



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, SEPTEMBER 24, 2020  
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

[https://washington.zoom.us/meeting/register/tJcrduGqrT0qGtMtjJZ6YQ30NmI61KW9A\\_IZ](https://washington.zoom.us/meeting/register/tJcrduGqrT0qGtMtjJZ6YQ30NmI61KW9A_IZ)

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**MEETING AGENDA**

**Meeting Objectives**

- Land on recommended board composition and roles for 2021
- Approve the board’s new Conflict of Interest policy
- Consider how KUOW’s DEI work intersects with the Board

**Discussion Questions**

- How do we envision the board’s ongoing engagement in strategic planning?
- What is the best way for the board to connect with KUOW’s racial equity work?
- Are we ready to elect new leadership and members in November at the annual meeting?

**Topics of Discussion**

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda	Exhibit 0	Pg1-3	
(ACTION)	E. Approval of June 25, 2020 Board of Directors Annual Budget Meeting Minutes	Exhibit 1	Pg4-10	
4:35 – 5:35 PM	2. Committee Business & Updates			
(4:35-4:45)	<b>a. Development Committee</b>	Exhibit 2		Filiz Efe McKinney
	➤ August 19, 2020 Meeting Minutes	2a.	Pg11-13	
	➤ FY20 Actuals & FY21 Goals	2b.	Pg14-17	
	➤ Emeritus Board Update			
	➤ Board Engagement Opportunities			
(4:45-4:55)	<b>b. FISC/Finance Committee</b>	Exhibit 3		Christopher Jay Jon Schorr
	➤ August 18, 2020 Meeting Minutes	3a.	Pg18-19	
	➤ Q2 2020 Quarterly Investment Review	3b.	Pg20-58	
	➤ Socially Responsible Investment ESG Memo	3c.	Pg59-60	
	➤ FYE FAQ, June 2020	3d.	Pg61-64	
	➤ July Financials, Cash Flow Navigation	3e.	Pg65-70	
	➤ August YTD Financials/Cash Flow Navigation	3f.	Pg71-77	

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(4:55-5:25)	<b>c. Governance Committee</b>	Exhibit 4	Virginia Anderson
	➤ July 28, 2020 Meeting Minutes	4a. Pg78-79	Sharon Kioko
	➤ September 1, 2020 Meeting Minutes	4b. Pg80-81	
	➤ Summary of Board Committee Leadership Survey		
	➤ Board Recruitment and Recommendations		
	○ Board Composition	4c. Pg82-83	
	○ 2021 Board Prospects	4d. Pg84-86	
	○ 2021 Board Officers & Committee Assignments	4e. Pg87	
	➤ Board Governance Documents		
	○ Overview of New COI documents	4f. Pg88	David Landau
	○ Conflict of Interest Policy	4g. Pg89-97	
	○ Conflict of Questionnaire	4h. Pg98-106	
	○ Board Member Duties Acknowledgement	4i. Pg107-108	
	➤		
(5:25-5:45)	<b>d. Strategic Planning Committee</b>	Exhibit 5	Irwin Goverman Shauna Causey
	➤ Strategic Sessions Update		
	➤ August 10, 2020 Strategy Summary	5a. Pg109-113	
	➤ August 31, 2020 Strategy Summary	5b. Pg114-116	
	➤ NorthStar Outcomes & Core Objectives Overlay	5c. Pg117-122	Caryn Mathes
(5:45-6:00)	<b>e. Racial Equity Update</b>	Exhibit 6	David Roberts
	➤ Furthering Racial Equity at KUOW, Staff Letter	6a. Pg123-129	
	➤ Update on Racial Equity/DEI Plan YTD	6b. Pg130-134	
	➤ KUOW PSPR Board DEI Statement	6c. Pg135	
(6:00-6:10)	<b>f. Executive Committee</b>	Exhibit 7	Heidi de Laubenfels
	➤ September 10, 2020 Meeting Minutes	7a. Pg136-138	
	➤ November Annual Board Meeting		
	➤ December Implicit Bias Training and Board Orientation		
6:10– 6:15 PM	<b>3. Other Business/Public Comment</b>		Heidi de Laubenfels
6:20 PM	<b>4. Open Session Adjourn</b>		Heidi de Laubenfels
6:20– 6:30 PM	<b>5. Executive Session</b>		Heidi de Laubenfels

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**MEETING AGENDA**

6:30 PM	6. Executive Session Adjourn	Heidi de Laubenfels
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**Next Board Committee Meetings**

**October**

Thursday, October 1 & 14: Strategic Planning Committee

Wednesday, October 7: Governance Committee

Wednesday, October 21: Development Committee

Tuesday, October 27: Finance & Audit Committee

**November**

Thursday, November 4: Executive Committee

**PSPR Full Board Meetings**

**November**

Thursday, November 19: FY21 Annual Board Meeting, 4:30 – 6:30 PM

**December**

Friday, December 11: Implicit Bias Training Workshop & Board Orientation

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS  
SEPTEMBER 24, 2020 MEETING  
4:30 p.m. – 6:30 p.m.**

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**APPROVED MINUTES**

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Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on September 24, 2020 at 4:30 PM via Zoom.

**PRESENT:** Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Vivian Phillips, Indranil Ghosh, Caitlin Duffy, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Goverman, Randy Hodgins, Sharon Kioko, Shauna Causey, David Roberts, Erika Nesholm, Liam Lavery, Virginia Anderson, Lisa Nitze, Mark Ashida, Paul Butler and Robert W Palmatier

**ABSENT:** Caryn Mathes (President & CEO), Ian Warner, Colleen Echohawk, Nicholas Patrick, Wassef Haroun, Demetria Elmore, and Aaron Rocke

**ALSO ATTENDING: (KUOW Staff)** Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Sarah Freeman, Hollie Seiler and Aimee White

**(Members of the Public)** Nancy Garland (UWAG)

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**I. Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:32 PM. Directors were invited to disclose any conflict of interest. There were none.

**Approval of Minutes**

Ms. de Laubenfels called for a motion to approve the June 25, 2020 Board of Directors Meeting minutes. Mr. Goverman moved, and Ms. Anderson seconded. With no objections, the Board approved the minutes as presented.

**II. Committee Reports**

*Development Committee*

Ms. McKinney discussed the multiple opportunities for Board Members. Mr. Albertson mentioned the Development Staff worked with Board Members individually to help better align these opportunities to each member. There was an Emeritus Board Transition as Jon Bridge stepped down as Chair and Judy Endejan was named as the new Chair. Also, Ms. McKinney presented FY20 Actuals and FY21 Goals; Major Gifts & Memberships ended strong, but Business Support had slowed at the end of FY20 due to COVID. Ms. McKinney congratulated Development Committee member, Vivian Phillips, on accepting a role with the Communication Advisory Committee for UW Foundation Board.

*FISC/Financial Committee*

Mr. Jay updated the board on the Station’s investments, KUOW had recouped COVID loss from end of FY20 and are ahead for FY21. The FISC Committee had decided to proceed with transitioning the portfolio to partially Socially Responsible Investment. Mr. Schorr gave a brief timeline update for the redraft of the ISO policy. Ms. McKenna provided a brief YTD FY21 update on the Station’s Financials.

