

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

June 16, 2022

Pursuant to due notice, a meeting of the Board of Directors (the “Board”) of VPM Media Corporation (“VPM”) was held on June 16, 2022, in-person at the corporate headquarters of VPM, Richmond, Virginia as well as 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. Vann Graves, Ms. Enjoli Moon, 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, Ms. Karen Skidmore 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 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.

VPM Chair Mr. Stephen Davis, called the meeting to order at 4:05 p.m.

Mr. Davis began the meeting by recognizing retiring directors Ms. Cynthia Bailey, Ms. Louise Martin and Mr. Derek Redmond.

Ms. Pippert thanked Ms. Bailey for her service on the VPM and VFPM Boards, especially her role as Chair, and lauded her role as a long-time champion and supporter of local programming. Mr. Goodpasture then thanked Ms. Martin for her tenure on the VPM and VFPM Boards. He noted her work on several committees, generous support of MASTERPIECE and her leadership during a transitional time during VPM’s history. Finally, Mr. Davis thanked Mr. Redmond for his support of VPM, which began on the Community Advisory Board and subsequently VPM Board. He also noted Mr. Redmond’s dedication and tremendous work in his role as Vice Chair, and on the Finance and Audit, and Governance and Nominations Committees.

Ms. Swain also offered her thanks and appreciation to Ms. Bailey, Ms. Martin and Mr. Redmond.

Mr. Davis then noted that neither chair of the VPM Community Advisory Boards were able to join the meeting and stated the minutes from the recent meetings were available in Diligent for review.

Approval of Minutes

Mr. Davis requested approval of the Minutes of the VPM Media Corporation Board of Directors meeting held on March 23, 2022. He reviewed a minor change presented in advance of the meeting. There being no other changes and on motion duly made, seconded and unanimously carried, the Minutes were approved as revised.

Governance and Nominations

Ms. Carney and Mr. Davis were asked to recuse themselves. Mr. Redmond then began the report of the Governance and Nominations Committee by mentioning the extreme circumstances presented by his relocation to the Hampton Roads area and in such circumstances, the VPM Bylaws allow the Chair to serve a third term. Mr. Redmond stated that Mr. Davis had agreed to continue as Chair and Ms. Carney had agreed to serve as Vice Chair. Mr. Redmond then asked if there were any other nominations, and hearing none, put forth the following motion:

MOTION: Upon the recommendation of the Governance and Nominations Committee, I move that the VPM Board approve Mr. Stephen Davis as Chair for a third term and Ms. Irene Carney as Vice Chair. On motion duly made, seconded and unanimously carried, the aforementioned motion was approved.

Ms. Carney and Mr. Davis returned. As Governance and Nominations Committee Chair, Ms. Carney reviewed the election of directors. For VPM, she stated that Mr. Dennis McGaugh was up for re-election and agreed to serve his second eligible term. The Board discussed Mr. McGaugh's expertise in technology and how those skills would be essential as management designs a new facility.

Ms. Carney then reminded the Board of the process to select new directors and reviewed the credentials of the recommended candidates: Ms. Patty Merrill, Mr. Kevin Nicholson and Ms. Ebony Walden. She observed that the Committee recommended the appointment of Ms. Merrill and Ms. Walden to the VPM Board, the appointment of Ms. Merrill to the VFPM Board, and the election of Mr. Nicholson to the VFPM Board.

For the VFPM, she noted that Mr. Goodpasture and Mr. Williams had expressed their willingness to continue in their roles as Chair and Vice Chair, respectively. She also said that the election of Mr. Nicholson and VFPM Board leadership would be taken up at the next VFPM Board meeting.

After discussion of the candidates, Ms. Carney then asked if there were any other nominations, and hearing none, presented the following motion:

MOTION: Upon recommendation of the Governance and Nominations Committee, I move that the VPM Board approve the re-election of Mr. Dennis McGaugh to his second four-year term, the appointment of Ms. Ebony Walden to serve as a director on the VPM Board and the appointment of Ms. Patty Merrill to serve on the VPM Board and the VFPM Board. On motion duly made, seconded and unanimously carried, the aforementioned motion was approved.

