



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Thursday, August 29, 2019
 4:30 PM – 6:00 PM

Location: KUOW, 2nd Floor Large Conference Room

Dial-In: +1 669 900 6833 or +1 646 876 9923

Meeting ID: 264 167 761

Click Link to Join Zoom Meeting: <https://washington.zoom.us/j/264167761>

AGENDA

4:30 -4:35 PM	<ol style="list-style-type: none"> 1. Welcome and Call to Order; Meeting Overview 2. Invitation to Disclose Possible Conflicts of Interests 3. Invitation for Additional Topics 		Mark Ashida
ACTION	<ol style="list-style-type: none"> 4. Approval of Minutes, June 13, 2019 Joint EXEC and FIN Meeting 	Exhibit 1	
4:35 – 5:05 PM	<ol style="list-style-type: none"> 5. Executive Session (Closed) <ul style="list-style-type: none"> ➤ UWHR Services Presentation & ➤ CGM Performance Feedback and Goals 	Exhibit 2 & 3	Linda Hoffman Caryn Mathes
5:05 – 5:45 PM	<ol style="list-style-type: none"> 6. Committee Business 		
(5min)	<ol style="list-style-type: none"> A. Strategic Planning (5:05 – 5:10) <ul style="list-style-type: none"> ➤ 2022 Business Strategy Proposal Feedback ➤ Next Meeting (Tentative 9/18) 	Exhibit 4	Nicholas Patrick Shauna Casey
(10 min)	<ol style="list-style-type: none"> B. Finance, Investment Subcommittee (FISC) Update (5:10 – 5:20) <ul style="list-style-type: none"> ➤ Financial Reporting Structure – GAAP guidelines ➤ End of Year Q2 Investment Report ➤ Work plan status update 	Exhibit 5 Exhibit 6	Jon Schorr & Chris Jay
(10 min)	<ol style="list-style-type: none"> C. Development Committee Update (5:20 – 5:30) <ul style="list-style-type: none"> ➤ Development FY20 Goals ➤ The Value of the journalists’ voices ➤ Work plan status update ➤ BOD Agenda Request: <ul style="list-style-type: none"> • Pre-election Coverage Panel of Journalists (25 min) 	Exhibit 7	Heidi de Laubenfels
(15 min)	<ol style="list-style-type: none"> D. Governance Committee Update (5:30-5:45) <ul style="list-style-type: none"> ➤ 7/31 Meeting Overview ➤ Board Recruitment Guidelines ➤ Prospective Community Directors & Expertise Criteria ➤ Committee Chair Nomination Process ➤ Work plan status update 	Exhibit 8 Exhibit 9	Virginia A. & Colleen E.

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5:45– 5:55 PM	E. Station Business		
	➤ Monthly Financial Report	Exhibit 10	Caryn Mathes
	➤ Cash Flow Tracking Update	Exhibit 11	
	➤ BOD Agenda Request:		
	• FY20 KPI and Dashboard Report (10 min)		
	• Maximizing Marketing (10 min)		
	• Quarterly Audience Report (10 min)		
	• Cash Flow Tracking (5 min)		
5:55 – 6:00 PM	7. Additional Topics/Comments		Mark Ashida
6:00 PM	8. Adjourn		Mark Ashida

Next Committee Meeting

Friday, November 1: Executive Committee Meeting

Upcoming PSPR BOD Meetings

Thursday, September 12: Board of Directors, 4:30 – 6:30 PM

Thursday, November 14: Annual Meeting & Reception, 4:30 – 8:00 PM

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APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
AUGUST 29, 2019
4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW on August 29, 2019.

PRESENT: Mark Ashida, Andy McGovern, Jon Schorr, Randy Hodgins, Christopher Jay, Virginia Anderson, Heidi de Laubenfels, Caryn Mathes, Shauna Causey and Randy Hodgins

ABSENT: Colleen Echohawk, Haeryung Shin and Nicholas Patrick

ALSO ATTENDING: Fieta Robinson, Janice McKenna and Linda Hoffman

I. Meeting Called to Order & Announcements

Chair Mark Ashida welcomed the Committee members. The meeting was called to order at 4:37 PM. There were no Conflicts of Interest. Mr. Ashida welcomed additional topics to the agenda; there were none.

II. Approval of Minutes

Mr. Ashida then called for the approval of the Minutes of February 13, 2018 Executive Committee meeting. Heidi de Laubenfels moved to approve, Jon Schorr seconded; the motion was carried, the Committee approved the minutes as presented.

III. Closed Session

Mr. Ashida called for an Executive Session to discuss the HR and employee performance related matters.

IV. Committee Business

Strategic Planning Committee (SPC)

Ms. Causey gave an update on the committee working with the General Manager in vetting strategic planning advisors. The next agency meeting is schedule in September 2019. After reviewing feedback, Management will name an agency to help develop the station’s 2022-2025 Strategic Business Plan.

