

Commonwealth Public Broadcasting Corporation
Minutes of a Corporate Board Meeting on October 20, 2016

The Board of Directors of Commonwealth Public Broadcasting Corporation met at the Corporation's headquarters in Richmond, Virginia, on October 20, 2016, 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. Mike Bisceglia, Ms. Liz Blue, Mr. Dick Crawford, Mr. Josh Dare, Dr. David Gould, Mr. Stephen Loderick, Ms. Louise Martin, and Mr. Eric Rhoades.

Staff members present were John Felton, Ami Kim, Bill Miller, Mark Spiller, and Lisa Tait. CFO Larry Dankner and Comptroller Kristy Galloway represented NETA.

Call to Order

Mr. Stansbury called the meeting to order at 11:03 AM.

Minutes of the previous meeting of the Board, of July 14, 2016, on motion duly moved and seconded, were approved unanimously.

Community Station Board Reports

Radio

Mr. Miller reported that the fall membership drive is under way with a goal of 1500 contributions over two weeks. He noted that staff members would be visiting coffee shops and a brewery to meet with listeners in the following week.

He indicated that station would host a 4th District Congressional Debate sponsored by the Capitol Correspondents Association. He said that, again this year, WCVE provided the only continuous coverage of performances from the main stage at the Richmond Folk Festival, noting that Saturday's broadcast was particularly significant as the aftermath of Hurricane Matthew passed through the city.

Mr. Miller reported the station was one of several to provide live coverage of the Richmond Chamber-organized Mayoral Debate on the preceding Monday and reminded the Board that interviews with all candidates were broadcast on WCVE and posted at the station's website. He noted that 100 percent of Radio CSB members are financial contributors to the station.

He said that Jarl Mohn, CEO of NPR, visited the station in the previous week, met with all staff, and then spoke to a joint meeting of the Radio and Television CSBs. This was the first visit of an NPR president to Richmond or to WCVE and was the first stop on a coast-to-coast trip. Mr. Miller reported on Spring 2016 Nielsen ratings showing the station with a weekly audience of 118,800, and Average Quarter Hour audience of 7000. HD-2 listenership averaged 1300 people per week, about the same number as in the Fall of 2015. This survey indicated that about half of HD-2 listeners listen over the air and half listen online.

Television

Mr. Felton began his report by discussing the television Revenue Dashboard, which he said is \$22,000 under goal to date and \$16,000 under this time last year. He noted the station's largest production client, Spang TV, which had generated \$50,000 a year, is no longer a client. Satellite uplink business from the General Assembly Building is also suffering because national networks are using new technologies such as Skype.

He indicated that station had reached agreement with the University of Virginia Center for Politics for production of a documentary on the 100th anniversary of the birth of John F. Kennedy, which would bring the station \$100,000. The station will also will receive \$12,000 for the Mayoral Debate the previous Monday, produced in conjunction with WWBT NBC 12 and the Richmond Chamber. He noted the WWBT General Manager approached WCVE PBS to produce the event. The WWBT manager said there was no way WWBT could mount a production of this scale. Mr. Felton credited the WCVE production team with a flawless performance despite myriad technical challenges.

Mr. Felton identified three potential future television productions. The first, "Charting History," would explore influential moments in Virginia and their impact on the nation and would be a production considered for local, regional, or national distribution. The second, a weekly, in-studio show with field segments called "The Arts Connection," would showcase, nurture, and provide a clearinghouse for arts activities. The third production, "The Community Ideastations Presents," would be a quarterly performing arts series recorded in the station's studio or on location using the to-be-acquired remote production truck.

He turned to ongoing production projects, noting the premiere dates for "The First Thanksgiving in the New World," airing on 50 public television stations nationally; "Pearl Harbor - USS Oklahoma: The Final Story," on more than 300 stations; "Gerry Rigged: Turning Democracy on its Head," and "Alzheimer's: A Caregiver's Perspective." The latter program will be accompanied by a day-long workshop a week following the broadcast.

Mr. Felton reported that "Hope Emerges: McGuire Veterans Hospital" will begin production shortly after the Alzheimer's project is completed. "Feeling Good About America: The 1976 Election" has already premiered; it will show on more than 300 stations nationally. He noted the August membership drive exceeded its goal by \$30,000, suggesting that the accomplishment was supported by broadcast of the Downton Abbey Marathon, starting the Friday before Labor Day and continuing through the following Monday night.

Digital Media Report

Ms. Kim reported that the stations currently have 6600 facebook followers, with a reach of 144,000, and 10,000 times engaged. The most popular posts are for Downton Abbey; Virginia Currents also does well. Twitter contributes just fewer than 4000 followers with a four-week reach of 106,000. PBS and NPR are following and sharing the stations' postings. Instagram is a new platform with about 1000 followers currently.

She indicated the stations have begun experimenting with live social video, including efforts related to Hamilton, Virginia Homegrown, and a song promoting the radio membership drive. Hamilton ventures include a hashtag, a snapchat video, a ticket drawing, hotspots, and an on-screen quiz. The coffee shop visits during the radio membership drive will collect testimonials.

Ms. Kim noted that the stations' website has evolved into doing more than just promotion – it is now more engaging with more dedicated URLs.

Community Engagement Report

Ms. Tait reported that the station hosted two Hamilton events, one in Charlottesville and one at the Byrd Theatre in Richmond. Both were free but all tickets were reserved in less than five hours. A Broadway cast member appeared in Charlottesville and local talent was featured in Richmond.

