

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

901 Newton Street, NE
Washington DC
Studio A

**Regular Meeting
November 18, 2015**

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

Guests: Ron Walker of Walker and Associates LLP

Call to Order. Nnamdi's called the meeting to order at 7:00 pm.

Nnamdi noted Hingoraney's and Lightfoot's excused absence.

Nnamdi welcomed Ron Walker of Walker and Associates LLP who is joining the meeting to present DCTV's FY15 audit.

Agenda. Nnamdi proposed to revise the regular order of the meeting Agenda to move the first item of New Business, consideration of the Audit Report, to follow Approval of the Minutes. The remainder of the items on the Agenda would be in the order as presented.

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 Holiday Party and Voice Awards on December 4.

Minutes. Alfonso moved to approve both the minutes of June 10, 2015 Regular Meeting, and June 10, 2015 Annual Meeting. Goldberg seconded. The motion carried unanimously.

New Business.

AUDIT OF FISCAL YEAR 15

Nnamdi presented Ron Walker CPA, Owner, of Walker & Company, LLP.

Nnamdi reviewed that the Board convenes as the Audit Committee to review the Audit, and called for a motion to temporarily adjourn the meeting of the Board of Directors, and immediately convene as the Audit Committee.

Hazel moved. Alfonso seconded. The motion carried unanimously.

Walker very thoroughly presented the Audit of DCTV's FY15 Financial Statements, and responded to questions. Walker & Company issued a clean opinion.

Discussion followed on policy for using reserve funds, noting that the Board established a goal to build an 18-month reserve. Freedman suggested that as part of the implementation plan for the 18-month reserve fund, that the Board transfer funds to the Board Designated Reserve by motion. Additionally, as part of the implementation plan, to establish a policy by motion for use of any funds from the Board Designated Reserve funds.

Alfonso asked how the Supplemental Note on page 18 might be included in the Financial Statement Notes instead. Freedman led discussion, resulting in the conclusion that it should be moved to Financial Statement Notes in subsequent years. Currently, the numbers are calculated and based on data provided to the auditor. Staff will additionally provide substantiation to the auditor for the basis of the data (e.g. where market rates were obtained) used to arrive at the total values in the Supplemental Note.

Discussion was held regarding the organization's investment policy (100% preservation of principle), and it was generally agreed that the investment policy might be reviewed to determine whether some percentage of investments might be allocated to a slightly more expanded level of risk than allowed by the current policy, in order to increase the very minimal returns being received. In light of this discussion, Freedman recommended, and it was agreed to appoint an Investment Committee to review the investment policy.

Alfonso moved to recommend approval of the FY15 Audit as presented. Hazel seconded. The motion carried unanimously.

Holman moved to adjourn as audit committee, and reconvene the regular Meeting of the Board of Directors. Alfonso seconded. The motion carried unanimously.

Alfonso moved to accept the Audit Committee recommendation to approve the FY15 Audit as presented. Hazel seconded. The motion carried unanimously.

Nnamdi said that for the coming year in 2016, instead of having the Audit Committee as the entire board, he will discuss a revised approach with Freedman and Alfonso and exploring appointment of an audit committee of two or three board members instead.

Nnamdi returned to the order of business on the meeting Agenda.

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.

Nnamdi reviewed the new business items to consider— extending the Free Equipment Pilot to November 30, to allow time to decide whether to end, extend, or retain the program on an ongoing basis; appointing and hearing from the committee that is working on creating criteria for the new Hall of Fame Awards; and voting on the Board's meeting schedule. Nnamdi noted that in the event the free equipment program is retained, there will be Amendments to the Producers Manual to consider. The Board will also review or consider making clarifications to the Producers Manual regarding DCTV members using DCTV's equipment to obtain compensation.

Nnamdi said some report items are in Executive Session, for the reasons already mentioned. All of these report and business items have been grouped into one Executive Session near the end of the meeting.