## 09.24.2020 APPROVED BOD MINUTES

### *Governance Committee*

Dr. Kioko discussed the Board Committee Leadership Survey outcomes. The outcomes were overall positive with room for improvement around board member recruitment and with leadership assignments. Dr. Kioko presented the anticipated committee assignments for 2021; including who is left in 2020 and who has been recruited to be included for 2021. There had been a new Governance Subcommittee, to focus on Recruitment, added and the addition of a vice chair have been added to each committee. Mr. Landau presented the revised Board Governance Documents, Conflict of Interest Policy, Conflict of Interest Questionnaire, and Board Members Duties Acknowledgment.

### *Approval of Board Governance Documents*

Ms. de Laubenfels called for a motion to approve the Board Governance Documents, Conflict of Interest Policy, Conflict of Interest Questionnaire, and Board Members Duties Acknowledgment. Ms. Anderson moved, and Dr. Kioko seconded. With no objections, the Board approved the documents as presented.

### *Strategic Planning Committee*

Mr. Goverman discussed the formulation of the NorthStar and the six outcomes. Ms. Nitze presented how the outcomes were cross-referenced with core objectives and strategic tactics to confirm the alignment of the outcomes to KUOW Mission and Values.

### *Racial Equity Update*

Mr. Roberts presented on letter, "Furthering Racial Equity at KUOW", from staff to management. Ms. Robinson presented on KUOW Racial Equity Work Plan Update from the Racial Equity Team.

### *Executive Committee*

Ms. de Laubenfels discussed the November Annual Board Meeting Logistics and presented a reminder of the December Implicit Bias Training and Board Orientation.

### III. **Executive Session and Adjournment**

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:02PM. The executive session ended at 6:14PM.

#### **Executive Session Notice**

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The next Board of Directors meeting will be taking place virtually on Thursday, November 19, 2020 at 4:30 PM via Zoom.

Respectfully Submitted,  
Andy McGovern, Secretary  
Fieta Robinson  
KUOW PSPR Board Liaison



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## AGENDA

<b>4:00 – 4:05</b>	<b>1. Call to Order, Welcome &amp; Introductions</b> <b>2. Invitation to Disclose Possible Conflicts of Interest</b> <b>3. Consent Agenda</b> <ul style="list-style-type: none"> <li>- Approval of September 24, 2020 Board Mtg Minutes</li> <li>- Approval of the FY20 Audited Financials</li> <li>- Approval of D/O Liability Insurance Coverage</li> <li>- Approval of the Board Norms</li> <li>- Approval of 2021 Board Directors, Officers and Committee Members               <ul style="list-style-type: none"> <li>• Resolution to Re-elect Community Board Directors</li> <li>• Resolution to Elect 2021 Board Officers</li> <li>• Approval of 2021 Committee Members</li> </ul> </li> </ul>		Heidi de Laubenfels
<b>(Action)</b>		Exhibit 1 Exhibit 2a-b Exhibit 3 Exhibit 4 Exhibit 5a-5e	
<b>4:05-4:10</b>	<b>4. 2021 Election of Community Board Directors</b>	<b>Exhibit 6</b>	
<b>(ACTION)</b>	<ul style="list-style-type: none"> <li>➤ Election of New Community Board Directors           <ul style="list-style-type: none"> <li>• Prospective Bios</li> <li>• Resolution for 2021 Community Board Directors</li> </ul> </li> </ul>	Exhibit 6a-6c	
<b>4:10 – 4:15</b>	<b>5. Welcome to New Directors &amp; Introduction</b>		Heidi de Laubendels
<b>4:15- 4:45</b>	<b>6. Committee Reports &amp; Work Plans</b>	<b>Exhibits 7-11</b>	
<b>5 mins</b>	<b>A. Governance Committee</b> <ul style="list-style-type: none"> <li>- Board Orientation &amp; DEI Training Expectations</li> <li>- 2021 Work Plan</li> </ul>	<b>Exhibit 7a-c</b>	Sharon Kioko Virginia Anderson David Landau
<b>5 mins</b>	<b>B. Development Committee</b> <ul style="list-style-type: none"> <li>- MG Donor Review</li> <li>- 2021 Work Plan</li> </ul>	<b>Exhibit 8a-b</b>	Filiz Efe McKinney
<b>5 mins</b>	<b>C. Strategic Planning Committee</b> <ul style="list-style-type: none"> <li>- Strategic Framework &amp; North star Update</li> <li>- 2021 Work Plan</li> </ul>	<b>Exhibit 9a-c</b>	Irwin Goverman Andy McGovern
<b>10 mins</b> <b>(ACTION)</b>	<b>D. Finance &amp; Audit / FISC</b> <ul style="list-style-type: none"> <li>- Investment Policy Statement</li> <li>- 3<sup>rd</sup> Quarterly Investment Report</li> <li>- 2021 Work Plans</li> </ul>	<b>Exhibit 10a-d</b>	Jon Schorr Christopher Jay Sharon Kioko

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<b>5 mins</b>	<b>E.</b> Executive Committee <ul style="list-style-type: none"> <li>- 2021 Board and Committee Meeting Dates</li> <li>- 2021 PSPR Board Roster</li> <li>- 2021 Work Plan</li> </ul>	<b>Exhibit 11a-d</b>	Heidi de Laubenfels
<b>4:45-5:10</b>	<b>7. Recognition of Retiring &amp; Resigning Board Directors</b>	<b>Exhibit 12a-b</b>	Heidi de Laubenfels
	<ul style="list-style-type: none"> <li>➤ Indranil Ghosh</li> <li>➤ Paul Butler</li> <li>➤ Demetria Elmore</li> <li>➤ Aaron Rocke</li> <li>➤ Erika Nesholm</li> </ul>		Caryn Mathes Colleen Echohawk Mark Ashida Irwin Goverman Virginia Anderson
<b>5:10-5:15</b>	<b>5 MIN BREAK</b>		
<b>5:15-6:50</b>	<b>8. State of the Station &amp; Presentations</b>	<b>Exhibits 13-16</b>	
<b>10 min</b>	<b>A.</b> GM/President’s Station Report	Exhibit 13	Caryn Mathes
<b>25 min</b>	<b>B.</b> What's Changed in 2020	Exhibit 14	Jennifer Strachan
<b>25 min</b>	<b>C.</b> Total Audience 2020	Exhibit 14	Arvid Hokanson & Brendan Sweeney
<b>5 min</b>	<b>6:15 – 6:20 (5 BREAK)</b>		
<b>15 min</b>	<b>D.</b> 2020 Revenue Insights	Exhibit 15	Stewart Meyer & Michaela Gianotti
<b>15 min</b>	<b>E.</b> 2020 Marketing Shifts	Exhibit 15	Michaela Gianotti
<b>6:50– 6:55</b>	<b>9. Board Recognition to Marcie Sillman</b>		Heidi de Laubenfels
<b>6:55</b>	<b>10. Public Comment</b>		Heidi de Laubenfels
<b>7:00</b>	<b>11. Adjourn</b>		Heidi de Laubenfels

