



WLRN Workshop

February 2, 2022



Overview



Agenda Item H-20, approved at the May 19, 2021 School Board Meeting, requested that a Board Workshop be scheduled at the conclusion of negotiations between the District and Friends.

Timeline



February 27, 2019:

School Board Workshop was held to outline the relationship, potential liabilities and possible future options for WLRN-TV and WLRN-FM (Stations). Following this workshop, staff was directed to issue a Request for Proposals (RFP) for Media Management Services for the Stations.

Timeline



June 24, 2019:

RFP-18-077-MT for Media Management Services was issued for an experienced management company to run the day-to-day operations of WLRN-TV and WLRN-FM, ensuring compliance with all applicable Board Policies, regulations, and fiscal reporting requirements while continuing the highest quality media standards of the WLRN stations.

Timeline



February 10, 2021:

Board Item E-152 was approved by The School Board to award RFP-18-077-MT for Media Management Services to Friends of WLRN, Inc., subject to successful contract negotiations (which have now been completed).

Negotiations were conducted with Friends of WLRN, Inc. by the Office of Communications and Community Engagement and the School Board Attorney's Office assisted by special counsel Evan Carb and Peter Homer.

Executive Summary of WLRN Management Agreement



Management services include all aspects of the daily operation and management of the Stations:

- ❖ the production and acquisition of programming
- ❖ administration of the Stations' activities and personnel
- ❖ financial management and accounting
- ❖ engineering services
- ❖ fundraising and underwriting
- ❖ public relations
- ❖ compliance with all applicable laws and regulations

No M-DCPS employee will lose employment/compensation as a result of the Agreement.

Programming



- ❖ Manager will program the Stations 24 hours per day, seven days per week with public broadcasting formats.
- ❖ Manager, in good faith, commits to produce and air up to two (2) in-house educational or documentary productions per year on WLRN-TV (subject to available resources). Such programming will prominently reference WLRN and M-DCPS in credits and promotional materials.
- ❖ Manager will continue to provide all services currently offered to M-DCPS (i.e. production services as well as broadcast carriage as applicable for School Board, Special Board and Committee meetings).

Use of Intellectual Property (IP)



- ❖ M-DCPS reserves ownership interests in all programs. Manager assigns to M-DCPS all intellectual property related to programming created or commissioned by Manager for use by the Stations.
- ❖ Manager is provided a license during the term of this Agreement to monetize and distribute such programming in order to generate revenue to support programming and operations.

Facilities



- ❖ As part of the District's 20-1500 redevelopment plan, WLRN offices and studios may be relocated.
- ❖ During its contract, Manager is to have access to offices and studios for operation of the stations at the present location or at some future site.
- ❖ This access will be handled under a separate agreement.

Personnel



- ❖ No M-DCPS employee will lose employment or compensation as a result of the Agreement.
- ❖ The Manager may offer employment opportunities to certain M-DCPS station staff.
- ❖ M-DCPS may hire an Assistant Chief Engineer to work directly with the Manager's Chief Engineer.

Personnel - Liaison



- ❖ Liaison: a new management level position, reporting directly to M-DCPS, will be created to provide oversight of Manager and of this Agreement.
- ❖ Liaison may sit on any departmental, programming, production, or scheduling meeting.
- ❖ All M-DCPS employees at the station report to the Liaison.

Financial Services



Fundraising:

Manager maintains its fundraising arm, with editorial integrity firewalls between fundraisers and journalists, producers and programmers.

Grants:

M-DCPS and Manager will cooperate when applying for grants. Required auditors are to be selected by M-DCPS.

Financial Services



Records and Accounting:

Manager keeps full financial and accounting records of fundraising, funds management and expenditure activities regarding programming, operation and management of the Stations.

Donor Lists:

Membership/Donor lists are the property of M-DCPS as licensee. During the Agreement, Manager maintains active control of the Donor Lists.

Term of Agreement and Termination



- ❖ The initial term is five (5) years, with an option to renew for an additional one (1) year.
- ❖ M-DCPS may terminate this Agreement:
 - ❖ Immediately if Stations are operated contrary to law, regulations or the best interests of the District.
 - ❖ If Manager breaches its obligations under this Agreement and fails to remedy within thirty (30) days of notice.
 - ❖ For convenience on thirty (30) days notice.