Nnamdi noted that all of the business items are timely: finalizing the audit for submission to the Council; making sure the Board maintains the Compass teams' schedule to keep this very valuable strategic planning project on track and honor the volunteer Compass' team's time they are providing to DCTV; addressing the initiatives that, if approved, will be announced during the closing event of DCTV's 25th Anniversary on December 5, for implementation during the second half of this fiscal year.

Nnamdi reminded the Board that it is important to finalize the audit for submission to the Council. Disposition of the Free Equipment Program is also timely, since the Program will automatically expire November 30 if the Board takes no action. The next steps for the Hall of Fame awards is also timely, in order to complete the work by December 4, the Voice Awards and holiday party.

Nnamdi said it has been a very busy and full year, and we've accomplished a lot. We completed our second year with Compass, and used all of that work as the foundation for continued work to develop a 5-year strategic plan.

Nnamdi said he appreciates and thank each and every one of the Board members for all they have done. The discussions throughout the year demonstrated all the ways that everybody makes very valuable contributions, that this group is passionate about DCTV's mission and success, and is adept at using all of our institutional knowledge and varied perspectives of a complex and changing industry and media environment to set a good direction for DCTV's future.

Nnamdi congratulated the Board on a very productive Board Retreat on October 31 with Dr. Michela Perrone. The preparation and collection of information and benchmarking was extensive. Nnamdi also expressed appreciation for all the extensive help received from other organizations during the benchmarking and research. He expressed his appreciation for Dr. Perrone's outstanding guidance, and for leading the Board

through excellent, thoughtful discussions about our goals and designing DCTV's future. Nnamdi offered his perspective on the process and how well the Board is forging DCTV's future, and thanked Lightfoot for her hospitality and hosting the Board retreat at her home.

Nnamdi expressed the Board's appreciation for all the work staff had done to inform the Board's work. And he thanked Holman for serving on the Strategic Planning Committee, to develop and see DCTV through an effective process for this substantial undertaking.

He noted that further development of a revised mission statement will be done at a later time, continuing focus for now on the next steps of strategic planning.

Finally, we had a great Community Day event in August, with over 1300 people participating over the 5- hour event, almost as many as last year's all-day event. DCTV was successful in getting the word out, in getting people to the event, and in hosting a seamless event. I would like to extend my thanks to the entire staff for such a great job creating and managing a very entertaining and successful event!

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: Website Replacement. The new website was launched in October with Phase I. It was built for capability to add new features without redesigning the back end. Once we establish how we want to increase and provide for viewer engagement with programming, those sections of the website will be developed and activated.

DC Centenarians—As part of DCTV program productions, programs were completed on oral histories of DC residents 100+ years old, with the research and interviews done by youth. They also participated in various aspects of production. The DC Office of Aging identified the centenarians and scheduled interview times. The youth participants were outstanding, motivated, committed and did a great job. The project overall was very successful. The first telecast of the first profile of Mr. Burgess premiered on October 4th; Mr. Burgess passed away before seeing the final program completed.

Upcoming Events.

Rickard describe the events planned for the Voice awards coming up on Friday, December 4, which will also be the launch of the DCTV Hall of Fame awards.

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

Finance Committee Report. Nnamdi asked Alfonso to present the FY15 end of year budget comparison, and the current financial statements.

Alfonso presented the FY15 Budget v. Actual report for July 1, 2014 — June 30, 2015. Alfonso presented the FY16 Budget versus Actual report and Financial Statements for July 1, 2015 through September 30, 2015 (unaudited). He thanked staff and noted that management continues to be a good custodian of funds, and DCTV is in a good position as a non-profit organization, managing funds well, not overspending, and maintaining DCTV on a solid level. Alfonso reviewed the financial statements and responded to questions.

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

Nominating Committee Report. Due to Lightfoot's absence, the Nominating Committee did not present a report.

New Business, Remaining Items

Nnamdi noted the FY15 Audit completed earlier in the meeting was the only item of New Business, and moved on to introduce Old Business.

Old Business.