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**Supporting Documents**

- Exhibit 1 9/24 PSPR Board Meeting Minutes
- Exhibit 2a FY20 Audited Financial Statement Presentation – BDO LLC
- Exhibit 2b FY20 Audited Financial Statement
- Exhibit 3 2021 D/O Insurance
- Exhibit 4 Board of Director’s Norms
- Exhibit 5a 2021 Community Director Re-Elections
- Exhibit 5b Board Officer Nomination
- Exhibit 5c Resolution to Elect 2021 Board Officers
- Exhibit 5d Recommendations of 2021 Board Committee Members
- Exhibit 5e Resolution to Elect 2021 Board Committee Members
- Exhibit 6 2021 Community Directors Nominees to Board Members & Bios
- Exhibit 7a 10/7 & 10/27 Governance Committee Minutes
- Exhibit 7b Board Orientation & DEI Training Expectations
- Exhibit 7c GOV Workplan
- Exhibit 8a 10/21 Development Committee Minutes
- Exhibit 8b DEV Workplan
- Exhibit 9a 10/01 Strategic Planning Committee Minutes
- Exhibit 9b SROI Presentation & SIF Plan
- Exhibit 10a 10/27 Finance & Audit Committee Minutes
- Exhibit 10b Investment Policy Statement
- Exhibit 10c 3rd Quarterly Investment Report
- Exhibit 10d FIN & FISC Workplan
- Exhibit 11a 11/04 Executive Committee Minutes
- Exhibit 11b 2021 Board and Committee Meeting Calendar & Board Roster
- Exhibit 11c 2021 PSPR Board Roster
- Exhibit 11d EXE Workplan
- Exhibit 12 Retiring Board Member Resolutions
- Exhibit 13 YTD Financials and Cash Navigation
- Exhibit 14 Content Update & Total Audience 2020
- Exhibit 15 Business Support & Development YTD Update
- Exhibit 15 2020 Marketing Shifts

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**APPROVED MINUTES**

**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING  
Thursday, November 19, 2020  
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Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on November 19, 2020 at 4:00 PM via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Vivian Phillips, Indranil Ghosh, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Goverman, Randy Hodgins, Sharon Kioko, Shauna Causey, David Roberts, Liam Lavery, Virginia Anderson, Lisa Nitze, Mark Ashida, Paul Butler, Caryn Mathes (President & CEO), Colleen Echohawk, Nicholas Patrick, Wassef Haroun, Demetria Elmore, Aaron Rocke, and Robert W Palmatier

GUESTS: Claire O'Donnell and Connie Kravas

ALSO ATTENDING: (KUOW Staff) Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Arvid Hokanson, Brendan Sweeney, Jennifer Strachan, Melissa Laird, Hollie Seiler and Aimee White

ABSENT: Caitlin Duffy, Ian Warner and Erika Nesholm

**I. MEETING CALLED TO ORDER**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:00 pm. She invited attending members, staff and guests to introduce themselves.

Ms. de Laubenfels asked directors to disclose any conflicts of interest. There were none.

**II. BOARD BUSINESS**

*Approval of Consent Agenda*

Ms. de Laubenfels called for a motion to pass the consent agenda. A motion was duly made by Ms. Anderson and seconded by Mr. Rocke. With no objections, the Board approved the consent agenda as presented. Ms. de Laubenfels welcomed the new directors to the meeting.

*Election and Re-election of Community Board Members*

In accordance with Article III, Section 8 of the Bylaws amended as of November 2, 2018; the following individuals are hereby elected to the serve as Community Directors of the PSPR Board for a three-year term ending in 2023.

- Connie Kravas
- Claire O’Donnell

**III. In accordance with Article III, Section 8 of the Bylaws amended as of November 2, 2018, the following individuals are hereby re-elected to the serve as Community Directors of the PSPR Board for another three-year term ending in 2023.**

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>• Caitlin Duffy</li> <li>• Christopher Jay</li> <li>• Colleen Echohawk</li> <li>• David Roberts</li> </ul> | <ul style="list-style-type: none"> <li>• Filiz Efe McKinney</li> <li>• Heidi de Laubenfels</li> <li>• Vivian Phillips</li> </ul> |
|---|--|



**APPROVED MINUTES**

**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING  
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4:00 P.M. – 7:00 P.M.**

*Election of 2020 Board Officers and Committee Chairs*

As recommended by the Governance Committee, and in accordance with Article IV, Section 6 of the Bylaws amended as of November 2, 2018, the PSPR Board of Directors approved the appointment the following directors to serve as Board officers and committee chairs for a one-year term expiring in 2021 at the annual meeting or until their successor is elected and qualified:

Executive Committee

- |   |   |
|---|---|
| 1. Heidi de Laubenfels, Board Chair**               | 8. Virginia Anderson, Development Vice Chair*               |
| 2. Christopher Jay, Board Vice Chair & FISC Chair** | 9. David Landau, Governance Chair*                          |
| 3. Andy McGovern, Secretary & SPC Chair**           | 10. Irwin Goverman, Governance Vice Chair & SPC Vice Chair* |
| 4. Sharon Kioko, Treasurer & Finance Chair**        | 11. Randy Hodgins, UW Licensee Director*                    |
| 5. Mark Ashida, Immediate Past Chair**              | 12. Caryn Mathes, President                                 |
| 6. Jon Schorr, Finance Vice Chair*                  |   |
| 7. Filiz Efe McKinney, Development Chair*           |   |

*PSPR 2020 Committees and Appointed Members*

The following individuals are hereby appointed to serve as voting members of the PSPR Board Committee(s) for a one-year term ending in November 2021 or until their successor is elected and qualified:

Finance & Audit Committee

- Sharon Kioko, Chair
- Jon Schorr, Vice Chair
- Christopher Jay
- Liam Lavery
- Randy Hodgins

FIN, Investment Subcommittee

- Christopher Jay, Chair
- Jon Schorr
- Liam Lavery
- Sharon Kioko

Governance Committee

- David Landau, Chair
- Irwin Goverman, Vice Chair
- Colleen Echohawk
- Connie Kravas
- David Roberts
- Filiz Efe McKinney
- Ian Warner
- Sharon Kioko

GOV, DEI & Recruitment Subcommittee

- Connie Kravas, Chair
- Colleen Echohawk
- David Roberts
- Filiz Efe McKinney
- Ian Warner

Strategic Planning Committee

- Andy McGovern, Chair
- Irwin Goverman, Vice Chair
- Claire O’Donnell
- Lisa Nitze
- Mark Ashida
- Nicholas Patrick
- Robert Palmatier
- Shauna Causey
- Wassef Haroun

Development Committee

- Filiz Efe McKinney, Chair
- Virginia Anderson, Vice Chair
- Caitlin Duffy
- Vivian Phillips
- Connie Kravas
- Lisa Nitze



## APPROVED MINUTES

### ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 19, 2020 4:00 P.M. – 7:00 P.M.

#### IV. COMMITTEE REPORTS

##### *Governance Committee*

Ms. Kioko presented the agenda for Board orientation and DEI training in December. Mr. Landau highlighted restructured Governance documents and the FY21 Governance work plan, including implementation of the Board Recruitment Subcommittee.

