

Commonwealth Public Broadcasting Corporation
Minutes of a Corporate Board Meeting on June 30, 2017

The Board of Directors of Commonwealth Public Broadcasting Corporation met by conference call on June 30, 2017, pursuant to a notice to each member and following public notices posted on the Corporation's website and broadcast on its radio and television stations.

Directors present included Chairman Todd Stansbury, President and CEO Curtis Monk, Ms. Cynthia Bailey, Mr. Michael Bisceglia, Ms. Liz Blue, Mr. Dick Crawford, Mr. Josh Dare, Mr. Steve Humble, Ms. Marlene Jones, Mr. Stephen Loderick, Ms. Louise Martin, and Mr. Eric Rhoades. Staff members present were John Felton, Bill Miller, and Lisa Tait.

Mr. Stansbury called the meeting to order at 9:05 AM. The Chairman asked Mr. Miller whether any members of the public had expressed interest in participating in the meeting and Mr. Miller confirmed that there were no requests.

Mr. Stansbury noted that the purpose of the meeting was to establish the Virginia Foundation for Public Media as a Type III supporting organization with the identification of Commonwealth Public Broadcasting Corporation as the supported entity. He indicated that the FCC is expected to release funds from the Spectrum Auction on or about July 20, 2017.

Mr. Stansbury asked for feedback on the proposed Foundation Articles of Incorporation and Bylaws and the revised CPBC Articles of Incorporation and Bylaws prior to a vote. Ms. Martin asked about Article I, Section 4 of the Foundation Bylaws and proposed a simplification in the language of the section. The change was accepted by consensus. Ms. Martin asked about the statement in the Foundation Bylaws that no public notice of meetings is required. Ms. Blue said that foundation meetings are not subject to the Freedom of Information Act or open meetings requirements. Mr. Stansbury noted that the Corporation for Public Broadcasting might impose certain requirements and that possibility was being investigated.

Mr. Monk asked for clarification on how the Production Committee of the Foundation interacts with CPBC. Mr. Stansbury indicated that the Production Committee of the Foundation will not oversee what is happening at the CPBC level. He said the CPBC Board will oversee production initiatives for CPBC; the Foundation Board will work in conjunction with the CPBC Board to determine when additional funding might be brought to bear on specific projects. Mr. Monk asked whether the Foundation Board would approve requests for draws received from the CPBC Board and Mr. Stansbury indicated that would be the case. He noted that CPBC would operate as an independent organization.

Ms. Martin asked about Article II of the Foundation Articles of Incorporation and whether the sentence "More specifically and without limiting or expanding the foregoing, the purpose of the Foundation is to foster public media." was necessary or was too limiting. Mr. Stansbury said the language stemmed from the separation agreement and that he could not imagine anything considered as activities for the

Foundation that would not fall under definition of public media. Ms. Martin asked about Article III of the Foundation Bylaws that indicate "...the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office." Mr. Stansbury noted that this is a legal barrier to nonprofits and must be included in the document.

Mr. Monk noted that a Type III organization must satisfy certain tests, one of which is the "functionally integrated" test, and he asked how the Foundation would fulfill that requirement. Mr. Stansbury indicated the test would be satisfied by the Foundation Board having majority control over the CPBC Board. Mr. Monk asked about the requirement that the supporting organization have a substantial degree of control over activities; Mr. Stansbury said the requirement would be accomplished by the control of the CPBC Directors.

Mr. Stansbury proposed adoption of the Foundation Bylaws with modifications as proposed by Ms. Martin, the Foundation Articles of Incorporation and the revised CPBC Articles of Incorporation and Bylaws. Adoption of the four documents was moved by Ms. Blue and seconded by Mr. Bisceglia. The motion was approved unanimously.

Mr. Stansbury indicated the Board can proceed immediately with the formation of the Foundation and IRS determination of tax exempt status. Before implementing changes to the CPBC Bylaws and Articles of Incorporation, the Board will go through the FCC Transfer of Control process, which will take 2-8 weeks. Mr. Stansbury said that he would coordinate that activity with Mr. Monk and with the law firm Wiley Rein. He also noted that CPBC has been paying costs associated with the formation of the Foundation to this point. When Spectrum Auction proceeds are received, Mr. Stansbury indicated CPBC will be reimbursed for these expenses. He asked Mr. Monk to prepare a list of expenses incurred.

Mr. Crawford asked when the election of a Chair, a Vice Chair, and Committee Chairs should take place. Mr. Bisceglia suggested elections should occur before the scheduled planning session on July 20. He proposed and the Board decided by consensus that a meeting for this purpose would be scheduled on July 20 before the planning session for the seven initial members of the Foundation Board. Mr. Bisceglia asked Mr. Miller to notify the seven initial members of the Foundation Board of the meeting.

Mr. Stansbury offered his thanks to Mr. Monk and to staff members. He adjourned the meeting at 9:44 AM.

Respectfully submitted

William N. Miller
Secretary to the Board