

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

901 Newton Street, NE
Washington DC
Studio A

**Regular Meeting
June 15, 2016**

Present: Cynthiana Lightfoot, Secretary Acting as Chair, Rishi Hingoraney, Janis Hazel Nantz Rickard, President & CEO; Hafeez Kazim, CFO/VP Finance & Administration.

Call to Order. Lightfoot called the meeting to order. She noted the excused absences of Nnamdi, Alfonso, Freedman, Goldberg and Holman.

Lightfoot noted that Alfonso is meeting with the Mayor this evening. She said that noted that there are 5 items of business to vote on, but the meeting will be conducted as reports only. As each business item requiring a vote comes up on the Agenda [Approval of Minutes, Approval of Finance Committee Report, Resolution for Banking Services and approval of a date for the November meeting] she will explain how the item will be handled. Lightfoot reviewed the schedule for the evening, noting that the Board will adjourn this meeting by 7:15 and join a Reception with DCTV members until the Annual Meeting at 8:00 pm.

Minutes. Because of lack of quorum, Lightfoot deferred approval of the Minutes of the May 18, 2016 meeting until a later meeting. She asked for any amendments or changes to be proposed, which will be provided along with the May 18 meeting minutes in the board packet.

Chair's Report. Lightfoot offered the Chair's report on behalf of Nnamdi.

The main purpose of the June meeting is ordinarily to finish up any outstanding business for the fiscal year. The Audit, Investment and Nominating Committees have been addressing the work before them, and will update us in reports. The full Board completed the business for the fiscal year at our last meeting, with only a few minor items left for this meeting.

The Board asked for a final review of the FY17 Budget we approved at the last meeting, now that the Chief Financial Officer has returned as of June 7. Since we changed budget formats between FY16 and FY17, we will also look at the comparison to FY16 Budget in the new format he has worked on since his return.

Rickard reports that the plan addressing continuity in the financial aspects of operating in his absence was effective, including adjustments to continue to ensure strong checks and balances. Nantz and Hafeez also used this opportunity to begin making longer term adjustments to ensure continuity in financial management in accordance with the Strategic Plan.

In the last meeting, Nnamdi reported that the city had contracted to update the Cable Needs Assessment that has been providing the basis for negotiating the cable franchise renewal with Comcast. The main focus was to conduct a city-wide survey, about cable service, and to see whether and how people's interest in public, educational and government access may have changed since 2011, including viewership. The city also conducted four Town Halls, on April 27, April 30, May 4 and May 11, as an opportunity for supplemental public comment. A fifth Town Hall was held on Thursday, May 26.

Again, the Chair would like reflected in the Minutes the Board's appreciation to DCTV members who attended or participated in the Town Halls, and provided comments to supplement the extensive comments by our members and supporters in the Cable Needs Assessment report.

President's Report. Rickard offered the President's Report. Rickard reported that now that the Policy Manual updates have been approved by the Board, staff will be conducting question and answer sessions to introduce members to all of the updates. The sessions are scheduled for Monday, June 22 and Monday, June 29. Rickard said that the 48-hour field checkout policy went into effect June 1, and members started availing themselves right away. We've had a very positive response.

Rickard welcomed CFO Kazim back, and the Board and Rickard wished him speedy recovery. Rickard said the period the CFO was out went very smoothly. The Board thanked staff for good planning and implementation of emergency planning for covering a sensitive executive position.

Rickard attended a Leadership Greater Washington behind-the-scenes tour at the Smithsonian National Museum of Natural History (SNMNH), and took the opportunity to meet talk with their Corporate Relations and Development folks about a potential partnership. DCTV and SNMNH have all followed up, and Rickard has been introduced to the appropriate people. Ricakrd will be meeting with Colleen Marzec, Chief of Content Strategy and Development, and Maggy Benson, Community Manager and Host of the Science How television program. Both work in the Education & Outreach Department and would like to speak further about possibly partnering with DCTV.

Blue Water, the company that worked with DCTV to redesign our website, just won a [2016 IMA for DCTV](#) by the Interactive Media Council.

DCTV, in the category 'Television', has won the IMA Best in Class Award with an overall score of **482**.

Individual scores are as follows:

Design: 95

Content: 100

Feature Functionality: 100

Usability: 93

Standards Compliance: 94

Total: 482

The Best in Class award is the highest honor bestowed by the Interactive Media Awards. It represents the very best in planning, execution and overall professionalism. In order to win this award level, your site had to successfully pass through our comprehensive judging process, achieving very high marks in each of our judging criteria - an achievement only a fraction of sites in the IMA competition earn each year.

About the Interactive Media Awards The Interactive Media Awards recognize the highest standards of excellence in website design and development and honor individuals and organizations for their outstanding achievement. Sponsored by the Interactive Media Council, Inc., a nonprofit organization of leading web designers, developers, programmers, advertisers and other web-related professionals, the competition seeks to elevate the standards of excellence on the Internet. For more information visit <http://www.interactivemediaawards.com>.

Nominating Committee Report. Lightfoot presented the Nominating Committee Report.

As reported in the May meeting, the Nominating Committee finalized a slate of candidates for election to two 3-year seats.

An election packet with information about the candidates, a ballot and instructions was emailed to all members who had provided an email address, and mailed out by First Class mail to nine members that did not provide an email address.

As required by the Bylaws, the notice and ballot was sent to every member who was current and in good standing 30 days prior to the election. All ballots this year are through our electronic voting system, including voting done in person during the reception before the Annual Meeting. All voting closes at 7:45 pm today.

Hafeez and I will review the list of eligible voters, obtain the report of the vote tally from the electronic system, and report to the membership during the Annual Meeting.

