

**Minutes of a meeting of the Board of Directors
Commonwealth Public Broadcasting Corporation
November 6, 2013**

The Board of Directors of Commonwealth Public Broadcasting Corporation met at the Corporation's headquarters in Richmond, Virginia, on 6 November 2013, pursuant to a notice to each member and following public notices posted on the Corporation's Website and broadcast on its television and radio stations.

Directors present included Chair Cynthia Bailey, Mr. Reggie Gordon, Dr. David Gould, President Curtis Monk, Mr. Bill Pusey, and Mr. Todd Stansbury. Staff members in attendance were Mr. Pat Gregory, Secretary Bill Miller, Mr. Mark Spiller, and Ms. Lisa Tait. Mr. Fred Thomas joined the meeting by phone.

Ric Arenstein, Chair Cynthia Bailey, President and CEO Curtis Monk, Dr. David Gould, Mr. Todd Stansbury, Reginald Gordon, Liz Blue, and Bill Pusey. Staff included John Felton, Pat Gregory, Secretary Bill Miller, Mark Spiller, and Lisa Tait.

Call to Order

Ms. Bailey called the meeting to order at 2:02 PM.

Minutes of the previous meeting of the Board, of 21 August 2013, were approved on a motion made by Mr. Pusey and seconded by Mr. Gordon.

Community Station Board Reports

MHz Networks

The Chairwoman asked Mr. Thomas for a report on the activities of the MHz Networks. He indicated that work is continuing toward the sale of WNVC and WNVT towers and that closing on the sale is expected soon. He also reported that MHz Worldview had been relaunched in Los Angeles and in New York, bringing the total households able to receive MHz Worldview to 40 million.

Mr. Thomas noted that the France 24 network had been brought to San Francisco via an MHz connection. Acquisition of new DVD titles from international vendors for MHz distribution is an ongoing process. Three hours of mystery programs during prime time will premiere on MHz Worldview in the spring. New international news providers added to MHz distribution include Ukraine and Japan.

WCVE Television

Mr. Felton was asked to report on WCVE / WHTJ Television activities. He noted that The Kennedy Half Century, a WCVE-TV national public television production surrounding the legacy of JFK's presidency, premiered on the preceding Monday night. The program is currently

in national public television distribution with 469 unique broadcasts scheduled on 269 different PBS stations. He reported the season premiere for Virginia Currents would be the following night. The season premiere will feature a segment on the “Cure by Design” Cancer awareness initiative.

Mr. Felton indicated the local series Charlottesville Inside Out met a goal of \$9,000 in funding via Kickstarter, a peer to peer social media fundraising platform for non-profits. A new season of Charlottesville Inside Out is expected to start in January. He reported that WCVE PBS Richmond was one of ten stations selected for the second year in a row to participate in the 2014 PBS Online Film Festival taking place next spring. He reminded the group that WCVE provided the winning film for the 2013 festival earlier this year titled “Live Art” that was viewed at the May meeting of the Board.

Mr. Felton reported that work is proceeding on numerous production proposals, including the Richmond 2015 UCI World Cycling Championship documentary, a performance program with the Richmond Ballet, a medical special with the Richmond Academy of Medicine, a documentary on the first Thanksgiving that occurred at Berkeley Plantation in the 1600s, and a nostalgic documentary on the history of WLEE-AM, a local radio station that dominated the Richmond market in the 60s and 70s. He noted that WCVE PBS Richmond continues to be the most viewed public television station in Virginia during all dayparts.

During the 2013 fiscal year, Mr. Felton said that the stations’ Ready To Learn activity included eight training workshops attended by 290 adults and impacting 3587 children. Over the course of the year 6,422 books were distributed. Ready To Learn events and projects had an estimated impact of over 44,000 children reached.

WCVE Radio

Mr. Miller reported on WCVE Radio activities. He began by noting that the Company’s Radio and Television Community Station Boards met in joint session for the first time in October 2013. The meeting was deemed a success by participants, many “crossover” questions – television questions from Radio board members and vice versa – were asked, and the boards decided to conduct a joint meeting again next fall.

Mr. Miller expressed pride in the station’s news team for its four hours of election coverage on the preceding night and election review that morning. News Director Wayne Farrar and government correspondent Craig Carper were accompanied by television legislative program host David Bailey and Bob Gibson, Executive Director of the Sorenson Institute for Political Leadership of the University of Virginia. He noted that Mr. Carper had contributed stories on the Virginia election to NPR.

He indicated that the station’s political coverage is set to continue after the first of the year with the legislative day-in-review program Assembly 2014 and, new this year, daily evening television one-minute updates, which will be produced with radio and television resources. He also reported that afternoon local news features, presented daily during All Things Considered,

premiered in October and provide quality, local content, helping to distinguish WCVE-FM from other stations and to increase service to listeners.

Mr. Miller described ongoing research into potential expansions that would provide for more content in currently served markets or signal expansion into unserved markets. For WDCE, the University of Richmond station, discussions are on hold due to personnel transition at the university. A commercial Station in Ashland and two noncommercial stations in Fredericksburg and Lynchburg are on the market; at this point any of those alternatives face coverage and expense issues, making a business case difficult.

Mr. Miller reported that a transmitter failure occurred in the preceding week, resulting in the station being off the air temporarily. New parts have been ordered, and, in some cases, being fabricated, and repairs are continuing. This is the second rather significant transmitter failure in the last two years, and Mr. Miller said it points to the need for a replacement transmitter and, if possible, relocation to Sesame Street.