Finance & FISC Update

Investment Subcommittee

Mr. Jay reported that the FISC received a recommendation from Bernstein to shift from an entirely passive investment position in international equities to a mix of active and passive. This recommendation is in light of the inherent inefficiency in international markets, increasing volatility, and the diverging economic situation outside of the US, reasons which all favor a more selective investment approach. This would be effectuated by introducing a mutual fund into the portfolio, and that would be funded by reducing our position in index funds. This would not change the portfolio’s overall risk profile or asset allocation, or result in any deviation from the investment policy statement. The FISC reviewed the recommendation as well as the recommended investment vehicle, and upon agreement, took the matter to the broader Finance Committee, which also agreed with the recommendation.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

AUGUST 29, 2019

4:30 PM – 6:00 PM

Monthly Financials

Ms. McKenna gave an overview of the structural changes to the monthly financial report and provided an example of the new report. The new structure is compliant with GAAP and is approved by the auditors. Donor-specified restrictions on major gifts will show as revenue once agreed upon milestones are met.

Ms. Mathes reported a change to the July Monthly Financials received on August 22, 2019. Individual giving YTD had been reported below the monthly target but an adjustment was made to a formerly restricted grant that is now released to general operating funds.

Development Committee

Ms. de Laubenfels reported that a reporter from KUOW Newsroom presented to the committee about their day-to-day experience reporting and covering traumatic events within the community. Ms. de Laubenfels spoke about the importance of lifting journalists' voices on the effects news coverage in the current media landscape can have on the individual as they ascertain the truth. She asked the Executive Committee to consider inviting a panel of journalists to speak at the next full board meeting.

Governance Committee

Board Recruitment and Nomination Process

Ms. Anderson gave a status update on board recruitment and timeline for finalizing the 2020 board class. She shared the recruitment steps and process for determining gaps in expertise/experience missing on the board. The Governance Committee scheduled a special meeting to finalize the slate for recommendation to the board.

Members discussed a process for recommending board officers and committee chairs. The Governance Committee will provide their recommendation for committee leadership and membership based on the board service survey results. The Executive Committee will schedule a special meeting to review the proposed slate and move forward the nominees for the Board's consideration and feedback prior to the annual board meeting.

Committee Minutes

Meeting minutes from the Board Committees above were provided in the Executive Committee meeting packet.

V. Station Report

Ms. Mathes presented the cash flow navigation and tracking record for undesignated operating funds in the PNL and investment accounts.

VI. Adjournment

With no further business, Mr. Ashida adjourned the meeting and called for an Executive Session at 6:15 PM.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

AUGUST 29, 2019

4:30 PM – 6:00 PM

Executive Session Notice

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Respectfully Submitted by
Mark Ashida, Chair
Fieta Robinson, Board Liaison



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6:00 PM **7. Adjourn**

Next Board Meeting

Friday, November 14, 2019	4:30 PM – 8:00 PM	Annual Meeting & Reception
Friday, December 13, 2018	11:30 AM – 3:00 PM	New Board Orientation (Photo Shoot at 11:30 AM, Meeting starts at 12:00 PM)

Next Committee Meeting

Thursday, February 13, 2020	4:30 PM – 6:00 PM
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APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE MINUTES
Friday, November 1, 2019
4:30 PM – 6:00 PM

Upon notice duly given, a meeting of the **EXECUTIVE COMMITTEE** of KUOW, Puget Sound Public Radio (PSPR) was held at the offices of KUOW on November 1, 2019.

PRESENT: Andy McGovern, Jon Schorr, Randy Hodgins, Heidi de Laubenfels, Caryn Mathes, Haeryung Shin, David Landau, Shauna Causey

ABSENT: Nicholas Patrick, Caitlin Duffy, Mark Ashida, Virginia Anderson, Colleen Echohawk, Chris Jay

ALSO ATTENDING: Michele Patience Staal Board Liaison (temporary), Janice McKenna

I. Meeting Called to Order & Announcements

Secretary Andy McGovern welcomed the Committee members. The meeting was called to order at 4:36 PM. There were no Conflicts of Interest. Mr. McGovern welcomed additional topics to the agenda; there were none.

II. Overview of Meeting Purpose

Mr. McGovern gave an overview of the Executive Committee meeting's purpose. The meeting's focus would include reviewing and finalizing the proposed KUOW Board Committee updates for potential presentation to the full Board of Directors at the Annual Board Meeting to be held on November 14, 2019.

III. APPROVAL OF MINUTES

The October 10 meeting minutes were unavailable. They will be reviewed at the next scheduled meeting, in February, 2020.

IV. COMMITTEE BUSINESS

Finance Committee and FISC

Mr. Schorr presented an overview of the Wayne C. Roth Endowment fund. The purpose of the fund is to provide for individual training and professional development opportunities for employees of KUOW, in furtherance of their careers in public media. Mr. Schorr also presented the results of the financial audit for FY19. He made a motion to adopt the resolution to move the audit forward to the full Board of Directors for approval and vote. Ms. de Laubenfels approved the motion and Ms. Shin seconded the motion to adopt. The audit will be moved forward to the entire Board for a vote. Mr. Schorr also made a motion to move the Wayne C. Roth Endowment fund forward to the entire Board for a vote. Mr. McGovern approved the motion and Ms. Shin seconded it. The endowment fund will also be moved forward to the entire Board for a vote.

Finance Investment Subcommittee

In the absence of Mr. Jay, Mr. Schorr recommended that the full Board be presented with information on the current state of the US economy and the investment markets, as well as the status of KUOW's current investment portfolio during the annual meeting.

