

**MINUTES OF THE MEETING  
OF THE BOARD OF DIRECTORS OF  
VPM MEDIA CORPORATION**

**December 15, 2021**

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Pursuant to due notice, a meeting of the Board of Directors (the “Board”) of VPM Media Corporation (“VPM”) was held on December 15, 2021, via teleconference.

Board members that were present and constituted a quorum, were: Ms. Irene Carney, Mr. Jim Cheng, Dr. Heather Coltman, Mr. Stephen Davis, Mr. Dennis McGaugh, Ms. Tassie Pippert and Mr. Derek Redmond, all of whom are members of the Board of Directors of VPM; Mr. Rich Diemer, Mr. Philip Goodpasture, Ms. Louise Martin, and Mr. Michael Williams, all of whom are members of the Boards of Directors of VPM and the Virginia Foundation for Public Media (“VFPM”); and Mr. Luis Alvarez, Ms. Cynthia Bailey and Ms. Ting Xu, all of whom are members of the Board of Directors of VFPM.

Executive staff members present were President and CEO Ms. Jayme Swain, Chief Content Officer Mr. Steve Humble, Chief Financial Officer Mr. Gary Ometer, Chief Investment Officer Mr. Dan Smythe, Senior Vice President, Culture and Organization Strategy Ms. Meg Garner and Ms. Sarah Payne.

Also present were members of the staff. Other attendees included Mr. Craig Merritt from Merritt Law, Mr. Chris Lloyd from McGuireWoods Consulting, Mr. Gareth Jones from Jones Lang LaSalle (JLL) and Mr. Spencer Grice from smb.w.

VPM Chair Mr. Stephen Davis, called the meeting to order at 4:01 p.m.

**Approval of Minutes**

Mr. Davis requested approval of the Minutes of the VPM Media Corporation Board of Directors meeting held on August 24, 2021. On motion duly made, seconded and unanimously carried, the Minutes were approved.

**CEO Report**

Ms. Swain began her report summarizing the exciting work underway at VPM, which included:

- strengthening local news and preparing for the upcoming launch of the newsmagazine show “Focal Point;”
- acquiring the digital assets of “Style Weekly” to bolster VPM’s arts & culture content;
- launching the new VPM + ICA Community Media Center;
- being a partner with key stakeholders in improving early childhood education; and
- considering a new headquarters in Richmond which would enable the team to best serve the mission.

Ms. Swain continued with an update on the real estate review process. She began with a review of the history of the project, which began in late calendar 2019. At that point, VPM began

assessing the facility at 23 Sesame Street, the original portion of which was built in 1964, to determine whether to stay or relocate.

To ensure management and the Board had the best experts to guide the decision, Ms. Swain noted that VPM engaged JLL, a global real estate firm with an office in Richmond and deep local ties, after a request for proposal (RFP) process. JLL was engaged both as project manager and broker, if needed. JLL then engaged smbw, a Richmond-based design and architecture firm with expertise in commercial and non-profit buildings.

Ms. Swain reminded the Board that management spent much of calendar 2020 and early 2021 considering the requirements of VPM's current facility to understand the challenges and limitations, which included an engineering study. That work led to the Board asking management to pursue options beyond redesigning VPM's current facility due to the ongoing risk of falling ice and the current facility's structural limitations. In June of 2021, Ms. Swain noted, the Board discussed various options and agreed that VPM should take the bold step to relocate and build-to-suit. The Board agreed a move would eliminate the risk of the ice from the towers and would allow VPM to construct a facility that would support its mission and bold vision for the future.

Ms. Swain commented that VPM's headquarters should reflect VPM is as a modern public media organization with reach across Virginia. She also said that a new space should allow VPM to engage more directly with the community, support a best-in-class newsroom, have topnotch production capabilities and technology, and attract talent and supporters.

Ms. Swain then reviewed the process to select a new location, which the Board initially reviewed at its August meeting. The process has included:

- Development of weighted criteria;
- Conducting an RFP process for an engineering design and integration consultant, which resulted in the selection of Diversified;
- Meeting with developers, commercial real estate firms and donors to better understand the real estate landscape;
- Meeting with economic development directors and county administrators in Chesterfield, Goochland, and Henrico Counties and the Economic Development Director of the City of Richmond;
- Visiting over 60 sites in Chesterfield, Henrico and Richmond City; and
- Working with smbw on VPM's program requirements in order to create a cost estimate for a final site.

In addition, VPM engaged Chris Lloyd, Senior Vice President and Director, Infrastructure and Economic Development at McGuireWoods Consulting to provide advice on economic incentives. Mr. Lloyd has worked with Ms. Swain before on the PBS real estate move in Crystal City, Virginia, as well as WETA in Arlington.

To support VPM's vision and new headquarters, Ms. Swain reminded the Board that a capital campaign would be necessary. To that end, Ms. Swain noted that after an RFP process, VPM selected the Curtis Group, a campaign consulting firm based in Norfolk, Virginia with associates in Richmond, Charlottesville, and the Shenandoah Valley to assist with the feasibility study. Ms. Swain thanked Irene Carney, Philip Goodpasture and Louise Martin for their partnership on the project, which would require significant Board engagement.

Ms. Swain continued her report with a focus on content. She began by thanking the Board for its support and guidance with the acquisition of certain digital assets of “Style Weekly.” She remarked that since the news of the acquisition broke, VPM received positive and enthusiastic feedback since “Style Weekly” has been an essential part of Richmond’s arts and culture community for decades.