Based on the Compass discussion at our last meeting and the March meeting, we are working on our search to fill the remaining government-appointed seats and one elected seat with criteria focusing on developing funding and resources and cultivating partnerships.

Audit Committee Report.

Lightfoot reviewed that the Board had established an Audit Committee by resolution, as a Committee of the Board, with authority to act on behalf of the Board. The charge of the Audit Committee authorizes them to select the auditor, and oversee the audit on behalf of the Board. She noted that one of the duties and priorities as a Board is to conduct an audit annually as required by the DC statute governing cable television. Each year, the Board ensures an audit is done, and the Board reviews and approves the audit, and presents it to the DC Council within 120 business days of the end of DCTV's fiscal year.

In Freedman's absence, Lightfoot asked Hazel to present the Audit Committee Report.

Hazel reported the Committee had completed its Audit Committee Charter.

She presented the List of Auditors a Request for Proposals was sent to:

Walker and Company
Abercrombie & Associates
FS Taylor
Raffa & Co.
Tate & Tryon

Hazel reported the reasons that two of the firms did not submit proposals. She reported that Proposals had been received from the following list of firms, and briefly reviewed the terms of each:

- Walker and Company
- Abercrombie & Associates
- FS Taylor

Hazel said a Committee Conference call was held Monday, June 13. During the call, the committee members discussed the proposals. The Committee focused on the importance of any auditor selected to be able to meet the timelines and deadlines without fail. The Committee also discussed that hiring a DC-based firm considered very important.

Hazel said that the Committee voted to select FS Taylor as audit firm for fiscal year 2016.

For next steps, staff will meet with selected auditor. Following that meeting, if all terms are acceptable, notifications will go out to the firms not selected.

Investment Committee.

Lightfoot reviewed that the Board's Investment Committee was established to review the organization's investment policy and recommend any changes or updates for approval by the Board. As a first step, the Committee has been working alongside staff to review the organization's banking services. As Michael reported in the last meeting, an RFP was sent out to 7 banks to compare services.

In Freedman's absence, Lightfoot asked Hazel to present the Investment Committee Report.

Hazel reported that the Committee's first step before considering investments and risk policy is review of banking services and investments.

The Committee previously reported that it had:

- Reviewed Access National Bank proposal for range of banking services, including investments. Proposal was provided based on previous meeting Nantz had with Chuck Kettenacker who handles banking services with nonprofit organizations.
- Met April 13 with Chuck Kettenacker and Steve Reeder, Executive Vice-President and Chief Deposit Officer of Access National Bank.

- Reviewed ANB's Proposal analyzing savings in fees and increases in investment return with low-risk instruments, including market based CDs.

A Request for Proposals was developed to compare services, fees and offerings, including investment services to 7 additional banks:

Bank of America
BB&T
Wells Fargo

Citibank
PNC

M&T Bank
TD Bank

Hazel reported that the information was originally due the end of May, and then extended to June 13. As of this meeting, DCTV has received no proposals even with personal phone calls to appropriate contacts at every bank. She noted that Bank of America and Wells Fargo said they would submit by June 14, but DCTV has not received their proposals.

Hazel reported that the Committee plans to 1) complete this review soon; 2) begin working to develop a recommendation for an investment policy, if possible by the November meeting.

Finance Committee Report. Lightfoot noted that the Board ordinarily receives one set of financial statements when our last two meetings occur closely together in May and June. In the May meeting, the Board reviewed a budget versus actual report, but not financial statements. Based on that report, there were no significant changes in the organization's financial position since the March meeting. For this meeting, the regular financial statements are available.

Lightfoot asked staff to present the financial statements through January 31, 2016. She noted that there would be no vote to approve this Finance Committee report.

In Alfonso's absence, Rickard asked CFO Kazim to provide the report. Kazim presented the FY16 Budget versus Actual and Financial Statements for July 1, 2015 through April 30, 2016 (unaudited).

Lightfoot introduced the next item for review, the FY 2017 Operating and Capital Budget that had been approved by the Board in the previous May meeting. The budget is to start July 1, 2016.

Lightfoot reviewed that in the May meeting the Board asked for a final review of the FY17 Budget when the Chief Financial Officer returned. Since we changed budget formats between FY16 and FY17, the Board will also look at the comparison to FY16 Budget in the new format the CFO has worked on since his return.

If there are any adjustments to the FY17 Budget after our review tonight, the Executive Committee will consider them for approval in order to ensure the organization can move forward with implementing the Strategic Plan for FY17.

Kazim reviewed the FY17 Budget. Rickard and Kazim responded to questions during discussion.

New Business.

Lightfoot reviewed that in anticipation of the Investment Committee completing its review of banking services, the Board was going to pass a resolution that would ratify the standard form bank resolutions if the organization moves any banking services. Due to the Committee's extension of its deadline, this piece of business will have to wait until a later time. Once the Investment Committee recommends a course of action, the Board will take whatever action is needed.

Old Business.

Lightfoot said there is no Old Business for this meeting.

Meeting & Events Schedule.

Lightfoot said that for the November meeting, the Board will meet as in prior years in time to consider and approve the audit, and meet DCTV's deadline to submit it to the DC Council.

The Board will set the meeting date for our November meeting at a later time by poll and consensus resolution.

The meeting will either be in the week of November 7 or November 14. The primary business for that meeting will be to consider the FY16 audit.

At the November meeting, the Board will set our meeting dates for the rest of the fiscal year.

Adjournment

Lightfoot closed the report session, noting that since the meeting was not called to order for lack of a quorum, no motion is necessary to adjourn. Lightfoot reviewed that the Board will convene the Annual Meeting of the Associate Members at 8:00 pm. She thanked the Board members for their reports and ongoing work. The Board members joined the Reception for the Annual Meeting.