

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

901 Newton Street, NE
Washington DC
Studio A

**Regular Meeting
May 18, 2016**

Present: Kojo Nnamdi, Chair; Pedro Alfonso, Vice Chair/Treasurer; Rishi Hingoraney; Janis Hazel; Kevin Goldberg; Kwame Holman; Michael Freedman. Nantz Rickard, President & CEO.

Call to Order. Nnamdi called the meeting to order at 6:55 pm. He noted the excused absence of Cynthia Lightfoot.

Agenda. Nnamdi presented a revised Agenda. It adds reports from the Audit and Investment Committees. Reports are re-ordered to move the financial report later, right before consideration of the FY17 Budget under New Business. Additionally, an Executive Session is moved up in the meeting, so that approval of FY17 Strategic Plan goals is done before consideration of the FY17 Budget, allowing the opportunity to revise the proposed budget in relation to the goals. Alfonso moved to approve the Agenda as revised. Goldberg seconded. The motion carried unanimously.

Minutes. Alfonso moved to approve the minutes of March 9, 2016. Hingoraney seconded. The motion carried unanimously.

Chair's Report. Nnamdi offered the Chair's report. He said the main purpose of our meeting tonight is to consider the operating and capital budgets for FY 2017. We'll hear an update regarding the next steps with the Strategic planning process, and complete final updates to the Producer's Manual.

Nnamdi noted that the budget timeline is revised this year. Ordinarily the Board would have been considering the FY17 budget at this second meeting of the fiscal year. However, with the strategic planning process, consideration of the budget was moved to this third May meeting, to allow the extra time needed to make adjustments to FY17 resulting from beginning to implement the Strategic Plan.

Following up on Rickard's report in the last meeting, Nnamdi reminded the Board that CFO Kazim is out between April 18 and at least June 7. Adjustments to checks and balances, and to provide continuity in the financial aspects of operating in his absence were implemented. Board review of the full set of Spring financial statements will be at the June 15 meeting. Current budget versus actual reports will be reviewed at this meeting along with any significant changes in our financial position since the March meeting.

Rickard reported at the last meeting that the city had contracted to update the Cable Needs Assessment that has been providing the basis for negotiating the cable franchise renewal with Comcast. The main focus was to conduct a city-wide survey, about cable service, and to see whether and how people's interest in public, educational and government access may have changed since 2011, including viewership. The city also added four Town Halls, on April 27, April 30, May 4 and May 11, as an opportunity for supplemental public comment to the full Needs Assessment previously conducted for the Comcast renewal.

Nnamdi asked to reflect in the Minutes the Board's appreciation to DCTV members who attended or participated in the Town Halls, and provided comments to supplement the extensive comments by our members and supporters in the Cable Needs Assessment report. Nnamdi also extended the Board's appreciation to staff for the extra effort to respond so quickly with only eight days notice, to make sure our members and supporters were informed of the opportunity to participate.

Finally, Nnamdi advised that the strategic planning discussion may involve matters concerning board development and confidential or proprietary information, so it will be held in Executive Session. Other items to be updated in Executive Session involve legal and contractual matters. Nnamdi noted that all of the Executive Session items have been combined into one Executive Session, regardless of where they would have otherwise been on the Agenda.

Nnamdi concluded the Chair's report. There were no questions.

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

Rickard attended two of the Town Halls held by the Office of Cable Television, Film, Music and Entertainment so they could obtain supplemental information for updating the Needs Assessment done in 2011. DCTV members and supporters attended, and were very positive in their comments.

Potential Equipment Donation:

The US based Al-Jazeera television network has announced it is closing its business, and contacted DCTV to explore donating production equipment, based on DCTV's outstanding reputation and community service. Staff will be following up with them.

Programs:

Rickard reported that DCTV's programs—DC Centenarians, Laugh But Not Least that premiered in April hosted by local comedian Niki Moore, and Studio 901 that premiered last Fall showcasing artists and musicians—have been very well received.

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

Nominating Committee Report. Due to Lightfoot's absence, Holman presented the Nominating Committee report.

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

Holman noted that the Committee may be further refining the specific criteria. In the meantime, he asked for recommendations for candidates generally who:

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

More specifically, the Nominating Committee is looking for people who:

- 1) bring a strong network and will actively identify and cultivate partnerships to advance our mission;
- 2) 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 Youth Training Institute, the development of community programming and underwriting, and other mission-focused initiatives.

Holman reported that in 2016, Goldberg's and Hazel's terms are up.

Holman reported that the Committee has not revised any rules for the election, aside from the usual updating of the dates and times for eligibility, notice and receiving ballots.

The election packet will go out by close of business May 25 to all members in good standing qualified to vote as of 30 days before the Annual Meeting.

Audit Committee.

Nnamdi clarified the status of the new Investment and Audit committees. Nnamdi noted that when DCTV revised its Bylaws a few years ago, the Board adopted the best practice of eliminating Standing Committees and the requirement to revise the Bylaws for establishing or revising of the charge of committees. The Board now has two types of committees, distinguished by how they are created (whether by appointment of the Chair or by resolution) and by the extent of their authority (authority to act, or limited to making recommendations):

- A "Committee of the Board" has, to the extent provided by resolution, authority to exercise the authority of the Board of Directors in the management of the Corporation. The Executive Committee is an example of this kind of committee.
- An "Advisory Committee" does not exercise the authority of the Board. It makes recommendations to the Board.

