



KUOW, Governance Committee: July 26, 2022 Meeting Agenda

KUOW

Jul 26, 2022 at 3:00 PM PDT to Jul 26, 2022 at 4:30 PM PDT

- I. Welcome and Call to Order** **3:00 PM**
Presenter: David Landau
 - A. Invitation to Disclose Possible Conflicts of Interest**
 - B. Overview of Meeting Purpose**
 - C. Invitation for Additional Topics**
 - D. Approval of May 31, 2022, Governance Committee Meeting Minutes**
- II. Board Recruitment Update** **3:05 PM**
Presenter: Filiz Efe McKinney
 - A. Current Timeline**
 - B. Review Nominations**
 - C. Next Steps- Schedule Meet & Greets with Prospects**
- III. Engagement & Training Update** **3:50 PM**
Presenter: David Landau
 - A. Mentoring Progress Update**
 - B. Training Tools, Resource, Activities**
 - 1. Board Source Governance Training Next Steps**
Presenter: Filiz Efe McKinney
 - 2. DEI Training Debrief**
Presenter: David Landau
- IV. Informational Questionnaire Discussion** **4:00 PM**
Presenter: Filiz Efe McKinney
 - A. Review Data from Questionnaire**
 - B. Review Attendances**
- V. Additional Topics** **4:20 PM**
 - A. Discussion of Bylaws & Leave of Absence Update**
 - B. Items for Executive Committee Agenda**
 - C. Next Governance Meeting- August 30 2022**
- VI. Public Comment/ Executive Session** **4:25 PM**
- VII. Adjournment**



APPROVED KUOW, Governance Committee: July 26, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Jul 26, 2022 at 3:00 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Connie Kravas, David Landau, Heidi de Laubenfels, Filiz Efe McKinney

Members Absent: Irwin Goverman, Jessie Harris, Sharon Kioko, Ian Warner

Staff Present (In-Person): Ryleigh Brimhall, Shawnteasha Crow

Staff Present (Remote): Caryn Mathes, Kerry Swanson

I. Welcome and Call to Order

- i. Mr. Landau called the meeting to order at 3:04 PM.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. There were no conflicts of interest expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. David Landau provided a brief meeting overview.
- iv. Approval of May 31, 2022, Governance Committee Meeting Minutes
 - i. **Motion:** Mr. Landau called for the approval of the Governance Committee Meeting minutes of May 31, 2022. Motion moved by Connie Kravas and motion seconded by Heidi de Laubenfels. With no objections, the minutes were approved.

II. Board Recruitment Update Mr. Landau provided an update on the Board Recruitment timeline and led a discussion on potential Board prospects. Nominators were asked to highlight and expand upon their nominees.

- i. Action items following the conversation are:
 - i. Nominators reach out to those chosen nominees to confirm their continued interest.
 - ii. BEO's will schedule a Recruitment Taskforce Meeting
 - iii. BEO's will work on creating a standardized operating procedure manual for Meet & Greet.

III. Informational Questionnaire Discussion

- i. Mrs. Crow provided a brief update on the Informational Questionnaire and presented on the current results.

IV. As a result of time constraints and the focus on recruitment, the retreat, training debrief, and updates were deferred for our next future meeting.

VI. Adjournment Mr. Landau adjourned the meeting at 4:41 PM.



KUOW, Governance Committee: August 30, 2022 Meeting Agenda

KUOW

Aug 30, 2022 at 3:00 PM PDT to Aug 30, 2022 at 4:30 PM PDT

- I. Welcome & Call to Order 3:00 PM**
 - A. Invitation to Disclose Possible Conflicts of Interest**
 - B. Overview of Meeting Purpose**
 - C. Invitation for Additional Topics**
 - D. Approval of July 26th Governance Committee Meeting Minutes**
- II. Informational Questionnaire Results & Attendance 3:05 PM**
 - A. FY22 and FY23 Board Survey Results**
 - B. Updated Attendance Report**
 - C. 2023 Committee/Board Leadership**
- III. Board Recruitment Update 3:35 PM**
 - A. Review Nominations**
 - B. Meet & Greet Updates**
- IV. Bylaws & Quorum 4:10 PM**
- V. Engagement & Training Update 4:20 PM**
 - A. Mentors & Engagement**
 - B. DEI Training Update**
- VI. Training Tools, Resources and Activities**
 - A. Orientation Update**
- VII. Additional Topics 4:25 PM**
 - A. Current Affairs: Seattle ACT Theatre**
 - B. Items for Executive Committee Agenda**
 - C. Next Governance Meeting - Tuesday October 4, 2022**
- VIII. Public Comment**
- IX. Executive Session**
- X. Adjournment**