Development Committee

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE MINUTES
Friday, November 1, 2019
4:30 PM – 6:00 PM

Ms. de Laubenfels gave an update on the Sound Voices Luncheon, reporting that the friend raising event met and exceeded all of the established attendance and revenue metrics and goals. She also shared that the Fall Fund (pledge) Drive went very well. It met and exceeded its targeted goals. The Committee determined that the Development Committee submissions should be moved forward for presentation to the entire Board at the annual meeting.

Governance Committee

Governance provided an overview to the Executive Committee the potential names of new Board of Director candidates for consideration and approval prior to submission to the full Board for a vote; four community-based candidates, as well as one Licensee's recommended nominee, all three-year terms, ending in 2022. The Committee also put forward the names of five existing Board members to be voted on for re-election for an additional three year term ending in 2022: They also submitted their recommendations for Board Executive and Committee Chair positions who will each serve a one year term.

Strategic Planning Committee

Ms. Causey submitted to the Executive Committee for consideration to share with the entire Board, the strategic planning committee's process for identifying a consultant to help develop the 2022-2025 Strategic Business Plan (SBP). The Executive Committee agreed that this topic should move forward to be shared with the entire Board during the annual meeting.

The Strategic Planning Committee also recommended that Ms. Strachan, the Station's Chief Content Officer, provide the entire Board with the Station's long term strategic planning goals as they pertain to audience development and that Stewart Meyer, the Station's Chief Marketing Officer, also provide an overview of listener centric audio best practices and trends.

Executive Committee

Mr. McGovern shared a working draft of the 2020 Board and Committee Chair Meetings Calendar and recommended it be moved forward to the entire Board for review and input.

V. ANNUAL BOARD MEETING, NOVEMBER 14, 2019

Led by Mr. McGovern, the Executive Committee discussed the basic outline for the annual meeting's agenda. They determined that all of the Board Committee topic recommendations above, were appropriate to present to the full Board and should be added to the agenda.

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KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE MINUTES
Friday, November 1, 2019
4:30 PM – 6:00 PM

The also recommended that Ms. Mathes do a topline update on the Station's finances and provide an overview on the Station's foundational work on racial and gender equity.

VI. OTHER BUSINESS & ANNOUNCEMENTS

Ms. Mathes reminded the Committee that the New Board Member Orientation would be held at KUOW on Friday, December 13, 2019. She as the Board Chair to remind all new and existing Board members to try to make the effort to attend in order to have full Board participation. She also said that a draft of the agenda is under development by the Governance Committee and would we sent out within two weeks of the orientation date.

Ms. Mathes also reminded the Executive Committee members that Board member pictures would be taken during both the annual meeting and the board orientation.

Ms. Shin also suggested due to the low attendance of Committee members for today's meeting, that for the 2020 Board Committee meeting calendar, the Executive Committee consider moving this mandatory end of year Committee meeting to a day other than Friday.

VII. ADJOURN

With no further business, Mr. McGovern adjourned the Executive Committee meeting at 5:58 PM.

Respectfully Submitted by
Andy McGovern, Secretary
Michele Patience Staal, Board Liaison (temporary)



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Meeting Objectives

- Ensure board leadership has a shared sense of the board’s 2020 priorities and areas of focus
- Affirm committee 2020 work plans and goals
- Solidify agenda for the full meeting of the board on Feb. 27

Specific Questions We Will Address

- What will be the process this year for evaluating the GM’s performance?
- Do we need to address gaps in between-meeting board communication? If so, how?
- How will we support KUOW’s strategic planning this year, with a goal to help finalize a 2022 SBP?
- How can we best continue to improve our fundraising skills (i.e. role play elevator speeches)?
- How will we move forward with planning this year’s board retreat?
 - Is this a good place to intersect with strategy formation (strat committee’s revised approach) and racial-equity training?
 - Do we have the information we need from board members on priorities? (BoardSource survey from November 2018, Ostara info from 2019)
- How can we best support key initiatives: digital restructure, new daily podcast content?

AGENDA

4:30 -4:35 PM	1. Welcome and Call to Order 2. Meeting Objectives 3. Invitation to Disclose Possible Conflicts of Interests 4. Invitation for Additional Topics 5. Approval of the Meeting Minutes <ul style="list-style-type: none"> ➤ August 29, 2019 ➤ October 10, 2019 - Joint Meeting w GOV ➤ November 1, 2019 	Heidi de Laubenfels Exhibit 1 Exhibit 1a Exhibit 1b
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ACTION

4:35 – 4:55 PM	6. EXE Committee Business <ul style="list-style-type: none"> ➤ GM Annual Performance Process and Evaluation Tool ➤ FY2020 GM Goals Review ➤ Between-meeting Board Communication Slack ➤ Committee Top Three (3) Goals 	Andy McGovern Exhibit 2 Exhibit 2a Heidi de Laubenfels
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4:55 – 5:40 PM 7. Committee Updates

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5:30– 5:47 PM 8. Station Business

5:47 – 5:50 PM 9. Additional Topics/Comments

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5:50 – 6:00 PM	10. Executive Session	Heidi de Laubenfels
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6:00 PM	11. Adjourn	Heidi de Laubenfels
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Next Committee Meeting

Thursday, April 23: Executive Committee Meeting
 Thursday, June 11: Executive Committee, Joint w Finance

Upcoming PSPR BOD Meetings

Thursday, February 27: Board of Directors, 4:30 – 6:30 PM
 Thursday, April 30: Board of Directors, 4:30 – 6:30 PM
 Thursday, June 25: FY21 Budget Approval Meeting, 4:30 – 6:30 PM

