



KUOW, EXEC Committee November 2 Meeting RSVP REQUIRED

KUOW

Nov 2, 2023 at 4:30 PM PDT to Nov 2, 2023 at 6:00 PM PDT

Agenda

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

A. Invitation to Disclose Possible Conflicts of Interest

B. Overview of Meeting Purpose

- Resolution Recap before Annual Meeting
- Late Audit Cycle
- Brief Recap of Orientation

C. Invitation for Additional Topics

D. Approval of the Executive Committee Meeting Minutes

II. Resolution Overview

4:35 PM

Presenter: Andy McGovern

1. UW Director
2. Resigning Directors
3. 2024 Officers
4. 2024 Committee Structure
5. Bylaws

III. Committee Business

4:40 PM

A. Governance Committee

1. Aug 29th Draft Minutes
2. Oct 3rd Draft Minutes
3. Exhibits

B. Diversity, Equity, and Inclusion

1. Oct 5th Draft Minutes
2. Exhibits

C. Strategic Planning Committee

1. Oct 11th Draft Minutes
2. Exhibits

D. Finance & Audit

1. Oct 19th Draft Minutes
2. Exhibits

E. Finance Investment Sub Committee

<ul style="list-style-type: none"> 1. Oct 24th Draft Minutes 2. Exhibits 	
F. Reach & Resource	
<ul style="list-style-type: none"> 1. Oct 27th Draft Minutes 2. Exhibits 	
G. Executive Committee	
<ul style="list-style-type: none"> 1. UW Foundation Update 	
IV. BoardSource Assessment Results Presentation & Discussion	4:55 PM
Presenter: Irwin Goverman	
V. Station Business	
<ul style="list-style-type: none"> A. UUR Dashboard 	5:15 PM
Presenters: Caryn Mathes, Kerry Swanson	
<ul style="list-style-type: none"> B. September Financial Summary 	
VI. 2023 Reflections	5:30 PM
Presenter: Andy McGovern	
VII. Additional Topics	
VIII. Upcoming Meetings	
Annual Meeting	
<ul style="list-style-type: none"> • When: Nov 16th • Time: 4:30 - 8:30pm (dinner included) • Where: Seattle Asian Art Museum 	
IX. Public Comment	5:45 PM
X. Executive Session	
XI. Adjournment	5:50 PM



APPROVED KUOW, EXEC Committee

November 2 Meeting Minutes

KUOW – Virtual & In-Person | Nov 2, 2023 at 4:30 PM PDT

In-Person Location | UW Tower 4333 Brooklyn Ave NE, Seattle, WA 98105

Virtual Location | Zoom

Attendance

Members Present: Mark Ashida, Irwin Goverman, Christopher Jay, Sharon Kioko, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Ian Warner

Members Absent: Randy Hodgins, Claire O'Donnell

Staff Present: Ryleigh Brimhall, Shawntasha Crow, Fieta Robinson, Kerry Swanson

Members of the Public: n/a

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:33pm.
 - a. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interests, and none were expressed.
 - b. Overview of Meeting Purpose
 - i. Mr. McGovern gave an overview of the meeting's purpose which included, reviewing the resolutions ahead of the Annual Meeting, getting an update on the late audit cycle, and a recap of the Board Orientation.
 - c. Invitation for Additional Topics
 - i. Mr. McGovern asked the Committee for any additional topics, and none were expressed.
 - d. Approval of the Executive Committee Meeting Minutes
 - i. Mr. McGovern called for a motion to approve the September 7th meeting minutes.
 - ii. **Motion** moved by Irwin Goverman and motion seconded by Christopher Jay. With no objections, the meeting minutes were approved.
- II. **Resolution Overview** | Ms. Robinson gave an overview of the resolutions that were to be voted on at the Annual Meeting. The resolutions presented were: the election of the UW Director, resigning directors, 2024 Officers, 2024 Committee Structure, and the certificate of the amended Bylaws. The Committee reviewed the resolutions and Mr. Warner noticed an error on the resolution for Committee Structure. Mr. Warner noted that he would remain the Chair of the DEI Committee and that Sharon Nyree Williams will be the Vice Chair.
 - a. Mr. McGovern then called for a motion to the resolutions to the Board with the edit of the Committee structure noted by Mr. Warner
 - b. **Motion** moved by Chris Jay and motion seconded by Irwin Goverman. With no further objections, the resolutions were approved.

- III. **Committee Business** | Mr. McGovern had the Committee review the November Committee Summaries and took time for questions and decision. Summaries are listed in order of Committee meetings.
- a. **Governance Committee (GOV) Summary**
 - i. Review and confirmation of new board members and re-termining board members
 - ii. Committee leadership and membership recommendations to Exec and Board Chair
 - iii. Bylaw, policy and process change and update recommendations
 - b. **Diversity, Equity, and Inclusion (DEI) Summary**
 - i. The DEI Committee discussed potential 2024 goals, began revision of our board norms, discussed how to get better attendance at DEI trainings and discussed the KUOW Community Advisory Board with staff. I've since met with the board chair to discuss DEI training attendance and go forward strategies. Concerning the community advisory board, the committee and bhive suggested avoiding using the word 'Board' for the advisory group to avoid any confusion. We also suggested potentially using the advisory group as a feeder to the board to help us get away from our current 'refer a friend' cycle.
 - c. **Strategic Planning Committee (SPC) Summary**
 - i. This was our last meeting before the Board suspends this committee. Caryn noted how various Board members have animated and improved strategy work over the years, to the point that the committee isn't needed right now. That's a success! We collected in a shared document thoughts about future meeting content in other committees and concerns about potential gaps in the absence of the SPC. Claire shared proposed tweaks to the R&R charter to ensure member acquisition and key KPIs are tracked by that committee going forward.
 - ii. Kerry, Brendan and Marshall prepared and delivered a fantastic presentation on KUOW's podcast strategy and audience goals, engaging committee members on model variables, assumptions and "always on" content versus more episodic "hit shows. Rami mentioned KUOW has applied for a grant to help fund an effort to better connect data about listeners and donors, which is difficult to do today.
 - d. **Finance Investment Sub Committee (FISC) Summary**
 - i. FISC received the Q3/2023 report from Bernstein. The Long Term portion of the endowment earned 3.9% and the Intermediate Portfolio earned 2.9%. These returns were considerably less than the US Stock Index (13.1%) and the Global Stock Index (9.4%) because of our ESG focus which excluded oil companies. KUOW Management is in the process of moving excess cash from Bank of America to a money market account at Bernstein where it can earn market rates of interest with very low risk and be available to KUOW within 48 hours.
 - e. **Finance & Audit (FIN) Summary**