APPROVED KUOW, Governance Committee:

August 30, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Aug 30, 2022 at 3:00 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, Sharon Kioko, Connie Kravas, David Landau, Heidi de Laubenfels, Filiz Efe McKinney, Ian Warner

Members Absent: Jessie Harris

Staff Present (In-Person): Ryleigh Brimhall, Shawnteasha Crow

Staff Present (Remote): Caryn Mathes, Kerry Swanson

I. Welcome & Call to Order

- i. Mr. Landau called the meeting to order at 3:02 PM.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. There were no conflicts of interest expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. David Landau provided a brief meeting overview.
- iv. Approval of July 26th Governance Committee Meeting Minutes
 - i. **Motion:** Mr. Landau called for the approval of the Governance Committee Meeting minutes of July 26, 2022.
 - ii. Motion moved by Heidi de Laubenfels and motion seconded by Connie Kravas. With no objections, the minutes were approved.

II. Informational Questionnaire Results & Attendance

- i. Ms. McKinney presented the results from the FY23 Information Questionnaire. She provided a high-level summary of the anticipated 2023 Board Committee/Board Leadership member willingness and interest. Mr. Landau asked the committee to review the FY22 members' attendance.

III. Board Recruitment Update

- i. Mr. Landau updated the committee on the current recruitment efforts. He highlighted the success of the Meet & Greets with prospects and the new Meet & Greet Rubric. The goal was to have the FY23 slate voted on at the 09/22/22 Board Meeting.

IV. Bylaws & Quorum

- i. Mr. Landau led a committee discussion on potential bylaw changes. There was agreement to utilize member expertise to determine if and how to codify committee and board leadership terms and leave of absences.

V. Engagement & Training Update

- i. Mentors & Engagement
 - i. Mr. Landau provided a briefly update on mentors and to planned remind the mentors to do at least one more meeting this year with new members.
- ii. DEI Training Update
 - i. Mr. Warner debriefed the first session of DEI Training in July and gave an update on the upcoming final session in September. He also led a discussion on solidifying the focus and topics for the final session.

VI. Training Tools, Resources and Activities

- i. Orientation Update
 - i. Mrs. Crow provided a brief update on the orientation including the manual and event logistics.

VII. Additional Topics

- i. Items for Executive Committee Agenda
 - i. Mr. Landau would bring the results of the Annual Informational survey showing interest in FY23 committee and leadership, provide an orientation update and discuss the finalists for FY2023 Board positions, as well as the proposed process for approval at the September 22nd board meeting.

VIII. Public Comment

- i. There were no public comments given.

IX. Executive Session

- i. There was no executive session called for this meeting.

X. Adjournment

- i. With no remaining business, Mr. Landau adjourned the meeting at 4:10 PM.



**KUOW, Governance Committee:
September 15, 2022 Meeting Agenda**

KUOW
Sep 15, 2022 at 3:00 PM PDT to Sep 15, 2022 at 4:30 PM PDT

- | | |
|--|----------------|
| I. Welcome & Call to Order | 3:00 PM |
| A. Invitation to Disclose Possible Conflicts of Interest | |
| B. Overview of Meeting Purpose | |
| C. Invitation for Additional Topics | |
| D. Approval of August 30, 2022 Governance Committee Meeting Minutes | |
| II. Board Nominees & Meet and Greet | 3:05 PM |
| A. Summary of Meet and Greet Rubric | |
| B. Draft KUOW/PSPR Board & Committee Leadership Assignments | |
| III. Additional Topics | 4:05 PM |
| A. Next Governance Meeting - Tuesday October 4, 2022 | |
| IV. Next Steps | 4:10 PM |
| V. Public Comment | |
| VI. Executive Session | |
| VII. Adjournment | 4:20 PM |



APPROVED KUOW, Governance Committee:

September 15, 2022 Meeting Minutes

KUOW – Zoom & In-Person | September 15, 2022 at 3:00 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105

Virtual Location: Zoom

Attendance

Members Present: Mark Ashida, Irwin Goverman, Sharon Kioko, Connie Kravas, David Landau, Heidi de Laubenfels, Ian Warner

Members Absent: Jessie Harris, Filiz Efe McKinney

Staff Present (In-Person): Ryleigh Brimhall

Staff Present (Remote): Shawnteasha Crow, Caryn Mathes, Kerry Swanson

I. Welcome & Call to Order

- i. Mr. Landau called the meeting to order at 3:09 PM.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. There were no conflicts of interest expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. Landau provided a brief meeting overview.