Ms. Humble stated that it was exciting to bring “Style Weekly” back to life and announced that Brent Baldwin, editor-in-chief, and Scott Elmquist, photographer, had been hired from the original “Style Weekly” staff and were already posting new content to the website.

Ms. Swain then presented a visual representation about how the “Style Weekly” brand would be integrated and reminded the Board that management would take 6-8 months to evaluate the brand and conduct audience research before finalizing a long-term strategy. Ms. Swain noted that a team convened with Vann Graves at the Brand Center for a brainstorming session, which helped crystallize how to think about VPM’s various brands.

Ms. Swain reminded the Board that one of the top priorities was strengthening VPM News. Mr. Humble echoed the priorities and said that science and history content would be “news adjacent” moving forward to help provide more focus.

Ms. Swain then introduced Mr. Elliott Robinson, VPM’s News Director, and Ms. Angie Miles, the host of “Focal Point.” Both spoke of their excitement about what VPM is building in news.

Ms. Swain stated that VPM’s evolution to focus more on news comes with a new set of responsibilities. While there is currently a strong editorial process, she said that VPM News had engaged Craig Merritt of Merritt Law to work with the team to review our work and advise on improvements. Mr. Merritt provided a brief background of his experience and career. He then commented that as VPM becomes a more consequential player in the news landscape, it was important that Board members were equipped to handle feedback and criticism. Mr. Merritt suggested the Board direct questions or feedback to the newsroom staff. After a brief discussion, the Board thanked Mr. Merritt for his comments and reiterated their support for the VPM News team.

### **Governance and Nominations:**

Ms. Carney, the Chair of the Governance and Nominations Committee, began by referring members of the Board to the roles and responsibilities document found on Diligent, which was recommended by the Committee. She thanked Mr. Redmond for his work in drafting the document, which would be an important tool for engaging potential Board members. There being no further questions for Ms. Carney, she requested the following motion:

MOTION: On the recommendation of the Governance and Nominations Committee, I move that we approve the roles and responsibilities as presented. On motion duly made, seconded and unanimously carried the aforementioned motion was approved.

Ms. Carney continued her report by mentioning that there are currently four open Board seats and asked for suggestions.

Ms. Carney then mentioned two questionnaires on Diligent that required Board member participation, including the FCC Ownership questionnaire and annual Conflicts of Interest questionnaire. She noted that the FCC questionnaire included important demographic questions so the Committee could better understand the composition of the Board and areas of focus.

### **Finance and Audit Committee**

Mr. Diemer began his report by referring to the report of the latest Committee meeting on Diligent and updated the Board on the recent audit exit meeting with Keiter conducted at the last Committee meeting. Keiter reported on two audits; VPM and VFPM for the year ended June 30, 2021. Mr. Diemer was happy to report that this audit was fairly routine and the reports and materials could be found on Diligent in the Board materials.

### **VPM Investment Committee**

Mr. Smythe reviewed the VPM 403(b) savings plan reminding the Board of the recent upgrades to investment alternatives and the addition of a Roth option. He mentioned the participation rate continues to hover around 70% and that the VPM Investment Committee was focused on methods to bring the participation rate up allowing more employees to benefit from VPM's matching program.

Mr. Smythe then informed the Board that the Defined Benefit Pension plan termination process was progressing well and commended Mr. Ometer's attention to detail and work with counsel and Aon to date and going forward as extensive filings were required. The next substantive step in the process will be a buyout offer in the spring followed by an annuity purchase prior to fiscal year-end.

Regarding the VPM quasi endowment, Mr. Smythe updated the Board on the current assets under management (\$23.5 million) distributions to date (\$750,000 this fiscal year) and current asset allocation which was underweight fixed income. There was a brief discussion of rates, fixed income and the lack of yield in the markets necessitating the current underweight to bonds.

### **VFPM Investment Committee**

Mr. Goodpasture led the Board through a brief PowerPoint presentation covering the VFPM's asset growth over the year, distributions, performance versus various benchmarks and current asset allocation. He mentioned that the VFPM Board was working on a revised investment policy statement which would more accurately represent the long-term nature of the VFPM quasi-endowment and closed by noting the continued market gains.

### **Other Business**

Mr. Davis acknowledged that Mr. Josh Dare had stepped down from the Board and thanked him for his many years of service to VPM and VFPM. Mr. Davis noted that Mr. Dare had served as Chair of the VPM Board and was a great champion of local public media.

### **Closed Session**

At 5:10 p.m., with there being no other business for the general session, Mr. Davis adjourned the meeting for a short break before moving into closed session.

At 5:14 p.m., the Board went into closed session for the purposes of discussing proprietary business issues and personnel matters.

### **Open Session**

At 6:20 p.m., the Board came out of closed session.

Mr. Davis then asked for the following motion:

MOTION: I move that the Board approve management's recommendation as to the preferred sites for its new facility and that the Board authorize management to proceed with negotiations with the site owners and develop a financing plan.

### **Executive Session**

At 6:22 p.m. the Board went into executive session, excusing all staff members.

### **Adjournment**

There being no further business, the meeting was adjourned at 6:31 p.m.

Respectfully submitted,

Sarah M. Payne  
Executive Assistant to Ms. Jayme Swain