##### *Development Committee*

Ms. McKinney gave an overview of the FY21 Development work plan. The work plan included a continued focus on strategy and finding ways for the Development Committee to support staff in their fundraising and community engagement efforts.

##### *Strategic Planning Committee (SPC)*

Mr. McGovern presented on the FY21 SPC work plan and the Strategic Impact Framework. Strategic Impact Framework highlights included a “north star” statement and six strategic outcomes.

##### *Finance Committee*

Mr. Schorr presented the amendments made to the Investment Statement Policy (ISP). He then requested the full Board approve the amended ISP as submitted. Ms. de Laubenfels made a motion to approve the amended ISP, Mr. Lavery seconded the motion; the amended ISP was unanimously approved by the Board. Mr. Schorr presented the work of transitioning 50% of the KUOW Investment Portfolio to Socially Responsible Investing. Mr. Jay provided an update on the current state of the U.S. economy and the investment markets, as well as the status of KUOW’s current investment portfolio. Ms. Kioko presented the results of the financial audit for FY20. The financial audit received an unmodified, or “clean” opinion with no adjustments or management letter for this year.

##### *Executive Committee*

Ms. de Laubenfels highlighted the FY21 KUOW PSPR Board calendar and consolidation of committee work plans.

#### V. RECOGNITION OF RETIRING & RESIGNING DIRECTORS

Ms. Mathes, Ms. de Laubenfels and fellow directors expressed their appreciation for the retiring board director, Indranil Ghosh, and the resigning board directors, Paul Butler, Demetria Elmore, Aaron Rocke and Erika Nesholm, acknowledging their service, commitment and contribution to KUOW and the PSPR Board.

#### VI. STATE OF THE STATION & PRESENTATIONS

##### *Topline Dashboard*

Ms. Mathes highlighted the effects of COVID- 19 on the KUOW staff and leadership team, and provided a brief YTD FY21 update on the station’s financials.



## APPROVED MINUTES

### ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 19, 2020 4:00 P.M. – 7:00 P.M.

#### *What's Changed in 2020?*

Ms. Strachan presented a review of newsroom content trends and the outcomes of 2020. The content team produced a new podcast, Seattle Now, as well as a pandemic news blog and coverage of racial equity activism and election news.

#### *Total Audience 2020*

Mr. Hokanson presented on audience consumption trends. Audience had trended away from broadcast news to more digital news. The drive time audience had transitioned to the afternoon slot from the morning since the pandemic. There was a trend for younger (<45 years old) audience surpassing older (55+) audience in listening. With a lot of the population working from home, fewer people were commuting to work and more people were streaming digitally from home.

#### *2020 Revenue Insights & Marketing Shifts*

Mr. Meyer presented an overview of changes that were made in 2020. The COVID-19 pandemic and state-mandated quarantine affected how marketing, events and development worked in 2020. A majority of KUOW staff members did their work virtually. The growing trend in streaming digital content caused an increase in digital giving. Business Support and Major Gifts saw a decrease in donations.

#### VII. BOARD RECOGNITION TO MARCIE SILLMAN

Ms. Mathes, Ms. de Laubenfels and fellow directors expressed their appreciation for the retiring KUOW Arts Reporter, Marcie Sillman, acknowledging her 35 years of service, commitment and contributions to KUOW.

#### VIII. ADJOURNMENT

There being no further business, Ms. de Laubenfels adjourned the PSPR Board meeting at 6:57 PM. *The next meeting of the Board will take place on Thursday, February 25, 2021.*

Respectfully submitted,  
Andy McGovern, Secretary



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, FEBRUARY 25, 2020  
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJEvc-2rqj4vE9wH5nVFzvwMif7LnbkNmwk>

After registering, you will receive a confirmation email containing information about joining the meeting.

**MEETING AGENDA**

**Meeting Objectives**

- Advance Board DEI efforts & retreat planning
- Correct Executive Committee Membership
- Better understand KUOW’s audience
- Monitor KUOW’s financial performance

**Discussion Questions**

- *What is the best way for the board to continue supporting KUOW’s strategy formation & racial equity work?*
- *How can we better leverage board member relationships to support fundraising?*
- *What do we wish we knew about KUOW’s audience?*

**Topics of Discussion**

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda	Exhibit 0	Pg1-X	
<b>(ACTION)</b>	E. Approval of November 19, 2020 Board of Directors Annual Meeting Minutes	Exhibit 1	PgX-X	
4:35 – 5:20 PM	2. Committee Business & Updates			
(4:35-4:50)	<b>a. Governance Committee Update</b>	Exhibit 2		David Landau
	➤ January 12, 2021 Meeting Minutes	2a	PgX-X	
<b>(ACTION)</b>	➤ Approval of Resolution of Composition and Re-appointment of Executive Committee	2b	PgX-X	
	➤ 2021 COI Reminder		PgX-X	
	➤ Governance Recruitment Subcommittee Update		PgX-X	Connie Kravas
	➤ Initial Board Retreat Planning Update		PgX-X	David Landau
(4:50-5:00)	<b>b. Development Committee Update</b>	Exhibit 3		Filiz Efe McKinney
	➤ January 20, 2021 Minutes	3a	PgX-X	
	➤ Committee Membership Update		PgX-X	
	➤ Development Snapshots		Pgx-x	
	➤ Board Engagement Opportunities		PgX-X	
(5:00-5:10)	<b>c. Finance Committee &amp; FISC Update</b>	Exhibit 4		Sharon Kioko & Christopher Jay
	➤ January 18, 2021 Meeting Minutes	4a	PgX-X	
	➤ January 26, 2021 Meeting Minutes	4b	PgX-X	
	➤ PPP Loan Update		PgX-X	Janice McKenna
	➤ 2020 Year-End Investment Portfolio Review	4c	PgX-X	

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, FEBRUARY 25, 2020  
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJEvc-2rqj4vE9wH5nVFzvwMif7LnbkNmwk>

After registering, you will receive a confirmation email containing information about joining the meeting.

**MEETING AGENDA**

(5:10-5:20)	<b>d. Strategic Planning Committee Update</b>	Exhibit 5		Andy McGovern
	➤ December 1, 2021 Meeting Minutes	5a	PgX-X	
	➤ February 1, 2021 Meeting Minutes	5b	PgX-X	
	➤ Report on Committee Business		PgX-X	
<b>5:20 – 6:00 PM</b>	<b>3. Station Business &amp; Updates</b>	Exhibit 6		
	➤ FY 2021 YTD Financials		PgX-X	Caryn Mathes
	• Cash Flow Navigation	6a	Pgx-x	
	• Dashboard Report	6b	Pgx-x	
	➤ Tonnage Report	6c	Pgx-x	Jemma Hovance
	➤ Staff Presentations			
	• 2020 Audience in Review	6d	Pgx-x	Arvid Hokanson
<b>6:00- 6:20 PM</b>	<b>4. Executive Committee Business &amp; Updates</b>	Exhibit 7		
	➤ February 11, 2021 Meeting Minutes	7a	Pgx-x	Heidi de Laubenfels
	➤ Racial Equity Team & Liaison Update		Pgx-x	Ian Warner
	➤ CEO & President Succession Plan	7b	PgX-x	Caryn Mathes
	➤ Initial Planning of CEO Annual Evaluation			Christopher Jay & Andy McGovern
	➤ Board SharePoint Site Overview			Andy McGovern
	<a href="https://kuow.sharepoint.com/sites/psprboard">https://kuow.sharepoint.com/sites/psprboard</a>			
	➤ UW Foundation Successor			Heidi de Laubenfels
<b>6:20-6:25 PM</b>	<b>5. Other Business/Public Comment</b>			Heidi de Laubenfels
<b>6:25PM</b>	<b>6. Open Session Adjourn</b>			Heidi de Laubenfels
<b>6:25– 6:30 PM</b>	<b>7. Executive Session</b>			Heidi de Laubenfels
<b>6:30 PM</b>	<b>8. Executive Session Adjourn</b>			Heidi de Laubenfels