II. Board Nominees & Meet and Greet

- i. The Committee reviewed the criteria and progress made to find prospective members. There was a discussion to finalize adding up to seven new members to the board this year. The Committee discussed the challenges of onboarding a larger group and the important of both mentoring as well as the engagement of committee chairs' with regard to new members.
- ii. At 3:29, Mr. Landau called an Executive Session to have a more in-depth and confidential discussion on the current slate of prospects.
- iii. At 4:09, Mr. Landau ended the Executive Session to vote on the agreed slate of 2023 Community Directors.
- iv. **Motion:** Mr. Landau called for the motion to vote on the current slate of prospects for election to the KUOW/PSPR 2023 Community Director positions. Each are nominated for a three-year term ending in 2025:
 - i. Carmen Cano
 - ii. David Chan
 - iii. Enrique Cerna
 - iv. Jamie Van Horne Robinson
 - v. Raina Wagner
 - vi. Jaelynn Scott
 - vii. Sharon Nyree Williams

Motion moved by Mark Ashida and motion seconded by Irwin Goverman. The motion was carried and subject to the confirmation that the nominees would stand for election, the KUOW, PSPR Governance Committee 2023 Director Nominations were moved to the Executive Committee for approval.

III. Public Comment

- i. There was no members of the public and no public comments were given.

IV. Adjournment

- i. With no remaining business, Mr. Landau formally adjourned the meeting at 4:12 PM.



KUOW, Governance Committee: October 4, 2022 Meeting

Zoom/ UW Tower Wallingford Room: 4333 Brooklyn Ave NE, Seattle WA 98105
Oct 4, 2022, at 3:00 PM PDT to Oct 4, 2022, at 4:30 PM PDT

Agenda

I. Welcome and Call to Order

- A. Invitation to Disclose Possible Conflicts of Interests**
- B. Overview of Meeting Purpose**
- C. Invitation for Additional Topics**
- D. Approval Governance Committee Meeting Minutes**
 - 1. August 30th Governance Meeting Minutes**
 - 2. September 15th Governance Meeting Minutes**

II. Action Items

- A. Approval of 2023 Board of Directors, Officers, and Committee Members**
 - 1. Resolution to Re-Elect Community Board Directors**
 - 2. Resolution to Elect 2022 Board Officers**
 - 3. Approval of 2023 Committee Members**

III. Recruitment Update

- A. Community At Large Self Nominations**
- B. Engagement of Prospective Nominees for 2023**
- C. Recruitment Process and Timeline Review**

IV. CEO 2023 Goals

V. Orientation and Onboarding Update

- A. Drafted Board Manual & Orientation Agenda**
- B. Onboarding Activities and Events**
 - 1. Governance BoardSource Training**
 - 2. Mentors and Mentees**

VI. Additional Topics

- A. Bylaws Amendment**
- B. Current Affairs: Seattle Pacific University**
- C. Current & New Committee Chair Meetings**

VII. Items for Executive Committee Agenda

VIII. Upcoming Meetings

- A. Exec Committee Meeting: Thursday, Nov 3rd**
- B. Annual BOD Meeting: Thursday, Nov 17th**

IX. Public Comment

X. Executive Session

XI. Adjournment



APPROVED KUOW, Governance Committee:

October 4, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Oct 4, 2022, at 3:00 PM PDT

In-Person Location: UW Tower Wallingford Room: 4333 Brooklyn Ave NE, Seattle WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, Sharon Kioko, David Landau, Heidi de Laubenfels

Members Absent: Jessie Harris, Connie Kravas, Filiz Efe McKinney, Ian Warner

Staff Present (Remote): Shawnteasha Crow, Caryn Mathes, Fieta Robinson, Kerry Swanson

Staff Present (In-Person): Ryleigh Brimhall

I. Welcome and Call to Order

- i. Mr. Landau called the meeting to order at 3:04 PM.
- ii. Invitation to Disclose Possible Conflicts of Interests
 - i. There were no conflicts of interest expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. Landau provided a brief meeting overview.
- iv. Approval Governance Committee Meeting Minutes
 - i. **Motion:** Mr. Landau called for the approval of the Governance Committee Meeting minutes of August 30, 2022 & September 15, 2022 .
 - ii. Motion moved by Irwin Goverman and motion seconded by Heidi de Laubenfels. With no objections, the minutes were approved.