She said a "First Official Thanksgiving" pre-broadcast event will be held at the Virginia Historical Society and the Governor will attend. There will be no premiere event for the Alzheimer's show, but a number of related segments will air on WCVE Radio, a caregivers' workshop will be held at the station, and a Science Pub RVA will address the disease. Ms. Tait noted a "Mercy Street" premiere event would be held in December, and cast member Hannah James would appear at the event and serve as grand marshal at the Richmond Christmas Parade.

Ms. Tait introduced Community Engagement Manager Katherine Mitchell and Ready-To-Learn Coordinator Mary Jo Grieve to describe the RTL Parent Project. Ms. Mitchell said that in challenged communities, 50 percent of families have no access to childcare and that PBS is a beacon in these areas. Lack of parent engagement is a barrier to children's success. At Woodville School in Richmond, the station is mounting a two-year project to encourage parent leadership, and presented five workshops for parents.

Ms. Grieve reported that the project had expanded to Chalkley School in Chesterfield County, where the effort was bilingual. Workshops focus on the most significant needs and skills to be developed in both parents and children. Parents who participate in all five workshops are invited to appear in video spots that appear on WCVE PBS and online. The project is now in its second year.

Mr. Stansbury acknowledged Ms. Martin's support for the Ready-To-Learn effort.

Finance Report

Finance Chairman Loderick asked Mr. Dankner for a report. Mr. Dankner introduced Ms. Galloway, who serves as Comptroller for the stations. From the Balance Sheet, Mr. Dankner indicated that Assets decreased by \$730,892 from the start of the Fiscal Year. Current Assets decreased by \$493,367 due to anticipated demands on Cash because expenses traditionally exceed revenues in the first quarter. Property and Equipment decreased by \$219,477 due largely to depreciation expense. Liabilities decreased by \$199,103.

Turning to the Profit and Loss Statement, Mr. Dankner reported an operating loss prior to depreciation and investment revenue of \$427,311 against a budgeted loss of \$543,733 in the first quarter. He noted that revenue for the previous year was inflated due to a large planned gift, the station's share of proceeds from PBS' sale of an asset, and a tax refund. Revenue at this point in the year is essentially on budget.

Ms. Tait reported on the Development Revenue Dashboard. Membership overall in the Fiscal Year is up 7 percent; WHTJ revenue is up 24 percent, due in part to Terri Allard's hiring as a development officer in Charlottesville. Commonwealth Circle income is up 15 percent, and Ms. Tait indicated giving is progressing at a good pace. She reported that Corporate Support is trailing goal and suggested it could be because of uncertainty about the election.

Board Members discussed the presence of two public television stations in Charlottesville and efforts to increase the WHTJ presence in the city with the possibility of attracting members currently affiliated with the other station.

Mr. Monk addressed the Corporation's Investment Portfolio. He noted the investments were performing adequately and that Board and Finance Committee members would be focusing on allocations. Discussion ensued. He reported that the Defined Benefit plan is currently 72 percent funded and that it is a long-standing goal of the Board and management to terminate the plan. He noted the Defined Contribution plan offers a 35 cent match up to a 6 percent set aside by employees. About 80 percent of employees currently participate in the plan.

Mr. Monk said the Capital Campaign had \$2.27 million pledged and \$1.93 million collected. From the proceeds, \$1.3 million has been spent so far. The next projects are the remote production vehicle and the radio studio upgrade, both of which will be completed in this Fiscal Year.

Governance

Committee Chair Blue directed Board Members' attention to the draft committee responsibilities document, noting that every member should serve on at least one committee.

Ms. Blue reported that the committee was proposing Steve Humble, production director at the Martin Agency, as a new member of the Board. Ms. Blue moved his nomination; it was seconded by Mr. Crawford. The vote to approve was unanimous.

Ms. Blue turned to the Company's Conflicts of Interest statement and requested that all members sign and return their statements to the Secretary of the Board. She also moved the Board's formal adoption of the Conflicts of Interest statement. The motion was seconded by Mr. Crawford. Adoption of the statement was unanimous.

Ms. Blue made Board members aware of six proposed amendments from the Committee to the Corporate Bylaws. The amendments would (1) increase the upper limit of the number of Board members from 14 to 16, (2) add a Compensation and Conflict of Interest Disclosure section, (3) add a section allowing participation in meetings by telephone, (4) add a statement that each Board member is entitled to one vote in Board actions, (5) modify the Board's policy on resignation or removal of members, and (6) establish an Executive Committee of the Board.

The amendments were moved by Ms. Blue and seconded by Mr. Crawford. Adoption of the amendments was unanimous.

Other Business

Mr. Felton reported that the Television Community Station Board had nominated two new members and was seeking Board approval. The proposed members were Esther Miller McDermott and Laura Benton Greer. Mr. Crawford moved and Ms. Blue seconded their election to the CSB. Approval was unanimous.

Executive Session

At 1:30 PM, upon motion duly seconded, the Board voted unanimously to go into executive session for the purpose of discussing proprietary business issues and personnel matters. The Board excused those present and went into executive session at 1:30 PM.

At 2:39 PM, the Board returned to open session with a declaration from the Chair that no business was conducted during the executive session.

Adjournment

With no further business to come before the Board, the Chairman declared the meeting adjourned at 2:39 PM.

Respectfully submitted,

William N. Miller
Secretary to the Board