**Next Board Committee Meetings**

**March**

Tuesday, March 9: Governance Committee  
Wednesday, March 17: Development Committee  
Monday, March 22: Strategic Planning Committee -Deep Dive

**April**

Tuesday, April 6: Governance Committee  
Tuesday, April 13: Finance & Audit Committee  
Thursday, April 22: Finance, Investment Subcommittee (FISC)  
Thursday, April 22: Executive Committee

**PSPR Full Board Meetings**

**April**

Thursday, April 29: Board of Directors, 4:30 – 6:30 PM

*An Executive Session can be called at any time during the meeting based on the following criteria: To consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.*



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS  
FEBRUARY 25, 2021 MEETING  
4:30 p.m. – 6:30 p.m.**

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**APPROVED MINUTES**

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Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on February 25, 2021 at 4:30 PM via Zoom.

**PRESENT:** Heidi de Laubenfels (Chair), Christopher Jay (Vice Chair), Andy McGovern (Secretary), Sharon Kioko (Treasurer), Caryn Mathes (President & CEO), Vivian Phillips, Jon Schorr, Filiz Efe McKinney, David Landau, Irwin Goverman, Claire O’Donnell, Shauna Causey, David Roberts, Liam Lavery, Virginia Anderson, Connie Kravas, Lisa Nitze, Mark Ashida, Ian Warner and Robert W Palmatier

**ABSENT:** Randy Hodgins, Caitlin Duffy, Nicholas Patrick and Wassef Haroun

**ALSO ATTENDING: (KUOW Staff)** Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Ross Reynolds, Arvis Hokanson, Jennifer Strachan and Jemma Hovance

**(Members of the Public)** Casey Davis

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I. **Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

**Approval of Minutes**

Ms. de Laubenfels called for a motion to approve the November 19, 2020 Annual Board of Directors Meeting minutes. Ms. Anderson moved, and Mr. Landau seconded. With no objections, the Board approved the minutes as presented.

II. **Committee Reports**

*Governance Committee*

Ms. de Laubenfels called for the Approval of the Resolution of Composition and Re-appointment of the Executive Committee. A motion was duly made by Ms. Kravas and seconded by Ms. Anderson. With no objections, the motion was approved as presented.

Mr. Landau reminded the Board to fill out the 2021 Conflict of Interest Form. Mr. Landau provided a brief update on the initial Board retreat planning. Ms. Kravas spoke on her current plan and goals for the Board Recruitment Subcommittee.

*Development Committee*

Ms. McKinney provided a brief update on the Development Committee, including Development Snapshots and how the Board can engage with event sponsorship. Ms. McKinney presented an opportunity for Board Members to join the Development to fill in vacancies The KUOW Development Staff; Membership, Major Gifts, and Business Support, ended FY21 Q2 strong. The Staff reached or surpassed their FY21 Q2 goals.



### *FISC/Financial Committee*

Mr. Jay discussed the 4th Quarter Investment Report provided by Bernstein. KUOW's endowment fund was up by 8% and Long-Term Accounts was up 7.5% at the end of 2020. KUOW's Investment performed as expected. Ms. McKenna updated the Board on the progress of the PPP loan application. Dr. Kioko briefly updated the Board on the Form 990.

### *Strategic Planning Committee*

Mr. McGovern provided a distillation of the Strategic Planning Committee brainstorming for the initial retreat planning.

### III. Station Business & Updates

#### *YTD Financials & Cash Flow*

Ms. Mathes presented the YTD financials and cash flow. She highlighted that Major Gifts was at 150% of their monthly goal, Membership renewals and revenue was at 108%, and email subscription was at 140% of their monthly goal. KUOW ended January 2021 strong with KUOW's net from operations at positive \$479K before depreciation.

#### *Tonnage Report & 2020 Audience in Review Presentation*

Ms. Hovance presented on year-over-year January 2021 Tonnage report. Mr. Hokanson presented specifically how COVID-19 affected KUOW's audience listening behavior. The loss of commuting had accelerated the decline in people listening to radio in the Seattle-Tacoma market. Also, with the changes in commuting, the afternoon drive time was now the leading daypart for broadcast, but the morning drive remained the top daypart for streaming.

### IV. Executive Committee Business & Updates

Ms. de Laubenfels highlighted the initial timeline of the CEO/President annual review process. She briefly presented the current CEO & President Succession Plan for new members. Ms. de Laubenfels, also, presented the schedule for UW Foundation liaison successor. Mr. Warner was named as the new Board RET liaison.

### V. Executive Session and Adjournment

Ms. de Laubenfels adjourned the meeting at 6:29PM and the Board decided to not have an executive session.

#### Executive Session Notice

An Executive Session can be called at any time during the meeting based on the following criteria: To consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

The next Board of Directors meeting will be taking place virtually on Thursday, April 29, 2021 at 4:30 PM via Zoom.

Respectfully Submitted,  
Andy McGovern, Secretary  
Fieta Robinson  
KUOW PSPR Board Liaison



Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJAodOusrjMqHdcTDVbQ9DFC0gLbP0i1bjyC>

After registering, you will receive a confirmation email containing information about joining the meeting.

## MEETING AGENDA

### Meeting Objectives

- Advance Board retreat planning
- Formally correct Executive Committee membership
- Have robust discussion about Board engagement with KUOW supporters
- Monitor KUOW’s financial performance

### Discussion Questions

- *What tools will help us broaden support for KUOW?*
- *Are we missing anything regarding financial governance?*
- *What are we willing to invest in “ahead of the curve?”*

### Topics of Discussion

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda	Exhibit 0	Pg1-X	
(ACTION)	E. Approval of February 25, 2020 Board of Directors Annual Meeting Minutes	Exhibit 1	PgX-X	
4:35 – 5:20 PM	2. Committee Business & Updates			
(4:35-5:00)	a. <b>Governance Committee Update</b>	Exhibit 2		David Landau
	➤ March 6, 2021 Meeting Minutes	2a	PgX-X	
	➤ April 9, 2021 Meeting Minutes	2b	PgX-X	
(ACTION)	➤ Resolution Approving Interim Treasurer, Finance Chair, & Committee Assignment	2c	PgX-X	
	➤ Annual Board Retreat			
	• Purpose	2d	PgX-X	
	• Agenda	2e	PgX-X	
	➤ Board Surveys			
	• Biennial Board Assessment Survey (June 2021)			
	• Board Profile Update (September 2021)			
	➤ Governance Recruitment Subcommittee Update			Connie Kravas
	• Update on the Process			
	• Timeline			
	• Current Criteria			
	➤ Board DEI Training Update	2f	PgX-X	Ian Warner

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, APRIL 29, 2021  
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJAodOusrjMqHdcTDVbQ9DFC0gLbP0i1bjyC>

After registering, you will receive a confirmation email containing information about joining the meeting.