II. Approval of 2023 Board of Directors, Officers, and Committee Structure

- i. Mr. Landau led the Committee in a discussion of the 2023 Board Officers and Committee Structure. As a result of the discussion, the Committee will continue to focus and discuss utilizing new Board members while balancing the workload and commitments of current members.
 - i. **Motion:** Mr. Landau called for a motion to approve the current 2023 Committee Slate including Board Officers, subject to members agreeing to these roles.
 - ii. Motion moved by Irwin Goverman and motion seconded by Sharon Kioko. With no objections, the conditional slate will move to the Executive Committee for approval.

III. Recruitment Update

- i. The Committee briefly began discussion on engaging with the Community at Large and individuals with expressed interest in board service for future Board Nominations and/or assigned committee work.

IV. CEO 2023 Goals

- i. Ms. Mathes presented her 2023 CEO Goals, with areas of focus including but not limited to: financial solvency, Strategic Impact Framework implementation, C-Suite hiring, and maintaining KUOW's national leadership.

V. Orientation and Onboarding Update

- i. Mrs. Crow updated provided a highlevel overview of the 2022 New Board Orientation, a brief update on the 2022-2023 Board Manual, and took questions from the committee.

VI. Public Comment

- i. There were no members of the public in attendance and no public comments were made.

VII. Executive Session

- i. There was no executive session called.

VIII. Adjournment

- i. With no remaining business, Mr. Landau adjourned the meeting at 4:42 PM.



KUOW, Governance Committee January 18 Meeting

ZOOM/UW TOWER

Jan 18, 2023 at 3:00 PM PST to Jan 18, 2023 at 4:30 PM PST

Agenda

I. Welcome & Call to Order

A. Invitation to Disclose Possible Conflicts of Interest

B. Overview of Meeting Purpose

- Meeting attendance expectation and goal.
- Does this time of day work for everyone?
- Introductions

C. Invitation for Additional Topics

D. Approval of Governance Committee Meeting Minutes

II. Committee Business

A. Workplan Review & Feedback

B. Bylaws Review

- LOA Policy
- Assistant Treasurer
- Officer Responsibility Descriptions
- Officer Tenure & Succession Planning

C. Mentors

D. Engagement

Hosting a Board social event.

III. Additional Topics

IV. Items for the Executive Committee Agenda

Board Dinner on May 5th ahead of Retreat.

V. Upcoming Meetings

VI. Public Comment

VII. Executive Session

VIII. Adjournment



APPROVED KUOW, Governance Committee

January 18, 2023 Meeting Minutes

KUOW – Zoom & In-Person | Jan 18, 2023 at 3:00 PM PST

In-person Location: UW Tower Cascade Room: 4333 Brooklyn Ave NE, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remotely): Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Andy McGovern, Raina Wagner, Ian Warner

Staff Present (In-Person): Ryleigh Brimhall

Staff Present (Remotely): Shawnteasha Crow, Caryn G. Mathes, Fieta Robinson, Kerry Swanson

I. Welcome & Call to Order

- i. Mr. Irwin Goverman called the meeting to order at 3:03 PM.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. There were no conflicts of interest expressed.
- iii. Invitation for Additional Topics
 - i. Mr. Goverman brought the topic of committee meetings being virtual or in-person to the committee to discuss. The Committee decided to determine on a meeting-by-meeting basis at this time.
- iv. Overview of Meeting Purpose
 - i. Mr. Goverman provided a brief meeting overview.
- v. Approval of the October 4 Governance Committee Meeting Minutes
 - i. Mr. Goverman called for the approval of the Governance Committee October 4, 2022, Meeting minutes.

Motion moved by Mark Ashida and motion seconded by Heidi de Laubenfels. With no objections, the minutes were approved.