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KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE MINUTES
Thursday, February 13, 2020
4:30 PM – 6:00 PM

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PRESENT: Andy McGovern, Jon Schorr, Randy Hodgins, Heidi de Laubenfels, Caryn Mathes, Filiz Efe McKinney, Shauna Causey, Mark Ashida, Chris Jay, Virginia Anderson, Sharon Kioko, Irwin Goverman

ABSENT: None

ALSO ATTENDING: Michele Patience Staal Board Liaison (temporary), Fieta Robinson, Jennifer Strachan

I. Meeting Called to Order & Announcements

Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:31 PM. There were no Conflicts of Interest. Ms. de Laubenfels welcomed additional topics to the agenda; there were none.

II. Overview of Meeting Purpose

Ms. de Laubenfels gave an overview of the Executive Committee meeting's purpose. The meeting's focus would include reviewing and finalizing the proposed KUOW Board Committee updates for potential presentation to the full Board of Directors' meeting to be held on February 27, 2020.

III. APPROVAL OF MINUTES

Ms. de Laubenfels then called for the approval of the Minutes of August 29, 2019, October 10, 2019 and the November 1, 2019 Executive Committee meetings. Mark Ashida moved to approve; Irwin Goverman seconded; the motion was carried; the Committee approved the minutes as presented.

IV. EXECUTIVE BUSINESS

Mr. McGovern provided an overview of the timeline and process for the General Manager's annual performance evaluation. A survey will be administered by the Executive Committee leadership to all Board members. The timeline will coincide with the Licensee's annual organization-wide evaluation process.

Ms. de Laubenfels engaged the Committee in a discussion regarding in between meeting Board member communications. She offered a new digital tool, Slack, as a solution to reduce the number of emails. Following a discussion weighing the pros and cons of the product's features and the Board's needs, she proposed a subcommittee be created for do research on this product as well as other possible solutions.

V. COMMITTEE UPDATES

Finance Committee and FISC

Mr. Schorr provided a brief overview of John Patnaude, Managing Director from Bernstein year-end review report for 2019. Mr. Patnaude's presentation included primary goals and objectives, the portfolio structure and considerations. He discussed the outstanding performance of the markets in 2019 - KUOW returned more than double what the normal long-term return goal would be, but that

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio EXECUTIVE COMMITTEE MINUTES Thursday, February 13, 2020 4:30 PM – 6:00 PM

KUOW was held back by the allocation to hedge funds which did not appreciate nearly as much as equities. The outlook this year was that the economy would likely decelerate slightly but Bernstein was not expecting a recession. Today's uncertainties make broad-based diversification, by asset class and equity factors, more important than ever. Interest rates are expected to be stable and there is a good possibility that rates could decline further. Volatility is expected to be higher in 2020 with the election, next phases of the China trade negotiations and the uncertainty about how the UK exits the European Union. The US consumer continues to be the key to the economy with personal consumption making up 70% of GDP. The unemployment rate is near historic lows, wages are rising and the consumer is spending. Key conclusion is that KUOW is in a better place than one year ago.

Finance Investment Subcommittee

Mr. Schorr along with Mr. Jay also provided an overview of Mr. Patnaude's presentation on Bernstein's approach to Socially Responsible Investing and Mr. Patnaude's recommendation that the Finance Investment Subcommittee ("FISC") investigate converting to the strategy. A purpose driven equity allocation allows a company to invest in corporations that demonstrate strong Environmental, Societal Impact and Governance structures and practices. Values based investing aims to balance return and risk with a desire for positive societal outcomes. It recognizes that how companies behave when it comes to the environment, social issues, and governance ("ESG") can impact both their stock market values as well as society more broadly. Mr. Schorr recommended that the subject Socially Responsible Investing, be a topic added to the Board of Director's meeting agenda on February 27, 2020.

Development Committee

Development Playbook

Ms. McKinney outlined the purpose of the Development Playbook. She reminded the Committee that the Playbook is a resource to assist all Directors with community engagement as an ambassador for KUOW. Ms. McKinney shared that the Development Committee had discussed in their meeting the various ways for board members to engage-time, talent and or treasure; from the Committee's discussion it became clear that a shorter, one pager (Cheat Sheet) would be a valuable tool in addition to the more comprehensive Playbook. She also brought up the concept of role playing, or the sharing of best practices, an idea also under development. She will let the Committee know at a later date whether it may be appropriate as an activity to be included at the Board's retreat in May, 2020.

Review of 2020 Work Plan (Charter)

Ms. McKinney shared a draft of the Development Committee's updated work plan which highlighted key events that all Development Committee members as well as all Board members were encouraged to attend. She reminded the Committee that KUOW management requests that all Directors attend at least two key development events per year.

Governance Committee

Board Retreat

Dr. Kioko shared that the board retreat will be held on May 16, 2020. The Governance Committee has established a taskforce to assist in developing a purpose, theme and to secure guest speakers.

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Members assigned to the task forces are Dr. Kioko, Mr. Butler, Ms. Echohawk and Mr. Landau. She stated that members agreed to review the retreat goals, speakers and program at the next committee meeting in March. There was a brief discussion on surveying the board for possible retreat topics. The Committee asks that the topic of speaker suggestions be added to the agenda for the Board of Director's meeting to be held on February 27, 2020.