**MEETING AGENDA**

(5:00-5:30)	<b>b. Development Committee Update</b> <ul style="list-style-type: none"> <li>➤ March 17, 2021 Minutes</li> <li>➤ UW Foundation Update</li> <li>➤ Welcome new Staff Member</li> <li>➤ <a href="#">Board Discussion on Funding Priorities</a> <ul style="list-style-type: none"> <li>• Breakout Room Discussion and Feedback</li> </ul> </li> </ul>	Exhibit 3 3a 3b 3c	PgX-X PgX-X PgX-X	Filiz Efe McKinney Vivian Phillips Stewart Meyer
(5:30-5:50)	<b>c. Finance Committee &amp; FISC Update</b> <ul style="list-style-type: none"> <li>➤ April 13, 2021 Meeting Minutes</li> <li>➤ April 22, 2021 Meeting Minutes</li> <li>➤ Financial Deep Dive highlights</li> <li>➤ FY 2021 YTD Financials               <ul style="list-style-type: none"> <li>• Cash Flow Navigation</li> <li>• Dashboard Report</li> </ul> </li> <li>➤ Form 990</li> <li>➤ FISC Investment Update</li> </ul>	Exhibit 4 4a 4b 4c 4d 4e 4f 4g	PgX-X PgX-X PgX-X PgX-X PgX-X PgX-X	Jon Schorr & Christopher Jay Jon Schorr Caryn Mathes Janice McKenna Christopher Jay
(5:50-6:00)	<b>d. Strategic Planning Committee Update</b> <ul style="list-style-type: none"> <li>➤ March 22, 2021 Meeting Minutes</li> <li>➤ Report on Committee Business</li> <li>➤ SIF Update</li> </ul>	Exhibit 5 5a 5b	PgX-X Pg X-x	Andy McGovern Caryn Mathes
<b>6:00 – 6:10 PM</b>	<b>3. Station Business &amp; Updates</b> <ul style="list-style-type: none"> <li>➤ Station Operations               <ul style="list-style-type: none"> <li>• WFH UW Update/Reminder</li> <li>• FY22 Budget Planning Update</li> </ul> </li> </ul>	Exhibit 6 6a	Pg X-x	Caryn Mathes
<b>6:10- 6:20 PM</b>	<b>4. Executive Committee Business &amp; Updates</b> <ul style="list-style-type: none"> <li>➤ April 22, 2021 Meeting Minutes</li> <li>➤ Update on CEO Annual Evaluation (End April 2021)</li> <li>➤ Authorization of Emergency Security Expenditure</li> <li>➤ Other Business</li> </ul>	Exhibit 7 7a 7b 7c	Pgx-x Pgx-x PgX-x	Heidi de Laubenfels Christopher Jay & Andy McGovern Heidi de Laubenfels
<b>6:20-6:25 PM</b>	<b>5. Other Business/Public Comment</b>			Heidi de Laubenfels
<b>6:25PM</b>	<b>6. Open Session Adjourn</b>			Heidi de Laubenfels
<b>6:25– 6:30 PM</b>	<b>7. Executive Session</b>			Heidi de Laubenfels
<b>6:30 PM</b>	<b>8. Executive Session Adjourn</b>			Heidi de Laubenfels

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, APRIL 29, 2021  
4:30 PM – 6:30 PM**

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Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJAodOusrjMqHdcTDVbQ9DFC0gLbP0i1bjyC>

After registering, you will receive a confirmation email containing information about joining the meeting.

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## MEETING AGENDA

### **Next Board Committee Meetings**

#### **May**

Wednesday, May 19: Development

Thursday, May 27: JOINT SPC/FIN, 1<sup>st</sup> Budget Hearing

#### **June**

Tuesday, June 1: Governance Committee

Thursday, June 10: JOINT EXEC/FIN, 2<sup>nd</sup> Budget Hearing

### **PSPR Full Board Meetings**

#### **May**

Saturday, May 15<sup>th</sup>: Annual Board Retreat

#### **June**

Thursday, June 24: Board of Directors, 4:30 – 6:30 PM

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS  
APRIL 29, 2021 MEETING  
4:30 p.m. – 6:30 p.m.**

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**APPROVED MINUTES**

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Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on April 29, 2021 at 4:30 PM via Zoom.

**PRESENT:** Heidi de Laubenfels (Chair), Christopher Jay (Vice Chair), Andy McGovern (Secretary), Jon Schorr (Treasurer), Caryn Mathes (President & CEO), Filiz Efe McKinney, David Landau, Irwin Goverman, Claire O’Donnell, Shauna Causey, Randy Hodgins, Liam Lavery, Wassef Haroun, Connie Kravas, Lisa Nitze, Mark Ashida, Ian Warner and Robert Palmatier

**ABSENT:** Caitlin Duffy, Nicholas Patrick, Sharon Kioko, Virginia Anderson, Vivian Phillips and David Roberts

**ALSO ATTENDING: (KUOW Staff)** Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Jennifer Strachan, Hollie Seiler, Melissa Laird, Steve Alexander, Esmey Jimenez, Paige Browning, Kate Walters, Guy Nelson, Megan Farmer and John Ryan

**(Members of the Public)** Davis Powell (SAG-AFTRA)

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I. **Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

**Approval of Minutes**

Ms. de Laubenfels called for a motion to approve the February 25, 2021 Board of Directors Meeting minutes. Mr. Goverman moved, and Mr. Landau seconded. With no objections, the Board approved the minutes as presented.

II. **Committee Reports**

*Governance Committee*

Ms. de Laubenfels called for a motion to approve the “Election and Confirmation of the Appointment of Certain Officers, Committee Chairs and Committee Members to Fill Vacancies Resolution of the Board of Directors 2021”. Mr. Schorr moved, and Mr. Haroun seconded. With no objections, the Board approved the resolution as presented.

Mr. Landau provided an update on the Annual Board Retreat, scheduled for Saturday May 15, 2021. Mr. Landau spoke about the Biennial Board Assessment Survey, which will go out in June. In September, a questionnaire will be sent out to gauge interest in Committee and Leadership assignments. Ms. McKinney spoke to the differences between the two surveys.

Ms. Kravas spoke on her current plan and goals for the Board Recruitment Subcommittee. She detailed the process by which the subcommittee will select 4 potential new board directors from the list of candidates, intended to be elected at the September 23, 2021 Board meeting.

Mr. Warner provided an update on the upcoming Board DEI training, scheduled for Thursday July 15, 2021.

### *Development Committee*

Ms. McKinney provided an update on the Development Committee. The KUOW Membership and Major Gifts surpassed their Q3 goals, and Business Support ended slightly below. There was a brief overview of the Emeritus Board meeting, which focused on KUOW funding priorities.