II. Committee Business

- i. Workplan Review & Feedback

Mr. Goverman provided an overview of the 2023 Draft Workplan and led the committee in a collaborative discussion. The Committee highlighted each of the sections for the success of the Governance Workplan: Bylaws, Assessments, Recruitment, Mentoring, and Training. The Assessments discussion was focused on the timing and potential overlap of the multiple assessments for this year.

The Recruitment section brought forward ideas for the process, including alternative forms of recruitment. Mr. Goverman will reach out to Mrs. Kravas and Mrs. Laubenfels as potential co-chairs to lead the recruitment effort. Mr. Ashida and Ms. Robinson agreed to meet outside of the Committee to discuss strategy around Board recruitment.

With Mentoring, there was a discussion on defining expectations, checkpoints, and touchpoints with new members.

The Training section was discussing New Board Member Orientation debrief, Retreat planning, and DEI Training being owed DEI Committee. For the Board Retreat so far, the planning committee includes a partnership between Governance and the Strategic Planning Committee chairs and vice chairs and the Board chair: Irwin Goverman, David Landau, Heidi de Laubenfels, Roshni Naidu, and Andy McGovern.

ii. Bylaws Review

Mr. Goverman and the Committee discussed various potential updates that could be made to the Bylaws, including Leave of Absence Policy, Assistant Treasurer, Officer Responsibility, and Office Tenure and Succession Planning. In conclusion, Mr. Landau and Ms. Wagner will take the lead on the Bylaw Review.

iii. Mentors

Mr. Goverman informed the Committee that engagement is a key focus for the Board this year. With that, Mr. McGovern discussed some ways the Committee and Mentors would be utilized to support Board Engagement.

Here are the following mentoring assignments:

- David Landau & Carmen Cano
- Filiz Efe McKinney & Sharon Nyree Williams
- Mark Ashida & Enrique Cerna
- Wassef Haroun & Jamie Robinson
- David Iyall & Raina Wagner
- Irwin Goverman & David Chan

iv. Engagement

The Committee discussed possible opportunities for social events. There was a consensus on attaching a social component to the end-of-scheduled board meetings and the Annual Retreat. There was also a discussion about hosting a staff event provided by the Board.

III. Items for the Executive Committee Agenda

- i. Mr. Goverman wanted to bring the event ideas, mentoring expectations, presenting workplans, and the related timelines for 2023 Governance goals and projects.

IV. Public Comment

- i. Mr. Goverman asked if there were any members of the public in attendance virtually or in-person, and there were none; therefore, no public comments were made.

V. Executive Session

- i. Mr. Goverman did not call for an Executive Session.

VI. Adjournment

- i. With no remaining business, Mr. Goverman adjourned the meeting at 4:30 PM.



KUOW, Governance Committee March 2 Meeting

KUOW

Mar 2, 2023 at 3:00 PM PST to Mar 2, 2023 at 4:30 PM PST

Agenda

Welcome & Call to Order

3:00 PM

Presenter: Irwin Goverman

A. Board Engagement Through an Equity Perspective

We encourage all Board members to consider these guiding questions as they engage in their work:

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

D. Invitation for Additional Topics

E. Approval of Governance Committee Meeting Minutes

II. Committee Business

A. Review & Finalize Workplan

3:05 PM

B. Mentoring Check-In

3:35 PM

C. Retreat Update

3:40 PM

D. Recruitment Update

3:55 PM

E. Bylaws Update

4:00 PM

Presenters: David Landau, Raina Wagner

F. COI Update

4:10 PM

Missing Completed Forms From:

- David C.
- Wassef
- Jessie
- Chris
- Roshni
- Sharon W.

G. DEI Update

4:15 PM

III. Additional Topics

4:25 PM

IV. Items for the Executive Committee Agenda

V. Upcoming Meetings

Governance:

- March 28th

VI. Public Comment

4:27 PM

VII. Executive Session

VIII. Adjournment

4:29 PM



APPROVED KUOW, Governance Committee: March 2 Meeting Minutes

KUOW – Zoom & In-Person | Mar 2, 2023 at 3:00 PM PST

In-Person Location: Rita Koontz Community Space- 1121 NE 45th St Ste 100, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Raina Wagner