This distinction was not directly addressed in the March 9 meeting while creating the new committees, even though they were properly created in accordance with the Bylaws.

The Audit Committee was established by resolution, and the charge of the Audit Committee is to select--not recommend--the auditor, and oversee the audit on behalf of the Board. The Audit Committee is a Committee of the Board, with authority to act on behalf of the Board. The Board can approve a resolution to expand or revise the audit committee's authority.

The Investment Committee was also established by resolution, but its charge is to review the organization's investment policy and recommend any changes or updates for approval by the Board. The Committee may bring a recommendation for Board approval to revise its initial charge, including to become a Committee of the Board with authority to act.

Nnamdi again clarified that DCTV does not need to amend the Bylaws to create, revise or determine the authority of committees. There were no questions, and Nnamdi moved on to the Committee reports.

Nnamdi asked Freedman to give the Audit Committee Report. Freedman reported that the Audit Committee charter had been developed, and copies were provided. Freedman reported that an RFP had been sent out for auditing fiscal year 2016. He listed the 5 firms who received the RFP and noted who had replied. He reported the Audit Committee will have completed the process and selection in time for the June Board meeting.

Investment Committee. Nnamdi asked Freedman to give the Investment Committee Report. Freedman reported that the Committee is first working with staff to review and explore improvement in the organization's banking services. After that, the Committee will evaluate the risk level of investments. Rickard responded to questions regarding consolidation of various reserve and designated funds, and the eighteen-month reserve called for by the Strategic Plan. Freedman anticipates the Committee will have a recommendation ready for the Board for the Fall Board meeting.

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

Executive Session.

Upon return to the regular meeting, Nnamdi introduced the next item, the Finance Committee Report. Nnamdi noted that the Board ordinarily receives one set of financial statements when the two Board meetings occur closely together in may and June, as these current meetings have. He reported that all of the regular financial statements will be available in a few weeks at the June meeting, and that this Finance Committee Report will focus only on the Budget versus Actual for ten months of FY16.

Finance Committee Report. Nnamdi asked Alfonso to present the financial statements through April 30, 2016.

Alfonso presented the FY16 Budget v. Actual report noting that revenue is on target, and expenses are low. Rickard and Alfonso responded to questions.

Hazel moved to accept the Finance Committee Report. Freedman seconded. The motion carried unanimously.

New Business.

FY 2017 OPERATING AND CAPITAL BUDGET

Alfonso presented the proposed operating and capital budgets for FY17 and responded to questions. During discussion, Rickard explained the budget format had been revised in FY17, and because of the new format, there is not yet a direct comparison of the FY17 proposed budget to the FY16 approved budget; this is due to be completed upon return of the CFO. The Board will review the budget with this comparison at the June meeting, and revise the FY17 budget if needed. Alfonso further noted that the detail provided in the proposed budget provided is the most extensive possible, and that now that the change to the new format is complete, that the Board will receive the summarized version.

After discussion, Hingoraney moved to approve the FY17 budget as proposed. Freedman seconded. The motion carried unanimously.

Old Business.

AMEND DCTV POLICY MANUAL

Nnamdi introduced the only outstanding item of Old Business, noting that over the past few meetings, the Board has completed an extensive review and updating of DCTV's Policy Manual. He asked Rickard to present the proposal for the last remaining amendment updating the Policy Manual.

Rickard presented the **Proposed Amendments to Producers Manual: Operating Rules and Procedures** (attached as part of these minutes), proposing to extend the policy allowing field equipment check-outs from a maximum of 24 hours to a maximum of 48 hours for both weekends and (new) weekdays. The purpose is to support increased production efficiency and reduce the amount of time producers must spend setting up and conducting field shoots. Rickard noted that the former policy was in place both because of insurance requirements and to limit risk of lost or stolen equipment. The insurance requirement no longer applies, with no change to the policy or rates. Based on the experience of a very strong track record with DCTV's responsible and committed producers, staff has assessed that risk of loss is not increased by the new policy. Discussion followed. It was noted that the policy can be revised at any time if needed or deemed prudent to protect the organization's assets.

The Board directed staff to determine an imminent date for implementation that allows for reasonable notice and also uses the opportunity for communicating with members. Rickard reported that DCTV will set up sessions for members to explain all of the updates to the Policy Manual, and respond to questions.

After discussion, Hingoraney moved to approve the Proposal as presented. Goldberg seconded. The motion carried unanimously.

Review Meeting Schedule

Noting that the Board meeting dates were already set up by resolution, Nnamdi reviewed the remaining business and time for the last meeting of the fiscal year.

Wednesday, June 15, 2016 from 6:30 to 8:30 pm for the Board meeting and Annual Meeting & Reception.

Adjournment

Nnamdi moved to adjourn. Hingoraney seconded. The motion carried unanimously. The meeting adjourned at 8:05 pm.