Mr. Meyer introduced KUOW's new Director of Philanthropy, Steve Alexander. Mr. Meyer provided drafts of Messaging Frameworks for Major Gifts and fundraising and invited board members to review and comment on them. Board members formed breakout groups to discuss the four (4) cases provided.

### *FISC/Financial Committee*

Mr. Schorr provided highlights on the Financial Deep Dive report. Gross revenues in Q3 have increased and are up 1.5% over last year. YTD operating expenses are below budget, and net from operations, at \$490K, are better than budget. Major Gifts in 2021 will exceed all of 2020 revenue. Membership is on target to meet their goal.

### *YTD Financials & Cash Flow*

Ms. Mathes presented the YTD financials and cash flow. Total net revenue is 10.5% above budget and is 83% of the way toward the total net revenue goal of the year. Ms. Mathes discussed job vacancies at KUOW, and the difficulties in hiring during a pandemic.

### *FISC Investment*

Mr. Jay provided an Investment portfolio update. The long-term account and endowment are outperforming reference benchmarks. Small- to mid-CAP stocks are performing better than last year, while tech stocks are performing worse. Overall, the fund is performing well.

### *Strategic Planning Committee*

Ms. Mathes provided an overview of the SIF (Strategic Impact Framework). Final working session with Ms. Nitze scheduled for May 7, 2021. The first FY22 budget hearing will be May 27, with subsequent hearings on June 10 and 24, 2021.

## III. Station Business & Updates

### *Station Operations*

Ms. Mathes gave an update on the on-site security personnel that will be starting on May 5. Security measures are also being increased, including security camera placements being increased by 200%. A work-from-home update was also provided. An ad hoc committee will meet to devise a proposed departmental extended telework policy. Current outlook is that office may not get rolling on workplace re-entry until late into the Fall.

## IV. Executive Committee Business & Updates

Mr. Jay provided an update on the annual CEO evaluation. The survey was supposed to open today but was delayed a week. Board members will receive an email notification of the survey's availability. Ms. Strachan provided a hiring update on an offer made to hire a new KUOW News Director, Gigi Douban. Current plan is for her start date to be June 1, 2021.

## V. Other Business/Public Comment

Public Comment presented by John Ryan, a KUOW employee and SAG-AFTRA shop steward. Mr. Ryan spoke to the fact that KUOW does not offer hazard pay, bonuses, or other rewards to those employees who do their jobs during a pandemic. The union has filed a grievance concerning the removal of the discretionary leave policy.

Public Comment presented by Esmey Jimenez, an Integration Reporter at KUOW. Ms. Jimenez shared Slack messages between herself and some co-workers sent on June 2, 2020, concerning their experience reporting on a protest. Ms. Jimenez noted that she is not seeking additional hazard pay, but for increased appreciation. Paige Browning spoke in support of Mr. Ryan and Ms. Jimenez's comments.

Public Comment presented by Guy Nelson, an Announcer at KUOW. Mr. Nelson spoke to the security issues at the KUOW office that have occurred over the past year, and the acute stress disorder that he and others experienced as a result. Mr. Nelson asks that announcers not be asked to have anything to do with monitoring building security.

VI. **Executive Session and Adjournment**

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:22 PM.

**Executive Session Notice**

An Executive Session can be called at any time during the meeting based on the following criteria: To consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

The next Board of Directors meeting will be taking place virtually on Thursday, June 24, 2021 at 4:30 PM via Zoom.

Respectfully Submitted,  
Andy McGovern, Secretary  
Fieta Robinson  
KUOW PSPR Board Liaison



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING (ANNUAL BUDGET)  
THURSDAY, JUNE 24, 2021  
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJwrdOytqj8uGNCWFNZJv1FG1UJhdokd4xpp>

After registering, you will receive a confirmation email containing information about joining the meeting.

**MEETING AGENDA**

**Meeting Objectives**

- Approve the FY22 Budget
- Review the CEO's Annual Evaluation

**Discussion Questions**

- *How can we resolve any final questions about the FY22 Budget?*

**Topics of Discussion**

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda			
<b>(ACTION)</b>	E. Approval of April 29, 2021 Board of Directors Meeting Minutes	Exhibit 1	Pg3-5	
4:35 – 5:15 PM	2. Station Business & Updates	Exhibit 2		
	FY21-FY22 YTD Budget Overview	2a	Pg6-44	Caryn Mathes
	➤ Key Elements of FY2021 Performance			
	➤ Current Thinking on Core Objectives Going Forward			
	➤ FY2022 Opportunities and Assumptions			
	➤ Proposed FY2022 Budget and Priorities			
<b>(ACTION)</b>	Approval of FY2022 Budget			
5:15 – 5:20 PM	3. Executive Committee Business & Updates	Exhibit 3		
	➤ April 22, 2021 Meeting Minutes	3a	Pg45-46	Heidi de Laubenfels
	➤ June 10, 2021 Meeting Minutes (Joint FIN mtg)	3b	Pg47-48	Christopher Jay
	➤ CEO Annual Evaluation			Heidi de Laubenfels
<b>(ACTION)</b>	➤ Michael Whitman Charitable Trust			Janice McKenna
5:20 – 6:00 PM	4. Committee Business & Updates			
(5:20-5:25)	a. Development Committee Update	Exhibit 4		Filiz Efe McKinney
	➤ May 19, 2021 Minutes	4a	Pg49-50	Vivian Phillips
	➤ UW Foundation Update			
(5:25-5:30)	b. Finance Committee & FISC Update	Exhibit 5		Jon Schorr &
	➤ April 13, 2021 Meeting Minutes	5a	Pg51-52	Christopher Jay
	➤ May 27, 2021 Meeting Minutes (Joint SPC mtg)	5b	Pg53-56	Jon Schorr
	• Cash Flow Navigation			
	• Dashboard Report			

*An Executive Session can be called at any time during the meeting based on the following criteria: To consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.*





**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING (ANNUAL BUDGET)  
THURSDAY, JUNE 24, 2021  
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJwrdOytqj8uGNCWFNZJv1FG1UJhdokd4xpp>

After registering, you will receive a confirmation email containing information about joining the meeting.

