

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

901 Newton Street, NE
Washington DC
Studio A

**Regular Meeting
November 14, 2016**

Present: Kojo Nnamdi, Chair; Pedro Alfonso, Vice Chair/Treasurer; Cynthiana Lightfoot, Secretary; Rishi Hingoraney; Kwame Holman; Michael Freedman; Janis Hazel. Nantz Rickard, President & CEO; Hafeez Kazim, VP Finance & Administration.

Guest: David Winston of F.S. Taylor & Associates, P.C.

Call to Order. Nnamdi's called the meeting to order at 6:57 pm.

Nnamdi noted Goldberg's excused absence.

Nnamdi welcomed David Winston of F.S. Taylor & Associates, P.C.who is joining the meeting to present DCTV's FY16 audit.

Agenda. Nnamdi proposed to revise the regular order of the meeting Agenda to move the Audit Committee, consideration of the Audit Report, to follow Approval of the Minutes as Item 3. Additionally, the Finance Committee Report will immediately follow as Item 4, and the Investment Committee Report will be moved to Item 5. The remainder of the items on the Agenda would be in the order as presented starting as Item 6.

There was no objection.

Nnamdi also noted that all of the items to be considered in Executive Session have been combined into one Executive Session, regardless of where the items for discussion fall on the Agenda. Nnamdi noted that there are legal and contractual matters in the President's report; potential discussion of proprietary information in our discussion of the Strategic Plan; and we may discuss award recipients that are to remain confidential until they are announced at the Voice Awards in January.

Minutes. Lightfoot moved to approve the minutes of May 18, 2016, June 15, 2016 Regular Meeting, and June 15, 2016 Annual Meeting. Hazel seconded. The motion carried unanimously.

Audit Committee.

AUDIT OF FISCAL YEAR 16

Freedman reported, noting that besides overseeing an annual audit, this Committee ensures our audit is ready to go to the Council on time, in accordance with the statute that created DCTV and requires our audit be submitted by 180 business days after the end of our fiscal year on June 30.

As previously reported, the RFP for audit services was sent to 5 companies. The Audit Committee reviewed proposals during a conference call June 13. Staff and Audit Committee met with Terry Tyler of FS Taylor and Associates June 23 and hired them for DCTV's audit of FY16.

FS Taylor has performed the audit and met or exceeded all timelines and deadlines. Last week, they provided the Committee the draft report that will be reviewed in this meeting with them.

Freedman said the audit went well. He introduced David Winston of F.S. Taylor & Associates, P.C. to present the FY16 Audit. Winston presented the audit and responded to questions.

Nnamdi asked if there were any further questions or comments. Freedman informed the Board that in FY17, some rule changes will be implemented to the auditing and reporting standards, including reporting on restricted, unrestricted and board-designated funds and regarding leases.

Freedman moved on behalf of the Audit Committee to recommend approval of the FY16 Audit as presented. Nnamdi noted that no second is needed when the motion is from Committee and called for a vote. The motion carried unanimously.

Finance Committee Report. Nnamdi asked Alfonso to present the FY16 end of year budget comparison, and the current financial statements.

Alfonso presented the FY16 Budget v. Actual report for July 1, 2015 — June 30, 2016. Alfonso presented the FY17 Budget versus Actual report and Financial Statements for July 1, 2016 through September 30, 2016 (unaudited). Alfonso said the organization is in good shape, had another good fiscal year of sound financial management, and commended continued good management of organization funds. Alfonso responded to questions.

Lightfoot moved to accept the Finance Committee Report. Nnamdi seconded. The motion carried unanimously.

Investment Committee. Nnamdi asked Freedman to present the Investment Committee Report. Freedman said that before taking up review of the investment and risk policies, the Committee reviewed banking services and investments. He reviewed the steps taken, including reviewing a proposal requests from Access National Bank, and developing and sending an RFP to seven banks to compare banking services, fees and offerings, and investment services.

Freedman reported that the Committee recommends that DCTV move its investments to Access National Bank, where DCTV will benefit from a more streamlined process for managing investment funds, and will be provided significant support and customer service.

Freedman presented the Access National Bank Corporate Authorization Resolutions. Holman moved. Freedman seconded. The motion carried unanimously.

Chair's Report. Nnamdi offered the Chair's report. He noted the main purpose of the meeting is to review the audit and ensure DCTV's audit is ready to go to the Council on time, in accordance with the statute that created DCTV and requires DCTV's audit be submitted by 120

business days after the end of DCTV's fiscal year on June 30. That review of the FY16 audit has now been completed, and staff will ensure the audit and annual report are delivered to the Council by December 18.

In other business, Nnamdi noted that the board has also already addressed the first steps in laying the groundwork for the Investment Committee to review DCTV's investment policy, and bring any recommendations to the Board for approval. Later in the meeting, the board will also set the meeting schedule for fiscal year 2017.