Members Absent: Ian Warner

Staff Present (In-Person): Shawnteasha Crow

Staff Present (Remote): Caryn Mathes, Fieta Robinson, Kerry Swanson

I. Welcome & Call to Order

- i. Mr. Goverman called the meeting to order at 3:03pm
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. Goverman asked for the members of the committee to disclose any possible conflicts of interest, and none were expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. Goverman gave a brief overview of the meeting's purpose highlighting finalizing the workplan, discussing Recruitment and Retreat, and any outstanding tasks.
- iv. Invitation for Additional Topics
 - i. Mr. Goverman asked the Committee for additional meeting topics and none were expressed.
- v. Approval of Governance Committee Meeting Minutes
 - i. **Motion:** Mr. Goverman called for a motion to approve the January 18th Governance Committee Meeting Minutes.
 - ii. Motion moved by David Landau and motion seconded by Heidi de Laubenfels. Without any objection, the January 18th meeting minutes were approved.

II. Committee Business

- i. Review & Finalize Workplan
 - i. Mr. Goverman and the Committee reviewed the finalized workplan and discussed upcoming tasks and deliverables for the Exec Committee and Board meeting as well as any missing components to the workplan and feedback.
- ii. Mentoring Check-In
 - i. Mr. Goverman shared with the Committee that all new Board members have been assigned a mentor. Additionally, most mentors and mentees have already established contact and have met and Mr. Goverman will look into those who have not established contact yet.

iii. Retreat Update

- i. Mr. Goverman invited Ms. de Laubenfels to give an update on the May Board Retreat. Ms. de Laubenfels shared with the Committee that the theme for the Retreat is Engagement – continuous engagement for the Board, with the staff, and with the community. Additionally, the Retreat planning committee will be sharing out a pre-event survey to gauge the Board around what drew them to Board service and barriers and growth areas to Board engagement. The Retreat Taskforce will be meeting on Wednesday, March 8th.

iv. Recruitment Update

- i. Mr. Goverman shared with the Committee that the Recruitment Taskforce will be meeting on March 7th to discuss what recruitment looks like this cycle. Ms. Robinson and Mr. Ashida will be meeting to discuss further ways to recruit Board members outside of referrals and will update the Committee.

v. Bylaws Update

- i. Mr. Goverman invited Mr. Landau and Ms. Wagner to update the Committee on their progress of the Bylaws Update. The Committee discussed the necessity of a bylaw update for certain topics verses adding updates to the Board Manual or policy statement. And Mr. Landau and Ms. Wagner will continue to analyze the Bylaws and make recommodations at future meetings.

vi. COI Update

- i. Mrs. Crow shared with the Committee that six Board members were outstanding in turning in their Conflict of Interest form. Mr. Landau brought up clarifying questions around the difference of the Form 990 verses the Conflict of Interest form and highlighted that the Form 990 goes along with the audit and that our Conflict of Interest form addresses a different purpose around conflict.

vii. DEI Update

- i. Mr. Warner was absent and could not give a DEI update. Mrs. Crow did remind the Committee that the DEI Committee has a standing and open invitation for members to attend their meetings.

III. Public Comment

- i. There was no members of the public in attendance at the Rita Koontz Community Room or on Zoom, therefore no public comment was made.

IV. Adjournment

- i. Without any further business, Mr. Goverman adjourned the meeting at 4:30pm.



KUOW, Governance Committee March 28 Meeting (Virtual) RSVP Required

KUOW

Mar 28, 2023 at 3:00 PM PDT to Mar 28, 2023 at 4:30 PM PDT

Agenda

I. Welcome & Call to Order

3:00 PM

Presenter: Irwin Goverman

A. Board Engagement Through an Equity Perspective

We encourage all Board members to consider these guiding questions as they engage in their work:

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

- Overview of the Workplan & Progress
- Recruitment Update

D. Invitation for Additional Topics

E. Approval of the March 2nd Governance Committee Meeting Minutes

II. Committee Business

A. Workplan Review

Presenter: Irwin Goverman

3:05 PM

B. Recruitment Update

3:15 PM

C. Retreat Update

Presenters: Irwin Goverman, Heidi de Laubenfels

3:45 PM

Do we have a draft of the agenda?

D. Mentoring Update

Presenter: Irwin Goverman

4:00 PM

Mentoring Pairings:

- Jamie & Wassef
- Raina & David I.
- David C. & Irwin

- Sharon W. & Filiz
- Enrique & Mark
- Carmen & David L.