Racial Equity Training

Dr. Kioka stated that while the Governance Committee realized the value of doing a Board-wide training, due to the already full schedule of critical Board activities in FY20; and in order to have the appropriate amount of time to do a comprehensive training; the Committee moved have the training moved to the Executive Committee's work plan. The topic will require further discussion by the Executive Committee in order to determine the timeline and next steps.

Board Survey

Dr. Kioko provided an update regarding the Governance Committee's discussion on possible methods for surveying the board. She shared that the Committee's recommendation is to conduct an anonymous mid-year check-in survey for the entire Board. The Executive discussed the possible timeframe of May/June/July to conduct the survey.

Strategic Planning Committee

Mr. Goverman gave an update on two strategic planning agencies the Committee had met for consideration, and on the decision to shift the original strategic approach. Mr. Goverman shared the proposed hybrid approach that would identify steps to strengthen our current SBP and its core six objectives. The new approach would curtail the search for an external consulting partner. In partnership with Management, the committee will host a speaker series to discuss the most significant changes, trends, opportunities, threats and peer developments. The Committee suggested the speaker series be incorporated into the board retreat to be held in May 2020.

Review of 2020 Work Plan

Mr. Goverman shared that the Committee's work plan would be updated as the new hybrid strategic plan approach timeline was fully developed.

VI. STATION UPDATES

YTD/KPI and Cash flow Tracking Update

Ms. Mathes gave an update on FY20 second quarter revenue and expenses. In total, gross revenue was up year-to-date December, by 3.3% over budget, \$326.7K, and 13.4% over last year, \$1,203.6K. Year to date ("YTD") operating expenses are \$747.9K under budget. In summary, Overall, YTD net from operations was better than budget by \$747.9K due to increases in revenues and timing decreases in spending.

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Digital Restructure Update

Ms. Mathes provided an update on the digital restructure plan based on consultant recommendations in 2019. She said that she was actively recruiting for the Senior Director of Digital Product position. The job had been posted for two weeks and along with Board member recommendations she felt she had a strong pool of qualified candidates to draw from. The hiring of this critical position will help direct the future digital restructure process going forward.

Seattle Now

Ms. Strachan presented an overview of KUOW's new Seattle NOW, a daily, podcast-like news program focused on local and timely news updates. She explained that nationally there has been a rapid growth in this type of product. So, the decision to develop a local product that would assist in helping to capture a new audience interested in on-demand content, seemed like a logical choice for the station.

VII. ADJOURN

With no further business, Ms. de Laubenfels adjourned the Executive Committee meeting at 6:10 PM.

VIII. EXECUTIVE SESSION NOTICE

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Respectfully Submitted by
Andy McGovern, Secretary
Michele Patience Staal, Board Liaison (temporary)



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Thursday, April 23, 2020
 4:30 PM – 6:00 PM

Location: KUOW, 2nd Floor Large Conference Room

Dial-In: +16692192599,,264167761# US (San Jose)

+16699006833,,264167761# US (San Jose)

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Meeting Objectives

- State of the Station Brief: Impact on Operations due to Pandemic
- Review 2020 work plans, timeline and goals
- Solidify agenda for the full meeting of the board on April 30, 2020

Specific Questions We Will Address

- How can we best support fundraising efforts or key initiatives?
- How does the current environment affect our committee work plans?
- Are we still on track for evaluating the GM’s performance?
- How will we move forward with this year’s board retreat?

AGENDA

4:30 -4:40 PM	<ol style="list-style-type: none"> 1. Welcome and Call to Order 2. Meeting Objectives 3. Invitation to Disclose Possible Conflicts of Interests 4. Invitation for Additional Topics 	Heidi de Laubenfels
ACTION	<ol style="list-style-type: none"> 5. Chairs’ Check in 6. Approval of the February 13, 2020 Meeting Minutes 	Exhibit 1

4:40- 5:20 PM	<ol style="list-style-type: none"> 7. Station Business <ul style="list-style-type: none"> ➤ YTD Financials & Cash Flow ➤ Update on COVID19 Related Resources Available to KUOW ➤ Revenue and Audience Campaign Efforts ➤ FY21 Budget Considerations ➤ <u>Request for Time on Board Agenda:</u> <ul style="list-style-type: none"> ○ State of the Station (15 min) ○ Cash Flow Tracking (5 min) ○ Revenue & Audience Campaign Efforts (10 min) ○ Audience Report (10 min) ○ YTD KPI/Dashboard Report Q&A (5 min) ○ FY21 Budget Considerations (10 min) 	Caryn Mathes
		Exhibit 2a
		Exhibit 2b
		Matt and Rashad

5:20-5:30 PM	<ol style="list-style-type: none"> 8. EXE Committee Business <ul style="list-style-type: none"> ➤ Review of Board Committees’ Workplan and Timelines ➤ GM Annual Performance Update 	Heidi de Laubenfels Andy McGovern
		Exhibit 3a
		Exhibit 3b

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
 EXECUTIVE Committee Meeting
 Thursday, April 23, 2020
 4:30 PM – 6:00 PM

Location: KUOW, 2nd Floor Large Conference Room

Dial-In: +16692192599,,264167761# US (San Jose)

+16699006833,,264167761# US (San Jose)

