



## **KUOW, PSPR April 27 Board Meeting**

KUOW

Apr 27, 2023 at 4:30 PM PDT to Apr 27, 2023 at 6:30 PM PDT

### **Agenda**

#### **I. Welcome & Call to Order**

**4:30 PM**

Presenter: Andy McGovern

##### **A. Land Acknowledgement**

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

##### **B. 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?*

##### **C. Invitation to Disclose Possible Conflicts of Interest**

##### **D. Overview of Meeting Purpose**

##### **E. Invitation for Additional Agenda Topics**

##### **F. Approval of February 23 Board of Directors Meeting Minutes**

#### **II. Audience Next Report**

**4:35 PM**

Presenter: Arvid Hokanson

#### **III. TOCA Results & Key Takeaways**

**4:50 PM**

Guest: Scott Winn

#### **IV. Committee Updates**

**5:00 PM**

Committee Summary for Review

- 10 minutes for reading
- 15 minutes for discussion

##### **A. Governance Committee**

<ul style="list-style-type: none"> <li>1. March 2nd Governance Meeting Minutes (approved)</li> <li>2. DRAFT March 28th Governance Meeting Minutes</li> </ul>	
<b>B. Strategic Planning Committee</b>	
<ul style="list-style-type: none"> <li>1. DRAFT March 6th SPC Meeting Minutes</li> </ul>	
<b>C. Diversity, Equity and Inclusion</b>	
<ul style="list-style-type: none"> <li>1. DRAFT March 23rd DEI Committee Meeting Minutes</li> </ul>	
<b>D. Reach &amp; Resource</b>	
<ul style="list-style-type: none"> <li>1. DRAFT March 30th R&amp;R Committee Meeting Minutes</li> <li>2. Department Summaries</li> <li>3. Digital Product Presentation</li> <li>4. Audience Next Preview</li> </ul>	
<b>E. Finance &amp; FISC</b>	
<ul style="list-style-type: none"> <li>1. DRAFT April 4th FIN Committee Meeting Minutes</li> </ul>	
<b>F. Executive Committee</b>	
<ul style="list-style-type: none"> <li>1. February 9th Exec Committee Meeting Minutes (approved)</li> </ul>	
<b>V. Retreat Update</b>	<b>5:25 PM</b>
Presenter: Heidi de Laubenfels	
<b>VI. Users, Usage and Money</b>	<b>5:35 PM</b>
Presenter: Kerry Swanson	
<b>VII. Station Business &amp; Updates</b>	
<b>A. CEO Self-Assessment</b>	<b>5:50 PM</b>
<ul style="list-style-type: none"> <li>1. CEO Assessment Timeline</li> </ul>	
Presenter: Irwin Goverman	
<b>B. YTD Financials</b>	<b>6:05 PM</b>
<ul style="list-style-type: none"> <li>1. Dashboard Report</li> <li>2. Tonnage Report</li> </ul>	
<b>VIII. RET Update</b>	<b>6:15 PM</b>
Presenter: Fieta Robinson	
<b>IX. Other Business</b>	
<b>X. Upcoming Meetings</b>	
<u>Board Retreat @ the Burke</u>	
<ul style="list-style-type: none"> <li>• May 6th 9am-3pm</li> </ul>	
<b>XI. Public Comment</b>	<b>6:20 PM</b>
<b>XII. Open Session Adjournment</b>	
<b>XIII. Executive Session</b>	

An Executive Session can be called at any time during the meeting based on the following criteria:

- to consider matters relation 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 service whenever the premature exposure of such purchase would compromise the business interest of any such organizations.

#### **XIV. Executive Session Adjournment**



# APPROVED: KUOW, PSPR April 27 Board Meeting Minutes

KUOW – Zoom & In-Person | Apr 27, 2023 at 4:30 PM PDT

In-Person Location: KUOW Conference Room 4518 University Way NE

Virtual Location: Zoom

## Attendance

**Members Present:** Mark Ashida, Enrique Cerna, David Chan, Heidi de Laubenfels, Irwin Goverman, Wassef Haroun, Jessie Harris, Randy Hodgins, Christopher Jay, Sharon Kioko, Connie Kravas, David Landau, Caryn G. Mathes, Filiz Efe McKinney, Andy McGovern, Roshni Naidu, Claire O'Donnell, Jamie Robinson, Raina Wagner, Sharon Nyree Williams

**Members Absent:** Carmen Cano, David Iyall, Michelle Merriweather, Ian Warner

**Staff Present (In-Person):** Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

**Guests:** Karen Hirsch, Scott Winn

**Members of the Public:** Steve Alexander, Natalie Newcomb, Matt Albertson, Gina Kilbridge, Kyong Kim, Kate Thayer

- I. **Welcome & Call to Order** | Mr. McGovern called the April Board Meeting to order at 4:36pm.
  - a. Land Acknowledgement
    - i. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, acknowledging the Indigenous tribes and nations of the Puget Sound area.
  - b. Board Engagement Through an Equity Perspective
    - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centering equity at the Board meeting and in discussion.
  - c. Invitation to Disclose Possible Conflicts of Interest
    - i. Directors were invited to disclose any conflict of interest. There were none.
  - d. Overview of Meeting Purpose
    - i. Mr. McGovern did not give an overview of the meeting since everyone had a copy of the meeting agenda accessible to them.
  - e. Invitation for Additional Agenda Topics
    - i. Mr. McGovern asked the Committee for any additional agenda topics, and none were expressed.
  - f. Approval of February 23 Board of Directors Meeting Minutes
    - i. Mr. McGovern called for a motion to approve the February 23rd Meeting minutes.
    - ii. **Motion** moved by Heidi de Laubenfels and motion seconded by Chris Jay. Without any objection, the meeting minutes were approved.
  