E. Bylaws Update

Presenters: David Landau, Raina Wagner

4:05 PM

III. Additional Topics

4:15 PM

IV. Items for the Executive Committee Agenda

V. Upcoming Meetings

DEI

- March 23rd

R&R *rescheduled*

- March 30th

FIN

- April 4th

EXEC

- April 13th

BOARD MTG

- April 27th

GOV

- May 30th

VI. Public Comment

4:20 PM

VII. Executive Session

VIII. Adjournment

4:25 PM



APPROVED KUOW, Governance Committee

March 28 Meeting Minutes

KUOW – Virtual & In-Person | Mar 28, 2023 at 3:00 PM PDT

In-Person Location: Rita Koontz Community Space- 1121 NE 45th St Ste 100, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Andy McGovern, Raina Wagner

Members Absent: Ian Warner

Staff Present (In-Person): Shawnteasha Crow

Staff Present (Remote): Fieta Robinson, Kerry Swanson

Staff Absent: Caryn Mathes, Ryleigh Brimhall

I. Welcome & Call to Order

- i. Mr. Goverman welcomed the Committee members called the meeting to order at 3:02pm.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. Goverman asked the Committee to disclose any possible conflicts of interest, and none were expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. Goverman provided the Committee with a brief overview of the meeting's agenda including going over the Committee's workplan, a Recruitment update, and a Retreat update.
- iv. Approval of the March 2nd Governance Committee Meeting Minutes
 - i. Mr. Goverman called for a motion to approve the March 2nd Governance Committee minutes.
 - ii. **Motion:** Motion moved by Heidi de Laubenfels and seconded by Mark Ashida. With no objections the March 2 Governance meeting minutes were approved.
- v. Invitation for Additional Topics
 - i. Mr. Goverman asked the Committee for additional meeting topics and none were expressed.

II. Committee Business

- i. Workplan Review
 - i. Mr. Goverman led the Committee in reviewing the progress on the workplan. The Committee is currently on target for the month of March.
- ii. Recruitment Update
 - i. Mr. Goverman and the Committee had a fruitful discussion regarding Board recruitment and retention. The Recruitment Sub-Committee polled the current Board members about their continued interest in Board service and the Committee

discussed those initial results. A key takeaway from the early results of the poll illuminated the potential departure of Board members of color and the Committee discussed potential retention strategies for members of color¹. Given the early results of the poll and the conclusion of the Recruitment Taskforce meeting, key areas of expertise for recruiting include growth and product management, finance, human resources, and journalism.

For the next Governance meeting, the Recruitment Taskforce will share a short list of potential candidates and the results of follow up conversations with Board members considering departing the Board.

iii. Retreat Update

- i. Ms. de Laubenfels gave the Committee and update on the May 6th Board Retreat including an overview of the day. Ms. de Laubenfels shared that future scenario planning may be an activity at the Retreat as well as engaging the Board in a discussion about the future digital state of KUOW. The next Retreat taskforce meeting is scheduled for April 5th at 2pm.

iv. Mentoring Update

- i. Mr. Goverman will continue to reach out to Board mentors and encourage them to reach out to their mentee.
- ii. Mentoring Pairings:
 - a. Jamie & Wassef
 - b. Raina & David I.
 - c. David C. & Irwin
 - d. Sharon W. & Filiz
 - e. Enrique C. & Mark
 - f. Carmen C. & David L.

v. Bylaws Update

- i. Mr. Landau and Ms. Wagner will be meeting to bring a Bylaw recommendation to the May Governance meeting.

III. Public Comment

- i. There were no members of the public in attendance virtually via Zoom or in-person and no public comment was made.

IV. Adjournment

- i. Without any further business, Mr. Goverman adjourned the meeting at 4:02pm.

ⁱ As of 5/30 the Committee has learned that the results of the Board poll have differed than initially indicated.



