 3-year seats. We also have a vacant 2-year seat that would expire in 2020.

The Committee has not revised any rules for the election, except to update the dates and times for eligibility to vote, for notice of the election and the deadline for receiving ballots.

Generally, we are seeking candidates who:

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

We believe our strategic plan will be best advanced by Board members people who:

- 1) 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 to support the involvement of youth and children, the development of community programming and underwriting, and other mission-focused initiatives; and additionally,
- 2) bring a strong network and will actively identify and cultivate partnerships to advance our mission.

The Committee is working on defining more specifically what capacity DCTV should add to the Board in any new board members. Lightfoot said she will be having conversations with some Board members to help the Committee better articulate what we would be asking for that would help advance DCTV's broad policies of the strategic plan, and our mission and future. For instance, the Board has discussed identifying someone who is in the internet or apps development aspects of the technology sector, and could bring a creative and strategic perspective on adapting and integrating with people's evolving use of technology. The Board has also discussed identifying candidates for the Mayoral and Council appointees to the Board with people who will help DCTV expand its base of resources and funding; we will be talking with board members and others to more specifically define what this looks like for DCTV and the unique funding environment in which DCTV operates. Lightfoot said the Committee continues to welcome suggestions and ideas.

ELECTION OF OFFICERS. Holman presented the remaining business of the Nominating Committee. Holman said that in the November meeting the Committee asked that election of Board officers, which also make up the Board's Executive Committee, be on the agenda for this meeting.

The current officers serving in 2 year terms are:

- Chair: Kojo Nnamdi
- Vice Chair and Treasurer: Pedro Alfonso
- Secretary: Cynthiana Lightfoot

Holman said the Committee extends the entire Board's appreciation to the Officers for the excellent work and leadership they have provided.

The Committee presented its recommendation that the Board elect the current Officers to continue serving in their respective positions.

Freedman moved to approve the slate of candidates for officers. Hazel seconded. The motion carried unanimously.

Nnamdi congratulated the Officers and thanked them for their excellent service.

Nnamdi said that besides approving the Executive Session minutes from the last meeting, a few updates involve confidential contractual matters, and said that he would entertain a motion to go into for Executive Session.

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

Executive Session

Nnamdi noted the Board has returned to the regular meeting.

New Business

Nnamdi said there is no New Business for this meeting.

Old Business.

PARTICIPATION STRUCTURE. Nnamdi introduced the item of New Business, reviewing that at the last meeting, the Board approved the Participation Structure, with fees, a transition plan for current and recently expired members, and incentives to be used from time to time in membership drives and outreach events.

Throughout the process of developing the Participation Structure, DCTV had received feedback from organizations, both as we were trying out different approaches to serving them over the past years, and more recently, in discussing with organizations what we were planning for our new participation structure based on previous feedback and our experiences serving organizations.

Similar to the process used for developing the organization participation structure, we had sought a lot of feedback from our individual members about how they would like to see DCTV serve them, and incorporated the information and perspectives they provided into the development of the new individual participation structure. We combined this along with what we had identified as people's needs in their rapidly evolving use of media in general, and integrated it with other aspects of how DCTV will evolve in serving its mission.

We also tested adding many new benefits since 2014, including:

- free equipment and facility use
- free events

- continual upgrade to provide state-of-the-art facilities
- low-cost education with professionally-led practical application of skills as part of courses,
- creating opportunities to promote networking and supporting other members' productions

In the new Participation Structure, we incorporated these benefits, along with others, and defined the value received at each level of participation.

Even so, in the Board's March meeting, we discussed that we wanted to get feedback from individual members on the benefits we've added, their experience with DCTV, and the new Participation Structure. We asked staff to provide this to us at this March meeting.

Nnamdi said this has been done, and asked Rickard to explain the approach used, and to provide the results.

Referring to the Focus Group Survey Results in the Board packet, Rickard presented the approach taken to obtaining feedback, and presented the results of the survey.

Rickard said that in determining what kind of feedback would provide the most useful information, staff considered that the Participation Structure for Individuals was developed over the past three years out of the combination of surveying members, analyzing data on how members were using DCTV's resources and services, and incorporating the benefits that had been tested over that past 3 years, that worked, and that members found to be valuable (e.g. free use of equipment and facilities, free networking events).

With all of this in mind, staff determined that conducting a focus group discussion of DC Residents, followed by an anonymous survey of the focus group members would provide the best and most accurate information.

Additionally, to prepare criteria for the focus group participants and context for the presentation to the focus group, staff assessed and researched:

- Number of DCTV current members who are residents of Arlington (AIM) (2), Fairfax (FCAC) (5), Montgomery (MC) (14), Prince George's (PG) (46) Counties, and Alexandria (7).
- Requirements or Area Centers (Membership, fees & Benefits)
 - None allow non-residents, but MC, AIM and PG allow Non-Residents to take some (but not all) classes, and to work on Resident's shoots; None allow program submissions by Non-Residents.
 - Membership fees: AIM \$70, MC \$50 (others no Non-Residents allowed)
 - Classes Comparison: AIM and MC more expensive, no experience-based curriculum

Rickard said staff determined the four Main Areas of Feedback:

1. Rate Importance of what DCTV Does and how it serves their personal goals
2. Rate the Benefits that have been added since 2014
3. Feedback on the New Participation Structure for Individuals (focus on DC Residents)
4. Cost of Participation Structure

In the survey, staff also provided opportunity to find out whether and how staff can serve better.

Determined Criteria for Focus Group Members

- Active in using DCTV
- Range of length of membership
- Range of Ages
- Mix of female/male
- DC residents (No more than one Non-Resident, if any, to ensure focus group proportionately represents DCTV's individual membership), and from across the Wards if possible (which Ward a member lives in is a minor factor; the other factors are more directly related to a member's experience of DCTV's services)

Rickard summarized the results of the survey in each of the above areas and responded to questions. Regarding whether the focus group was reflective of the DCTV membership, Rickard said it was, except that it was overly representative of men, when a few of the women were unable to attend. It was also not distributed across the Wards in the same way the membership appears to be. Regarding the schedule issue with incorrect times showing on DCTV's website noted by one focus group member, Rickard explained the problem with DCTV's website and reported the problem is a high priority to fix, and is underway.

Discussion reiterated the importance of serving more people in younger age groups, including millennials, and developing marketing for those target groups.

Meeting Schedule

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

Monday, April 23 6:30 – 8:30 pm

Monday, June 4, Board Meeting 6:30 – 7:30 pm; Reception; Annual Meeting 8:00 -8:30 pm

The April meeting will be to consider the FY19 budget. The timing will ensure staff have sufficient information to inform development of the FY19 budget. The June meeting will be the last board meeting of the fiscal year, to close out any business and, immediately afterward, to hold DCTV's Annual Meeting.

Adjournment

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