Meeting ID: 264 167 761

Click Link to Join Zoom Meeting: <https://washington.zoom.us/j/264167761>

5:30 - 5:47 PM	9. Committee Updates	
(5 min)	A. Strategic Planning (5:30– 5:35) ➤ Strategic Speaker Series Update	Irwin Goverman & Shauna Casey
(5 min)	B. Finance, Investment Subcommittee (FISC) Update (5:35 – 5:40) ➤ Investment Portfolio – Navigating Uncertainty?	Jon Schorr & Chris Jay
(2 min)	C. Development Committee Update (5:40 – 5:42) ➤ BOD Agenda Request: <ul style="list-style-type: none"> • Discuss elevator speech on what KUOW is doing during COVID-19. • Discuss with board members about socialization of strategic reframing themes with the community. 	Filiz Efe McKinney
(5 min)	D. Governance Committee Update (5:42-5:47) ➤ Board Retreat ➤ Board Committee Survey	Virginia A. & Sharon K.
5:47– 5:50 PM	10. Additional Topics/Comments	Heidi de Laubenfels
5:50 – 6:00 PM	11. Executive Session <i>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.</i>	Heidi de Laubenfels
6:00 PM	12. Adjourn	Heidi de Laubenfels

Next Committee Meeting

Thursday, June 11: Executive Committee, Joint w Finance

Upcoming PSPR BOD Meetings

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

Thursday, June 25: FY21 Budget Approval Meeting, 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.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, APRIL 23, 2020

4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on April 23, 2020 via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair & Secretary), Jon Schorr (Treasurer), Mark Ashida (IPC), Caryn Mathes (President), Randy Hodgins, Irwin Goverman, Filiz Efe McKinney, Randy Hodgins, Christopher Jay, Virginia Anderson, Sharon Kioko and Shauna Causey

ABSENT: None

ALSO ATTENDING: Fieta Robinson, Ryleigh Brimhall, Matt Albertson, Jennifer Strachan, Janice McKenna and Stewart Meyer

I. Meeting Called to Order & Announcements

Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:31 PM. There were no Conflicts of Interest. Ms. de Laubenfels welcomed additional topics to the agenda; she added one topic for Mr. Goverman to discuss potential Board work outside of Board Meetings.

II. Approval of Minutes

Ms. de Laubenfels then called for the approval of the Minutes of February 13, 2020 Executive Committee meeting. Jon Schorr moved to approve, Irwin Goverman seconded; the motion was carried, the Committee approved the minutes as presented.

III. Station Report

YTD Financials & Cash Flow

Ms. Mathes presented the YTD financials and cash flow through March 2020. She reported that YTD revenue projections through June 30 forecasts are at 94% of the total net revenue goal. The year-end revenue position varies by area with Membership Giving at 100% of goal; Major Gift Philanthropy at 65% of goal; Business Support at 90% of goal.

Ms. Mathes gave a report on the reduction of costs to align forecasts with current revenue projections. KUOW has frozen all but one planned hire and has reduced budgeted spending by \$1,212,300 between now and the end of our fiscal year (June 30). These cuts will require Management and the team to re-envision the output and how the work is done and press forward without abandoning our strategic goals. The picture could change, but as of March 31 projections to close FY20 just under **(-\$19,000)**. Management expects to enter FY21 with our Board-mandated 91-day cash operating margin intact.

Revenue and Audience Campaign Efforts

Membership

Mr. Meyer gave an overview of individual giving activities and Membership’s “We’re in this together” Campaign, “1-Day Drive to raise \$1million” Campaign, “Giving Tuesday” campaign, and “GiveBIG Wednesday” campaign. The goal is to raise \$1,000,000 by May 6, 2020.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, APRIL 23, 2020

4:30 PM – 6:00 PM

Major Gifts and Grants

Mr. Albertson spoke on Major Gifts Campaign to raise 1,200,000 by June 30. He spoke about Major Gifts “Top 400” campaign, well as the Emeritus Board Campaign and PSPR Governing Board participation with reaching its own goal. Major Gifts has submitted grant proposals to Facebook. The Campaign results thus far: \$429,140 pledged (36% to goal).

Business Support

Mr. Meyer spoke about the Business Support climate and its impact revenue. Primarily due to cancelations, Management expects a revenue shortfall of 38% from the YTD monthly goal. The Business Support team has leaned in on maintaining current clients offering to pivot their messaging and offering loyal, longtime supporters extra spots. They are also calling on businesses that need messaging right now and reaching out to offer non-profit supporters bonus spots. A new “thank you” campaign will be launched for our on-air and kuow.org business supporters.

Audience Engagement

Mr. Meyer discussed the expansion of audience engagement and adjust to new consumption habits. Marketing has ramped up to 1-2 emails a week to members. On average the weekly newsletter audience has grown by ~6,000 since January to 32K while maintaining a high open rate (28%). There have been massive digital gains across platforms. The average weekly KUOW.org users increased +242% from February to March. There has been increases in stream users and streaming sessions have increased +22% and +25% respectively. In March, KUOW Facebook posts was up +17% from the previous month; post engagement was up +97%. Podcast downloads across all products were up +89% (March over February) to 538K.

KUOW has expand to using YouTube and was approved as verified non-profit which allows the station to fundraise. Community Engagement and Events Team have pivoted to virtual events such as “That’s Debatable” and a new series called “Are We Going to Be OK?”.