KUOW, Governance Committee May 30 Meeting

KUOW

May 30, 2023 at 3:00 PM PDT to May 30, 2023 at 4:30 PM PDT

Agenda

I. Welcome & Call to Order

3:00 PM

A. Board Engagement Through an Equity Perspective

We encourage all Board members to consider these guiding questions as they engage in their work:

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

D. Invitation for Additional Topics

E. Approval of March 28th Governance Committee Meeting Minutes

II. Committee Business

A. Recruitment Nominations Update

3:03 PM

Presenters: Irwin Goverman, David Landau

- Recruitment Candidates List = short list
- Candidate Nomination Form = all nominees from 2022 and 2023

1. Alternative Recruiting Progress Update

Presenters: Fieta Robinson, Mark Ashida

B. Bylaw Review

3:43 PM

Presenters: David Landau, Raina Wagner

C. Mentor Check-In

4:03 PM

Presenter: Irwin Goverman

Mentor Pairings:

- David C. – Irwin
- Raina – David I.
- Carmen – David L.
- Enrique – Mark
- Jamie – Wassef
- Sharon – Filiz

D. Upcoming Projects Overview

Presenter: Irwin Goverman

Orientation

Bi-Annual Board Assessment

4:13 PM

III. Additional Topics

IV. Items for the Executive Committee Agenda

V. Public Comment

4:23 PM

VI. Upcoming Meetings

GOV: July 11th

Budget Hearing #2

- June 8th

Board Mtg

- June 22th

VII. Adjournment

4:28 PM

VIII. Executive Session



APPROVED: KUOW, Governance Committee May 30 Meeting Minutes

KUOW – Virtual & In-Person | May 30, 2023 at 3:00 PM PDT

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

Virtual Location | Zoom

Attendance

Members Present (Remote): Irwin Goverman, David Landau, Heidi de Laubenfels, Raina Wagner

Members Absent: Mark Ashida, Ian Warner

Staff Present (In-Person): Ryleigh Brimhall

Staff Present (Remote): Shawnteasha Crow, Caryn Mathes, Fieta Robinson, Kerry Swanson

I. Welcome & Call to Order

I. Mr. Goverman called the meeting to order at 3:08pm.

II. Invitation to Disclose Possible Conflicts of Interest

i. Mr. Goverman asked the Committee to disclose any possible conflicts of interest, and none were expressed.

III. Overview of Meeting Purpose

i. Mr. Goverman gave a brief overview of the purpose for the meeting. The primary focus of the meeting was to discuss Recruitment for the upcoming year and to discuss the Bylaws.

IV. Invitation for Additional Topics

i. Mr. Goverman asked the Committee for any additional topics to add to the agenda and none were expressed.

V. Approval of March 28th Governance Committee Meeting Minutes

i. Prior to the approval of the March 28th meeting minutes. Mr. Landau brought to the Committee's attention that during the March 28th meeting, the Committee thought that the Board was going to lose at least 4 BIPOC Board members. As of May 30, the Committee knows that Board will not be losing that many Board members of color and that it was an error within the polling process.

ii. Mr. Goverman asked the Committee for a motion to approve the March 28th meeting minutes.

iii. **Motion:** Motion to approve the March 28th meeting minutes was moved by David Landau and motion seconded by Heidi de Laubenfels. Without any objections the meeting minutes were approved.

II. Committee Business

I. Recruitment Nominations Update

i. Mr. Goverman shared with the Committee a short list of candidates of interest for the upcoming recruitment cycle. The Recruitment sub-committee worked to create a list

of candidates of interest that met the expertise need for the Board (finance, digital and product management) and could further expand KUOW's reach within the community. Afterwards, the Committee discussed next steps which included confirming nominees' interest and understanding of their commitment to Board service and then scheduling meet and greets.

ii. Alternative Recruiting Progress Update

a. Ms. Robinson shared with the Committee that she and Mr. Ashida met to discuss alternative recruitment strategies for the next recruitment cycle. Ms. Robinson and Mr. Ashida strategy focus on moving Board Recruitment from a people centric process to a more automated process utilizing Salesforce. The Committee was interested in the proposal and seeing the continuation with the pilot.

II. Bylaw Review

i. Mr. Landau and Ms. Wagner presented to the Committee potential areas within the Bylaws that could benefit from revising and updating. Mr. Landau focused his presentation on Leave of Absence and Proxies and Ms. Wagner focused on Officers and the potential expansion of Board Officers.

III. Mentor Check-In

i. Mr. Goverman did not reach out to mentors for an update in time for the meeting therefore there was no mentor update.

IV. Upcoming Projects Overview

i. Due to time, this topic was tabled for a future meeting.

III. Public Comment

I. There were no members of the public in attendance virtually via Zoom or in-person and no public comment was made.

IV. Adjournment

I. Without any further business, Mr. Goverman adjourned the meeting at 4:34pm