DISPOSITION OF FREE EQUIPMENT PILOT FOR DC RESIDENT PRODUCERS

Nnamdi reviewed that last November, the Board approved a Free Equipment Pilot for DC Residents to run to August 2015. In July, the Board renewed the Pilot program to extend to November 30, 2015.

Nnamdi presented the question whether to end the program, extend the Pilot for another period of time, or establish the Free Equipment Program as a new policy in accordance with Producer Manual Rules to be approved.

He pointed to the original Pilot Proposal in the Board materials, along with an updated report reflecting the both the increases in equipment use and increased original programming that resulted during the 8 months of the Pilot. The participants were required to respond to surveys as part of taking advantage of the Pilot benefits, and the Board has the survey results. Staff also provided a grid showing how the major 3 public access centers in the DC Metro area address equipment fees for residents and non-residents.

Nnamdi asked Rickard to summarize the Pilot results.

After discussion, Freedman moved to continue the Free Equipment Program ongoing, as a change in policy. Hazel seconded. The motion carried unanimously.

Nnamdi said that as discussion had already reflected, that the Producers Manual must be amended, and introduced the next item of business.

RECOMMENDATION TO AMEND PRODUCERS MANUAL: FREE EQUIPMENT PROGRAM AND CLARIFY POLICY PROHIBITING MEMBERS' USE OF DCTV EQUIPMENT FOR PAY OR HIRE

Nnamdi asked Rickard to present the Proposal to Amend the Producers' Manual: Operating Rules and Procedures.

Discussion focused on the benefits of the Free Equipment Program, and increase in programs that resulted. Following rules and remaining a member in good standing was affirmed as a baseline for participation in the program, and the proposed Rules are to be amended to reflect this. Additionally, the proposed Rules are to be amended to provide that Free Program beneficiaries shall be required from time to time to participate in surveys or to support DCTV activities or initiatives in order to remain eligible for the program.

Members' use of equipment for pay or for hire was discussed, and strongly emphasized that this is a misuse of non-profit resources provided as a charitable grant for a limited purpose; freelancers should hire equipment from commercial production facilities or use privately owned equipment when hiring out their services.

Permanent suspension for violating this rule was reaffirmed and clarified. A Serious Violation resulting in permanent suspension occurs when a DCTV member hires themselves out to receive payment as a production freelancer (whether as Producer, Crew or in any other production capacity) using DCTV's equipment. Doing so is a commercial use of DCTV's equipment by the member, whether the member is hired by commercial or nonprofit entities, by private individuals or for events, or which involves using DCTV's equipment for any purpose other than *volunteering* to create programming for DCTV's channels. The important fact is whether the member is being paid for their service—not who the client is, or the client's purpose.

A lesser offense was newly created, adding a Major Violation for situations if a DCTV member accepts payment for serving as crew members or producers when volunteering on DCTV member productions.

The Major Violation applies only to a payment exchange between DCTV members working on each others' programs for telecast on DCTV and who should be volunteering.

After discussion, Holman moved to approve the Proposed Amendments to the Producers Manual, as amended in this discussion, effective starting in 2016. Hazel seconded. The motion carried unanimously.

Nnamdi reviewed the items for discussion in Executive Session.

Executive Session.

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

Meeting Schedule

Nnamdi reminded everybody that the second annual Voice Awards will be on Friday evening, December 4, from 6 to 9 pm, at the Office of Cable Television Studios at the BET building.

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 May meeting will be to consider the FY17 budget. The June meeting will be the last board meeting of the fiscal year, to close out any business and to hold DCTV's Annual Meeting.

After discussion, Nnamdi asked for a motion to approve the dates of Wednesday, March 9, 2016 from 6:30 to 8:30 pm; Wednesday, May 25, 2016 from 6:30 to 8:30 pm, and Wednesday, June 15, 2016 from 6:30 to 8:30 pm for the Board meeting and Annual Meeting & Reception.

Alfonso moved. Hazel seconded. The motion carried unanimously.

Adjournment

Goldberg moved to adjourn. Hazel seconded. The motion carried unanimously.