Mr. Miller reported that the station's ratings showed continued strength during the week, though the station dropped one point in its overall ranking to the number 7 position in the Richmond market. The estimated audience for the Virginia Tech translator station fluctuated from a low of 12,500 per week to a high of 18,300 per week over the past year, but its trend was in the upward direction. Mr. Miller concluded by commenting that broadcasts from the Richmond Folk Festival were another success. WCVE is the only full-time broadcaster of the event, and anecdotal evidence suggests that this year's inclement weather caused more people than usual to depend on the station for the coverage.

Finance Report

Ms. Bailey asked Mr. Monk to provide a Financial Report. He noted that the Balance Sheet was strong and that the Profit-and-Loss statement was ahead of last year. The Company's cash flow situation is also good, and Mr. Monk noted that some funds withdrawn from the Investment Portfolio for operations would soon be returned to the investment. He indicated that the current value of the Portfolio is in excess of \$6 million.

Action Items

The Chairwoman noted that two items required action by the Board. First, a slight modification to the Succession Plan for management (attached) was moved by Mr. Gordon and seconded by Dr. Gould. The motion was approved unanimously. Ms. Blue and Mr. Bisceglia voted yes by proxy.

Secondly, approval of funding to support a television master control upgrade was reported from the Committee of the Whole. As a motion from committee, the proposal needed no second. The motion was approved unanimously. Ms. Blue and Mr. Bisceglia voted yes by proxy.

Adjournment

With no other business to come before the Board, the meeting adjourned at 2:36 PM.

Respectfully submitted,

William N. Miller
Secretary to the Board
19 November 2013

Emergency Succession Plan Commonwealth Public Broadcasting Corporation

The Board of Directors of Commonwealth Public Broadcasting Corporation recognizes that this is a plan for contingencies due to the disability or departure of the President and CEO. If the organization is faced with the unlikely event of an untimely vacancy, Commonwealth Public Broadcasting has in place the following emergency succession plan to facilitate the transition to both interim and longer-term leadership.

Succession Plan in Event of a Temporary, Unplanned Absence – Short Term

A temporary absence is one of less than three months in which it is expected that the President and CEO will return to his/her position once the events precipitating the absence are resolved. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as vacation or sabbatical. The Board of Directors is authorized to implement the terms of this emergency plan in the event of an unplanned absence of the President and CEO.

In the event of an unplanned absence of the President and CEO, the Secretary of the Board is to immediately inform the Board Chair of the absence. As soon as it is feasible, the Chair should notify other Board members and advise them that the procedures outlined in this plan will be going into effect.

Upon implementation of this plan by the Board Chair, the acting President and CEO will be...

- William Miller – Vice President and General Manager for Radio

Should the standing appointee to the position of Acting President and CEO be unable to serve, the back-up appointee for the position of Acting President and CEO will be:

- Lisa Tait – Vice President and Manager of Development

Authority of the Acting President and CEO

The individual appointed as Acting President and CEO shall have the full authority for decision-making and independent action as the regular President and CEO.

Board Oversight

The Acting President and CEO will keep the Board Chair informed on a regular basis. The Board Chair may, at his/her discretion, appoint an oversight committee to monitor the work of the President and CEO.

Communications Plan

Immediately upon transferring the responsibilities to the Acting President and CEO, the Board Chair will notify staff members of the delegation of authority.

As soon as possible after the Acting President and CEO has begun covering the unplanned absence, The Board Chair and the Acting President and CEO shall develop a communications plan to notify key external supporters (including Commonwealth Circle Members and other key external contacts). A press strategy shall be discussed and implemented as determined appropriate by the Board Chair and the Acting President and CEO.

Completion of Short-Term Emergency Succession Period

The decision about when the absent President and CEO returns to leadership should be determined by the President and CEO and the Board Chair. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed, by approval of the Board Chair, with the intention of working their way back up to a full-time commitment.

Succession Plan in Event of a Temporary, Unplanned Absence – Long Term

A long-term absence is one that is expected to last more than three months. The procedures and conditions to be followed should be the same as for the short-term absence with one addition...

The Board Chair – or a committee designated by the Board Chair – will give immediate consideration, in consultation with the Acting President and CEO, to temporarily filling the management position left vacant by the Acting President and CEO. This is in recognition of the fact that for a term of more than three months, it may not be reasonable to expect the Acting President and CEO to carry the duties of both positions. The position description of the temporary manager would focus on covering the priority areas in which the Acting President and CEO needs assistance.

Completion of Long-Term Emergency Succession Period

The decision about when the absent President and CEO returns to leadership should be determined by the President and CEO and the Board Chair. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed, by approval of the Board Chair, with the intention of working the way up to a full-time commitment.

Succession Plan in the Event of a Permanent Change in President and CEO

A permanent change is one in which it is firmly determined that the President and CEO will not be returning to the position. The procedures and conditions should be the same as for a long-term temporary absence with one addition...

The Board Chair will appoint a Transition and Search Committee as soon as possible to plan and carry out a transition to a new permanent President and CEO. The Board will also consider the need for outside consulting assistance depending on the circumstances of the transition and the Board's capacity to plan and manage the transition and search. The Transition and Search Committee will also determine the need for an interim President and CEO, and plan for the recruitment and selection of an Interim President and CEO and/or permanent President and CEO.