IV. Committee Business

Ms. de Laubenfels requested, in the unpredictability time of COVID-19, that the Committees review their FY20 Work Plan and update as necessary. Ms. Mathes informed members that the Board and Committee meetings will continue to be open to the public via zoom registration.

GM Survey and Self Evaluation

Mr. McGovern stated that GM Performance Evaluation Survey is on schedule. Ms. Mathes will submit her self-evaluation to the board by April 29th, 2020.

Board Communication Taskforce

Mr. Goverman shared ideas for informal socialization with Board Members and for KUOW Staff and KUOW Board engagement. Using zoom, Mr. Goverman and Mr. Schorr will set up a date and time for a Virtual Happy Hour for Full Board of Directors. Ms. de Laubenfels will work Management to set up a panel for informal discussion between content staff and Board. Management will decide on topics for the Board to work on with KUOW Leadership.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, APRIL 23, 2020

4:30 PM – 6:00 PM

Strategic Planning Committee (SPC)

Ostara provided a distillation from first three strategic reframing speakers. One of the scheduled speakers was cancelled. Ms. Mathes is working on filling the last four speakers' slot. Due to the stay-in-place orders, May 16th strategic series speaker session topic and roundup has been decoupled from the Board Retreat. The Board will receive a notice of this change and a new meeting invite for the scheduled speaker.

Finance & FISC Update

Mr. Schorr and Mr. Jay gave a brief update on their work with the Investment Manager on building a socially responsible investment portfolio for KUOW. Directors will receive further information at the next board meeting on April 30, 2020.

Development Committee

Ms. McKinney shared that the Development Committee's primary goals has slightly shifted due to the current COVID-19 related socio-economic environment. Working with Management, the Development Committee is focused on the Pledge Drive, Major Donor and Emeritus Board Campaigns. She also spoke about options for converting the Annual Sound Voices Luncheon.

Governance Committee

Board Retreat

Dr. Kioko informed Members that the May 16, 2020 Board Retreat will be cancelled. She spoke about the factors that led to the decision and plan going forward. She proposed that the strategic reframing speaker series facilitator, The Ostara Group, provide a full distillation at the August SPC meeting; and facilitate a session on Board Norms at the September Board meeting. Dr. Kioko and Ms. Anderson requested that the September 24, 2020 board meeting be extended by a couple of hours, starting earlier in the day.

Board and Committee Check-In Survey

The members of the Governance Committee will check-in with board directors regarding their engagement on the board due to COVID-19 related situations impacting their time or focus. Directors will also receive a committee survey and will help inform the next board recruitment efforts and board leadership.

V. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting at 6:06 PM.

Respectfully Submitted by
Heidi de Laubenfels, Chair
Fieta Robinson, Board Liaison



KUOW, PUGET SOUND PUBLIC RADIO
JOINT MEETING OF EXECUTIVE & FINANCE COMMITTEES
THURSDAY, JUNE 11, 2020
3:30 – 5:00 PM

Location: Virtual Meeting Via Zoom
 Registration Link is Below

<https://washington.zoom.us/meeting/register/tJcrd-6gqzkvEtyq9CBubiETx4Tdww5m678v>

Meeting ID: 936 0785 2588

MEETING OBJECTIVES

Objectives:

- Spur board members’ thinking and questions about the proposed 2021 budget in advance of a June 25 full board vote
- Set the stage for later discussion on priorities for board member engagement and communication
- Begin drafting board-requested goals for the GM in the next fiscal year

Questions:

- Does the FY2021 budget proposal appropriately align with KUOW’s strategic business plan?
- How do we make the most of board members’ time and attention?
- What are the most important objectives for the GM in the coming fiscal year?

AGENDA

3:30 -3:35 pm	<ol style="list-style-type: none"> 1. Welcome and Call to Order & Overview of Meeting 2. Invitation to Disclose Possible Conflicts of Interests 3. Approval of April 23, 2020 EXEC Minutes 	Exhibit 1	Heidi de Laubenfels
3:35-4:05 pm	<ol style="list-style-type: none"> 4. President & GM Report <ul style="list-style-type: none"> ➢ FY20 YE Update Through April 2020 <ul style="list-style-type: none"> • Core Initiatives • FY20 YTD Budget ➢ FY21 Proposed Budget <ul style="list-style-type: none"> • FY21 Proposed Initiatives • FY21 Budget Review 	Exhibit 2	Caryn Mathes
(ACTION)	<ul style="list-style-type: none"> ➢ Finance Recommendation to Executive Committee 		Jon Schorr
4:05-4:20 pm	<ol style="list-style-type: none"> 5. Committee Business <ul style="list-style-type: none"> ➢ Executive Committee <ul style="list-style-type: none"> • Helping board members prioritize their engagement ➢ Development Committee Update ➢ Governance Committee Update 	Exhibit 3 Exhibit 4	Irwin Goverman Filiz Efe McKinney Sharon Kioko
4:20 – 4:58 pm	<ol style="list-style-type: none"> 6. Executive Session <ul style="list-style-type: none"> ➢ To discuss matters relating to individual employees ➢ Discussion & Feedback 	Exhibit 5	Heidi de Laubenfels Executive Committee Only