**MEETING AGENDA**

(5:30-5:40)	<ul style="list-style-type: none"> <li>➤ ISP Update</li> <li><b>c. Strategic Planning Committee Update</b></li> <li>➤ May 27, 2021 Meeting Minutes (Joint FIN mtg)</li> <li>➤ Report on Committee Business</li> <li>➤ Board Retreat Summary and Next Steps</li> </ul>	Exhibit 6		Liam Lavery Andy McGovern
(5:40-6:00)	<ul style="list-style-type: none"> <li><b>d. Governance Committee Update</b></li> <li>➤ June 1, 2021 Meeting Minutes</li> <li>➤ Board Surveys               <ul style="list-style-type: none"> <li>• Biennial Board Assessment Survey (June 2021)</li> <li>• Board Profile Update (September 2021)</li> </ul> </li> <li>➤ Governance Recruitment Subcommittee Update               <ul style="list-style-type: none"> <li>• Update on the Process</li> <li>• Timeline</li> <li>• Current Criteria</li> </ul> </li> <li>➤ Board DEI Training Update</li> </ul>	Exhibit 7		David Landau
		7a	Pg76-77	
		7b	Pg78	
		7c	Pg79	
				Connie Kravas
		7d	Pg80-82	
		7e	Pg83-89	Ian Warner
6:00-6:05 PM	<b>5. Other Business/Public Comment</b>			Heidi de Laubenfels
6:05 PM	<b>6. Open Session Adjourn</b>			Heidi de Laubenfels
6:05 – 6:30 PM	<b>7. Executive Session</b>			Heidi de Laubenfels
6:30 PM	<b>8. Executive Session Adjourn</b>			Heidi de Laubenfels

**Next Board Committee Meetings**

**July**

Tuesday, July 27: Governance Committee

**August**

Monday, August 9: Strategic Planning Committee

Tuesday, August 17: Finance, Investment Sub-Committee

Wednesday, August 18: Development Committee

Tuesday, August 31: Governance Committee

**PSPR Full Board Meetings**

**July**

Thursday, July 15: DEI Board Training, 2:30- 6:30PM

**September**

Thursday, September 23: Board of Directors, 4:30 – 6:30 PM

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS  
JUNE 24, 2021 MEETING  
4:30 p.m. – 6:30 p.m.**

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**APPROVED MINUTES**

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Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on June 24, 2021 at 4:30 PM via Zoom.

**PRESENT:** Heidi de Laubenfels (Chair), Christopher Jay (Vice Chair), Andy McGovern (Secretary), Jon Schorr (Treasurer), Caryn Mathes (President & CEO), Filiz Efe McKinney, David Landau, Irwin Goverman, Claire O’Donnell, Randy Hodgins, Liam Lavery, Wassef Haroun, Connie Kravas, Lisa Nitze, Ian Warner, Sharon Kioko, Virginia Anderson and Robert Palmatier

**ABSENT:** Shauna Causey, Mark Ashida, Nicholas Patrick and Vivian Phillips

**ALSO ATTENDING (KUOW Staff):** Fieta Robinson (EA/Board Liaison), Evan McCoy, Matt Albertson, Janice McKenna and Steve Alexander

**(Members of the Public):** Joseph August, Mimi Gan, David Iyall, Roshni Naidu and Jakob Wolf-Barnett

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I. **Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

**Approval of Minutes**

Ms. de Laubenfels called for a motion to approve the April 29, 2021 Board of Directors Meeting minutes. Ms. Anderson moved, and Ms. Kravas seconded. With no objections, the Board approved the minutes as presented.

II. **Station Business & Updates**

*FY21-FY22 YTD Budget Overview*

Ms. Mathes presented KUOW’s Fiscal Year End 2021 core objectives, assumptions and KPIs. 61% of KPIs achieved 90% or better of their goal. Employee engagement achieved 98% of the goal. KUOW projected year-end financial status will be closer to goal than originally calculated. KUOW’s net revenue is expected to exceed budget by nearly 8% by the end of the fiscal year. Net income is projected to finish at \$902,014, compared with a budget that anticipated negative \$826,514. Fiscal stability is due to aggressive cost cutting across the organization during the pandemic. KUOW’s relatively favorable year-end position is a result of the creative and rapid response by the leadership team and prudent fiscal management, as well as a diversifying into digital platforms.

*FY22 Proposed Budget*

Ms. Mathes discussed the proposed Core Objectives for FY2022, as well as the opportunities and key assumptions. This will be a year to reinvest after cuts were made to ensure stability through the pandemic. Ms. Mathes provided a summary of the FY2022 Operations and Capital Budgets and summarized the FY2022 focus areas for each department and anticipated KPI/Dashboard Goals. She also provided a summary of the issues that are considered “Mission Critical.” One of the primary goals going into FY2022 is to restaff the 20+ current vacant positions at KUOW. A discussion took place concerning payback of the PPP loan, which Ms. McKenna stated was likely to be forgiven.

### *FY22 Budget Approval*

Ms. de Laubenfels requested a motion for the FY2022 Budget to be approved. Mr. Schorr so moved, and Mr. Goverman seconded. With none opposing, the FY2022 Budget was approved.

### III. Executive Committee Business & Updates

Ms. McKenna provided an overview of the Michael Whitman Charitable Trust, which has bequeathed KUOW with 1/3 of trust to be paid in installments over the next 20 years. A resolution was presented that would name Janice McKenna and Caryn Mathes as authorized representatives to administer the distributions from this fund. The resolution will need to be reaffirmed once/year. Ms. de Laubenfels called for a motion to approve the resolution. Mr. Goverman moved, and Mr. Landau seconded. With no one opposed, the resolution was approved. The resolution was forwarded to Board Secretary Andy McGovern, for signature.

### IV. Committee Reports

#### *Development Committee*

Ms. McKinney provided an update on the Development Committee meeting held 5/19/21. The Development Committee will be working closely with the new KUOW Director of Philanthropy, Steve Alexander, and will be focusing on strategy in the next year. There was no UW Foundation update provided.

#### *FISC Investment*

Mr. Jay provided an investment portfolio update. The long-term account and endowment are outperforming reference benchmarks. Small- to mid-CAP stocks are performing better than last year, while tech stocks are performing worse. Overall the fund is performing well.

#### *Finance Committee*

Mr. Lavery provided an update on his work to update the Board's Statement of Investment Policy to reconcile the way Bernstein provides reports with the way KUOW labels funds. Mr. Lavery will be finalizing updates with Ms. McKenna and Mr. Jay.

#### *Strategic Planning Committee*

There was no substantive update from this committee, as its focus had been on the May 15 Board retreat that was covered in the Governance Committee report.

#### *Governance Committee*

Mr. Landau provided an update on the Governance committee having worked collaboratively with the SPC on planning and conducting the Board Retreat on Saturday 5/15/21. He provided an overview of the post-event Summary Report provided by the Ostara Group. Some themes that came out of this report were: 1) KUOW needs to work to better understand and navigate social trends and demographics; 2) a better understanding of the KUOW audience and what they are looking for would serve the organization well; and 3) how to better leverage the KUOW brand with partnerships, digital media, acquisitions, etc. The next step will be for the Strategic Planning Committee to take up these suggestions at their August 9<sup>th</sup> meeting to discuss possible action items and how to incorporate them into their work plan.

Ms. McKinney discussed the Board Source and informational survey timelines. The Board Source survey will be launched on June 25, 2021, and the informational survey will launch in September 2021. She discussed the intent of each survey, as well as the importance of the participation of every Board member.

Mr. Landau provided a brief update on Board Recruitment. A series of meet-and-greet meetings have been held with potential Board candidates, and the hope is that the full list of candidates can be presented and elected at the September BOD meeting. Terms would still commence in November.

V. Other Business/Public Comment

There were no comments from the public.

VI. Executive Session and Adjournment

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:07 PM. The executive session was adjourned at 6:29 PM.

Executive Session Notice

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The next Board of Directors meeting will take place virtually on Thursday, September 23, 2021 at 4:30 PM via Zoom.

Respectfully Submitted,  
Andy McGovern, Secretary  
Fieta Robinson  
KUOW PSPR Board Liaison