



**KUOW PUGET SOUND PUBLIC RADIO**  
**GOVERNANCE COMMITTEE MEETING**  
**TUESDAY, OCTOBER 05, 2021**  
**3:00 PM – 5:00 PM**

**VIRTUAL MEETING**

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJYuduCqqzkuG9HtzwFEuxDmlH2bKj3uEe9y>

**MEETING PURPOSE**

Meeting purpose is to discuss the Board informational survey, Board Assessment action items, DEI Committee, 2021 board orientation, new member onboarding, committee assignments & board leadership, offboarding retiring members, annual meeting

**OBJECTIVES**

1. Update on Board Informational survey
2. Formulate action items from Board Assessment (Board Level & Committee Level)
3. DEI Committee Formation
4. Board Orientation and new member onboarding
5. Discuss 2022 Board Committee Composition
6. Annual Board Meeting and offboarding retiring members

**QUESTION(S)**

- What are your recommendations & action items from the Board Assessment?
- What is the ideal succession plan for board & committee leadership?
- What is the defined purpose of DEI Committee?
- How can we effectively welcome and on-board new members?

**AGENDA**

3:00 – 3:05 PM	<ol style="list-style-type: none"> <li>1. <b>Call to Order and Welcome</b></li> <li>2. <b>Invitation to Disclose Possible Conflicts of Interests</b></li> <li>3. <b>Overview of Meeting Purpose</b></li> <li>4. <b>Invitation for Additional Topics</b></li> </ol>	David Landau
<b>(ACTION)</b>	<ol style="list-style-type: none"> <li>5. <b>Approval of August 31, 2021 Meeting Minutes</b></li> </ol>	Exhibit 1
3:05 – 3:10 PM	<ol style="list-style-type: none"> <li>6. <b>Board Informational Survey Discussion</b> <ul style="list-style-type: none"> <li>➤ Review the Results</li> </ul> </li> </ol>	Irwin Goverman Filiz Efe McKinney
3:10 – 3:20 PM	<ol style="list-style-type: none"> <li>7. <b>Board Assessment Survey Discussion</b> <ul style="list-style-type: none"> <li>➤ Reviewing Action Items from 9/23 BOD Meeting</li> </ul> </li> </ol>	Irwin Goverman Filiz Efe McKinney
3:20 – 3:50 PM	<ol style="list-style-type: none"> <li>8. <b>DEI &amp; Racial Equity Update</b> <ul style="list-style-type: none"> <li>➤ Draft DEI Committee Charter Discussion</li> <li>➤ Motion to approve formation of DEI Committee with Purpose, Name, and Charter to Board Approval</li> </ul> </li> </ol>	Ian Warner
<b>(ACTION)</b>		

*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.*



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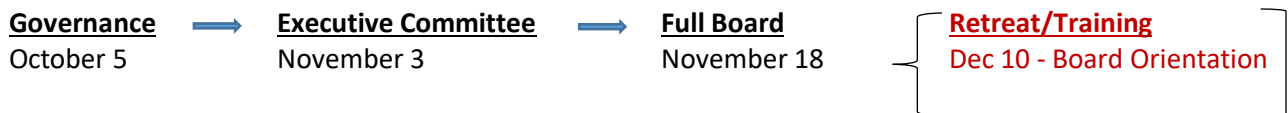
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3:50 – 4:10 PM	<b>9. Board Orientation/Member Onboarding</b> ➤ New Member Mentor Discussion ➤ Meeting with Committee Chairs ➤ Lunch and Learn Discussion	Exhibit 3	David Landau
4:10 – 4:20 PM <b>(ACTION)</b>	<b>10. 2022 Board Composition</b> ➤ Discuss Committee Assignment and Board Officers ➤ Recommendation of 2021 Board Leadership and Committee Assignments for Board Approval ➤ Committee Structure Discussion		David Landau
4:20 – 4:30 PM	<b>11. 2022 Workplan Draft</b> ➤ Draft of the Workplan	Exhibit 4	David Landau
4:20 – 4:40 PM	<b>12. Offboarding and Transitions</b> ➤ Exit Interviews ➤ Chair Transition Meetings		David Landau
4:40 – 4:50 PM	<b>13. Annual Meeting</b> ➤ Retiring Directors Acknowledgments ➤ Committee Chair Acknowledgments		David Landau
4:50 -5:00 PM	<b>14. Additional Topics</b> ➤ Annual Board Meeting Topics – November 18		David Landau
	<b>2021 Board and Committee Dates</b> ➤ Action Item Approval Flowchart	See below	David Landau Fieta Robinson

**Approval Flow Chart**



5:00 PM	<b>15. Adjournment</b>		David Landau
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## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio

#### GOVERNANCE COMMITTEE

October 05, 2021 MEETING

3:00 PM – 4:30 PM

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Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on October 05, 2021 at 3:00 PM via Zoom conference.

**PRESENT:** Irwin Goverman (Vice Chair), Connie Kravas, Sharon Kioko, Ian Warner, Heidi de Laubenfels, Filiz Efe McKinney and Caryn Mathes

**ABSENT:** David Landau (Chair) and David Roberts

**ALSO ATTENDING (STAFF):** Fieta Robinson

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I. **Meeting Called to Order**

Mr. Irwin Goverman called the meeting to order at 3:05 PM.

II. **Conflicts of Interest**

There were no conflicts of interest expressed.

III. **Approval of Meeting Minutes**

Mr. Goverman called for the approval of the Governance Committee Meeting minutes of August 31, 2021. A motion was duly made by Ms. Kravas and seconded by Mr. Warner. With no objections, the minutes were approved.

IV. **Board Informational Survey**

Mr. Goverman facilitated a discussion of the Board Information Survey results. Due to low response from members difficulty accessing the survey, the committee decided to reopen the survey to allow for more responses.

V. **Biennial Board Assessment Discussion**

Ms. McKinney presented on the feedback to the results from the recent full board meeting. The four major topics of feedback were a strong focus on increasing the ways in which board members can engage outside of the standard committee and board meeting structure, board members felt uncertain about how to effectively engage with the org and in their roles, a need for structured mentoring with both during and after onboarding, and few board members explicitly called out structural changes to meetings.

VI. **DEI Committee Creation**

Mr. Warner presented his current draft of the committee purpose, charter, and resolution for the creation of the committee for the Annual meeting.

## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio

#### GOVERNANCE COMMITTEE

October 05, 2021 MEETING

3:00 PM – 4:30 PM

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VII. Board Orientation

The Committee briefly discussed their goals and topics for the board orientation. There was a suggestion of potentially hosting the orientation in person.

VIII. Offboarding & Transitions

The Committee discussed who would be willing to do exit interviews for those members leaving the board this year, and confirmation of chair transition meetings.

IX. Annual Board Meeting Topics

Ms. de Laubenfels briefly discussed the draft agenda, including having the new directors speaking at the meeting.

X. Adjournment

There being no further business, Mr. Goverman adjourned the meeting at 5:03 PM.

Respectfully Submitted by  
Irwin Goverman, Vice Chair  
Fieta Robinson, Board Liaison