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KUOW, PUGET SOUND PUBLIC RADIO
 JOINT MEETING OF EXECUTIVE & FINANCE COMMITTEES
 THURSDAY, JUNE 11, 2020
 3:30 – 5:00 PM

Location: Virtual Meeting Via Zoom
 Registration Link is Below

<https://washington.zoom.us/meeting/register/tJcrd-6gqzkvEtyq9CBubiETx4Tdwv5m678v>

Meeting ID: 936 0785 2588

4:58 – 5:00 pm	7. Summary & Next Steps	Heidi de Laubenfels
5:00 pm	8. Adjourn	Heidi de Laubenfels

NEXT MEETING DATES

Thursday, June 25, 2020	Board of Directors
Thursday, September 10, 2020	Executive Committee

MAJOR DONOR SALON SERIES

Thursday, June 11, from 4 p.m. to 5 p.m. PST

KUOW's **Patricia Murphy**, host of Seattle Now with: [Tamara Keith](#), White House correspondent for NPR and co-hosts the NPR Politics Podcast

Thursday, June 18, from 4 p.m. to 5 p.m. PST

KUOW's **Austin Jenkins**, Olympia-based political reporter with: [Ayesha Rascoe](#), White House reporter for NPR

SUPPORTING DOCUMENTS

- Exhibit 1 – FY 2020 YE and FY2021 Business Strategies & Draft Budget Proposal

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio JOINT MEETING OF THE EXECUTIVE AND FINANCE & AUDIT COMMITTEES June 11, 2020 3:30 PM - 5:00 PM

Upon notice duly given, the **EXECUTIVE and FINANCE & AUDIT COMMITTEES** (the “Committees”) of the KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held virtually on June 11th, 2020 at 3:30 PM via Zoom Conference.

PRESENT: Christopher Jay, Irwin Goverman, Shauna Causey, Caryn Mathes (GM), Heidi de Laubenfels, Randy Hodgins, Sharon Kioko, Andy McGovern, Mark Ashida, Virginia Anderson, Feliz Efe McKinney, Jon Schorr

ALSO ATTENDING: Demetria Elmore, Liam Lavery, David Roberts, Fieta Robinson, Ryleigh Brimhall, Janice McKenna, Jessica Dial

I. **Meeting Called to Order & Announcement**

Board Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 3:31 PM. No conflicts of Interest were expressed.

II. **Approval of Minutes**

Ms. de Laubenfels then called for the approval of the Minutes of April 23, 2020 Executive Committee meeting. Andy McGovern moved to approve, Mark Ashida seconded; the motion was carried, the Committee approved the minutes as presented.

III. **Presentation of FYE 2020 and FY2021 Budget Presentation**

FY20 YE Update Through April 2020

Ms. Mathes presented KUOW’s Fiscal Year End 2020 core objectives and KPI’s. 87% of KPIs are trending close to or at/above goal. KUOW projected year-end financial status is closer to goal than originally expected. No year-end draw on reserves is anticipated. Fiscal stability is due to innovative fundraising alternatives and aggressive cost cutting across the organization during the pandemic. KUOW’s relatively favorable year-end position is a result from the creative and rapid response by the leadership team and prudent fiscal management.

FY21 Proposed Budget

Ms. Mathes discussed the proposed Core Objectives for FY2021, as well as the opportunities and key assumptions. She provided a summary of the FY2021 Operations and Capital Budgets; And summarized the FY2021 focus areas for each department and anticipated KPI/Dashboard Goals.

Finance Recommendation to Executive Committee

The Finance Committee recommended the FYE 2020 budget and FY2021 move forward to the full board for review. Irwin Goverman motioned, and Sharon Kioko seconded; with none opposing, the motion was approved.

Heidi de Laubenfels requested a motion for the FY2021 Budget to be presented to the full Board of Directors at the June 25, 2020 Meeting. Virginia Anderson motioned and Jon Schorr seconded and with none opposing, the FY2021 Budget Presentation moves to the full Board of Directors for approval.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio JOINT MEETING OF THE EXECUTIVE AND FINANCE & AUDIT COMMITTEES June 11, 2020 3:30 PM - 5:00 PM

IV. Committee Updates

The Executive Committee discussed how board members should be prioritizing their engagement. Ms. de Laubenfels discussed on using outside support for Board Events.

Strategic Planning Committee Update

Mr. Goverman gave an update on the next steps for reviewing the Strategic Reframing Speaker Series summaries provided the Ostara. A meeting will be scheduled in August for the Committee to provide their input on reframing the FY21 core pillars.

Development Committee Update

Ms. McKinney discussed adjustment to their Work Plan and Virtual Salon Events. The Development Team requested additional support in promoting initiatives. She acknowledged the Board fundraising successes.

Governance Committee Update

Dr. Kioko provided an update on the one-to-one interviews conducted Board Directors and members of the Governance Committee regarding board terms and commitment. The Board and Committee Leadership Survey will be sent to members on June 12th, 2020. The purpose of the survey is to help map out a board member recruitment strategy, committee assignments, and orientation currently scheduled for December 11, 2020. She briefly discussed the recruitment plan for new board members and provided updates on the Conflict of Interest Statement and Questionnaire Form.

V. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting for an Executive Session at 4:33 PM to discuss a personnel related issue.

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.

Respectfully Submitted by

Heidi de Laubenfels, Board Chair, Chair of Executive Committee

Fieta Robinson, Board Liaison