Ms. Carney concluded by saying that the Governance and Nominations Committee discussed ways to improve the onboarding of new directors.

Finance and Audit Committee

Mr. Diemer, Chair of the Finance and Audit Committee began by thanking those Board members who attended the two Finance and Audit Committee meetings to review and discuss the details of the proposed FY 2023 budgets. He then recognized Mr. Ometer and Mr. Smythe for all of the hard work done in terminating the DB Pension Plan. He noted that as of June 30, the DB Pension Plan obligations will have been removed from VPM's balance sheet. Mr. Diemer then asked Mr. Ometer and Ms. Swain to review VPM's proposed FY 2023 budgets in more detail.

Ms. Swain then reviewed the priorities of the FY 2023 budgets. Considering the uncertainty around the economy, she said that management took a conservative approach to the budget and would manage it dynamically through the year. She also noted that this was the final budget of the periods under the current strategic plan.

Ms. Swain then presented the priorities in the areas of Content, Technology, Sustainability and Culture that were reflected in the proposed budgets. In Content, VPM is focused on news, arts and culture – including determining the long-term strategy for *Style Weekly*- and early childhood education. In Technology, VPM continues to modernize its infrastructure while also focusing on cybersecurity and launching a new website. In Sustainability, VPM is implementing new processes to leverage the new Customer Relationship Management tool and deploying best practices in Development to drive growth. Finally, in Culture, VPM continues to search for a new location for its headquarters, prioritize work in Diversity, Equity and Inclusion and operationalize VPM's values.

Ms. Swain then presented the FY 2023 budget assumptions for revenue and expenses. On the revenue side, she noted VPM's support for content projects, the increase in Development's target and the expected resources in the Commonwealth's biennial budget.

Turning to expenses, Ms. Swain said the increase in personnel costs was driven by additional positions as well as the increase in benefit costs. The proposed increase in the Information Technology budget included funds for the new Content Management System and for the website redesign. She noted that due to improved budgeting, many of the production-related expenses were placed in the correct expense categories in advance of the production costs being incurred. Mr. Ometer then reviewed the capital budget as recommended by the Finance and Audit Committee. He noted changes to the proposed budget since the last Committee meeting and explained that two items had been moved into the FY 2023 budget due to supply chain issues, but that both had been approved for FY 2022.

Mr. Diemer then asked if there were any questions for Mr. Ometer or Ms. Swain regarding the FY 2023 budget. There being no additional questions, Mr. Diemer then made the following motion:

Motion: Upon the recommendation of the Finance and Audit Committee, I move that the VPM Board approve the VPM FY 2023 Operating Budget and the VPM FY 2023 Capital Budget as presented. On motion duly made, seconded and unanimously carried, the aforementioned motion was approved.

VPM Investment Committee

Mr. Williams began by stating that the Committee had been briefed on the termination of the DB Pension Plan and the liquidation of the Plan investments to pay lump-sum amounts and purchase

the annuities. He thanked Mr. Ometer and Mr. Smythe again for their efforts. Mr. Smythe then reviewed the performance of the VPM quasi-endowment. He also gave a quick update on environmental, social and governance (ESG) investing and how it related to VPM's portfolio. He entertained questions from the Board.

VFPM

Mr. Goodpasture, as Chair of VFPM, then gave a brief update, noting the downturn in capital markets during the first half of calendar 2022. Mr. Smythe noted that while the VFPM portfolio was down, it had outperformed its benchmarks and VFPM had plenty of liquidity for the upcoming fiscal year.

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 5:16 p.m., the Board went into closed session for the purposes of discussing proprietary business issues and personnel matters.

Open Session

At 6:07 p.m., the Board came out of closed session.

Executive Session

At 6:07 p.m. the Board went into executive session, excusing all staff members.

Adjournment

There being no further business, the meeting was adjourned at 6:29 p.m.

Respectfully submitted,

Sarah M. Payne
Executive Assistant to Ms. Jayme Swain