Term of Agreement and Termination (Continued)



- ❖ Manager may terminate this Agreement with one hundred eighty (180) days notice if:
 - ❖ M-DCPS unreasonably frustrates or impedes management or programming.
 - ❖ M-DCPS breaches its contractual obligations and fails to remedy within thirty (30) days of notice.
- ❖ Upon any termination, M-DCPS shall assume complete operational responsibility for the Stations.

Term of Agreement and Termination (Continued)



- ❖ Manager shall cooperate if M-DCPS makes the determination to sell and/or assign the license for all or any Station to any other party.
- ❖ Upon termination, if no ongoing fundraising relationship is to remain between Manager and M-DCPS, the endowment and assets generating funds for the endowment shall be promptly transferred to a trust solely for the benefit of the Stations.

License



Responsibility of FCC Licensee:

M-DCPS, as "Licensee", has the ultimate responsibility with respect to compliance with all laws, rules, policies and regulations of the FCC, CPB, NPR, PBS and other governing entities and all activities in connection with FCC license renewals.



License



Manager's Responsibility:

- ❖ To manage and operate the Stations consistent with industry standards for educational broadcasting and all legal requirements.
- ❖ To protect and enhance M-DCPS's reputation.
- ❖ To advise and assist with all license filings and regulatory and legal compliance matters affecting the operation of the Stations.

Cooperation and Media Promotion



On-Air Announcements About Licensee:

M-DCPS, in consultation with Manager, may air promotions regarding the District's educational programs and opportunities, consistent with federal laws and regulations.

Events/Performances:

- ❖ Parties will explore opportunities to promote events for the general public and for Station donors.
- ❖ M-DCPS and Manager will explore opportunities to collaborate regarding marketing, academics, promotions, and fundraising.

Educational Support Services



High School Internship Program: Manager will provide 10 qualified internships per academic year to high school students.

PBS Learning Media: Manager will operate the PBS Learning Media, which provides educators and students resources designed to improve teacher effectiveness and student achievement, including PBS Ready to Learn or similar PBS educational materials.

Educational Tools: When possible, to enhance classroom lessons and experience, Manager will produce and make available teaching guides to accompany original productions.

Educational Support Services



WLRN Station Tours & Engagement: Manager will provide guided Station tours to students, School Board Members and community groups.

WLRN-TV Production and M-DCPS: Manager will provide video production services for M-DCPS-related content, as resources allow.

Production Coordinator: Manager will hire a new production coordinator to assist with District and student-related productions and will provide a reasonable amount of video production services for such projects.

Educational Support Services



- ❖ Manager will continue to provide all services currently offered to M-DCPS, compliant with all local, state and federal guidelines, laws and regulations.
- ❖ Audio and video production support for M-DCPS' Monthly Regular School Board and Committee meetings.
- ❖ Broadcast monthly Regular School Board meetings on WLRN-TV and WLRN-FM.
- ❖ Manager will provide M-DCPS with a feed of Committee meetings for streaming, as M-DCPS directs.
- ❖ Manager will continue to provide School Board Members with an opportunity to record "I" Agenda items, which will immediately follow the meeting.

Educational Support Services (Continued)



- ❖ Pre-emption due to events of local and/or national importance:
 - ❖ **Radio:** Consistent with past practices, a Regular School Board meeting may be shifted to WLRN-HD2.
 - ❖ **Television:** Solely by mutual coordination and consent, a feed of a Regular School Board Meeting will be provided for streaming.

Relationship



- ❖ Manager is authorized, in its name, to enter into contracts in connection with its operation of the Stations.
- ❖ Manager shall be responsible for all such contracts and financial obligations.



Oversight and Control



M-DCPS shall retain and exercise oversight and control of the activities and operations of the Stations. M-DCPS shall have the right to:

- ❖ promulgate basic Station policies regarding personnel, finances and programming.
- ❖ direct the day-to-day activities of M-DCPS employees working at the Stations.
- ❖ meet with the Manager and inspect the Stations' facilities at any time during operation.

Oversight and Control

(Continued)



- ❖ review FCC-required operating and maintenance records and procedures and investigate operational complaints.
- ❖ require written reports, in addition to the quarterly financial reports, including but not limited to, an audited financial statement of Station revenues and expenses for the year, a summary of the Stations' programming service, and personnel actions.

Next Steps



- ❖ Establish, classify, advertise and fill the position of Liaison.
- ❖ Establish and classify the position of Assistant Chief Engineer.
- ❖ Review School Board policies related to WLRN and provide proposed updates to School Board, as needed.
- ❖ Assist in transition to new management team with a projected start date of July 2022.