Nnamdi reported he has continued to monitor progress with lease discussions, saying he knows from prior experience that these kinds of things can be difficult to keep moving. He intends to make sure the Board is up to speed and available to step in as needed. He expressed appreciation to Lightfoot and Alfonso for keeping the Mayor apprised of DCTV's progress in this matter, and for speaking to her on DCTV's behalf to express our appreciation for her support.

Nnamdi said the next steps in the strategic planning discussion may involve matters concerning board development or confidential or proprietary information, so it will be held in Executive Session. He said there will be other confidential items to be updated in Executive Session including selection of Hall of Fame Awards, and updates involving legal and contractual matters. All of the Executive Session items have been combined into one Executive Session in the latter part of the meeting, regardless of where they would have otherwise been on the Agenda.

Nnamdi concluded the Chair's report, recognizing the Board has undertaken a lot this past year, and is making great strides in laying a very strong foundation for DCTV's future. He again thanked each and every Board member for all each has contributed, and said he is looking forward to working together, and seeing DCTV benefit from all the ways the Board is contributing towards making DCTV even better.

There were no questions.

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

Programming Schedule: Rickard reported that as part of achieving the goals of the Strategic Plan, DCTV has initiated the plan and transition plan to re-align programming to better serve viewers and promotion of channels, and establish scheduling approach using consistent, regular high quality local programs along with DCTV programs as schedule anchors, more similar to the way broadcast affiliates program channels to build audiences. Additionally, and also to support achieving goals and objectives of the Strategic Plan, realignment of staff priorities and use of time is underway to provide the necessary capacity to substantially increase promotion of DCTV services and programming. Additional progress will be reported at the March Board meeting.

Media Workforce Development: The apprenticeship program in discussion with the Department of Employment Services has not yet moved forward. However, DOES asked DCTV to provide the formal education for participants of the Creative Economy Career Access Program (CECAP), where youth from DOES' LEAP Academy (Learn, Earn, Advance, Prosper) that serves public assistance families are being placed in year-long internships at small media companies around the city. The internships are to provide workplace experience in the media industry. The first seven participants just completed six weeks instruction designed and conducted by DCTV. The students provided great reviews to DOES regarding their education and experience at DCTV.

Installation of Equipment DCTV is adding a video wall to Studio A. Installation will occur in early December. The television/monitor in the Brooks Room is not working, and will be replaced with a larger television/monitor, currently planned for installation in January or February 2016.

New Vice President Programming and Production Rickard introduced Eric E. Richardson, the former executive director of the DC Office of Cable Television as DCTV's new Vice President Programming and Production, and briefly explained how his past experience and skills will support advancement of the goals and objectives of DCTV's new five-year Strategic Plan. The Board welcomed Richardson, thanking him for his long support of DCTV in his previous role at OCT, and expressing appreciation for joining DCTV at this important juncture.

After responding to questions, Rickard noted that additional items from the President's Report would be presented in Executive Session.

Nominating Committee Report. Lightfoot presented the Nominating Committee report. She welcomed back Goldberg and Hazel, both of whom were re-elected to serve 3-year terms. Lightfoot reported that based on the Board's 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.

The general criteria for serving on the Board remains the same. However, the Committee is bringing a stronger focus in the search to:

- 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, including Youth Media Network and program underwriting

Lightfoot has discussed some ideas with Rickard, and reported the Committee is hoping some of the leads Rickard has followed up result in either prospective candidates to meet with the Committee, or will provide additional leads to prospective candidates. Lightfoot invited additional suggestions from the Board.

New Business

Nnamdi said there is no New Business or Old Business.

Old Business.

None.

Nnamdi reviewed the purposes for entering into Executive Session, and called for a motion to convene in Executive Session.

Executive Session.

Lightfoot moved. Hingoraney seconded. The motion carried unanimously.

Meeting Schedule

Nnamdi noted the Board has returned to the Regular Meeting and will complete the last item of business to set the meeting schedule

Nnamdi reviewed the business for the next two meeting dates, reminding the Board the meeting dates are set by resolution. The March meeting will be to review status of the Strategic Plan Implementation Plans. The timing will ensure staff have sufficient information to inform development of the FY18 budget. The May meeting will be to consider the FY18 budget recommendation. 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.

After discussion, Nnamdi asked for a motion to approve the dates of:

Wednesday, March 15, 2017 from 6:30 to 8:30 pm;

Wednesday, May 24, 2017 from 6:30 to 8:30 pm.; and

Wednesday, June 21, 2017 from 6:30 to 7:30 pm for the Board meeting and the Annual Meeting & Reception from 7:15 to 8:30, with the Annual Meeting starting at 8:00 pm.

Lightfoot moved. Hazel seconded. The motion carried unanimously.

Adjournment

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