- II. **Audience Next Report** | Mr. Hokanson presented the first phase of the Audience Next Report provided by consultants of KUOW. Key takeaways from the report are:
  - a. Across all age groups, respondents consume most of their news and information digitally.
  - b. 58% of all respondents prefer to consume news and information on a smartphone. Among 18–24-year-olds, 70% prefer to get news and information on a smartphone.
  - c. Accessibility of content matters; 32% indicate they go back to their most popular sources because they make content easy to find and access. Only trust, reliability, and consistency ranked above ease of access (41%).

- d. Respondents use social media more days per week, on average, (4.4) to get news and information than they do with other tools. Search engines (4.3 average days per week), and news websites or apps (4.0 days per week) are also frequently used.
- e. Most respondents prefer to use news websites and apps more and social media less for news and information, but preferences differ across age groups.
- f. Audiences that are college educated, White, and age 25-34 have the largest gaps between how much they value local news and how satisfied they are with coverage.

Committee members discussed the details, timeline, and purpose. KUOW Management continue to keep the Committee updated and will return with answers to questions asked.

**III. TOCA Results & Key Takeaways |** KUOW Racial Equity Consultant Scott Winn presented a summary of the Transforming Organizational Culture Assessment (TOCA). Mr. Winn shared that the TOCA is a tool with the goal of understanding internal organizational workplace culture by promoting racial equity and examining and addressing white dominate culture. The Committee is still interested in some version of the TOCA being taken by the Board and the DEI Committee is still discussing this potential survey.

Key takeaways from the assessment were:

- a. 112 out of 134 employees responded to the survey, with 59 (44%) identifying at “Black, people of color, and/or multiracial” (referred throughout this document as “people of color”), and 75 (56%) identifying as white.
- b. The first TOCA Survey was in 2020 and we are using that as a baseline to compare it with the 2022 data.
- c. Overall there was progress in 2022. Employee responses to the survey demonstrated an increased perception that KUOW is transforming its culture and practices towards becoming, as listed in the REDI Plan, “an anti-racist organization that contributes to achieving racial equity in the Puget Sound region.”
- d. There are two areas for prioritized attention.
  - Increase employees (in particular Senior Leadership) skills in giving and receiving feedback and have feedback lead to individual and organizational transformation.
  - Clarity is needed on measurements for success - particularly the importance of looking at progress on external, community indicators of racial equity.
- e. Overarching 2022 Recommendations
  - Continue to socialize and strategize implementation of the “Becoming an Anti-Racist Culture at KUOW” document that was adopted as part of the 2020 TOCA Assessment.
  - Conduct a workshop on and formalize ongoing discussions concerning the impact of white dominant norms and center cultural norms that focus on racial equity to counter it.

**IV. Committee Updates |** Mr. McGovern requested the Committee to review the Committee Summaries documented. Due to time, questions and comments on the Committee Summaries were tabled. Summaries are listed in order of Committee meetings.

- a. Governance Committee (GOV) Summary:
  - i. The meeting encompassed all the workplan/scheduled items:
    - 1. Recruiting for Board Members
      - a. Number of Recruits needed as updated by Board Retention
      - b. Skillset Priorities: Growth and Product Management, Finance, Human Resources and Journalism

- c. Increased Efforts to recruit to diversity and inclusion goals
    - d. Email to all Board Members [regarding Recruitment]
  - ii. Mentoring Program Status
  - iii. Retreat Collaboration and Planning with SPC – especially Engagement and Scenario Planning
  - iv. Updates/reviews of Board Policies and Bylaws
- b. Strategic Planning Committee (SPC) Summary:
  - i. Kerry enabled a rich, lively discussion about strategy by sharing with the committee an overview of the station’s fiscal year 2024 SIF, featuring an overarching goal (to double audience and revenue between 2022-2030), two “big bets” for the year, and strategies, tactics and metrics associated with each SIF outcome. We took time to independently read and comment, then discuss. Audience was a key focus in the meeting: Who are we trying to reach, and how? What do we know about audience segments, and how is that informing strategy and tactics? On what basis does KUOW think growing content will help grow revenue? How are innovation experiments tied to outcomes? The conversation led to discussion of the relationship between KUOW and NPR, and how that relates to the strategic priorities.
- c. Diversity, Equity and Inclusion Committee (DEI) Summary:
  - i. We heard an RET update that included discussion of a Manager Equity Training workshop. We were also joined by GOV Committee leadership to discuss integration of our DEI lens in their work.
- d. Reach and Resource Committee (R&R) Summary:
  - i. The R&R committee met virtually on March 30th and heard presentations from Rami representing the Digital Product updates and Arvid previewing the Audience Report. In Rami’s presentation he shared with the Committee updates made to the website including font, color, style and typography. The next step for the Digital Product team is to conduct A/B testing to monitor traffic and engagement. And the Committee is excited to hear about these updates and how they will impact future donations as well. In Arvid’s presentation he previewed the Audience Next Survey and will be giving a full presentation to the Board at the April meeting. Within the Audience Next Survey Arvid mentioned the potential opportunity for the Board to engage in observing future focus groups. Lastly, the Committee reviewed the Revenue Department’s Summaries and asked questions. All of these presentations and summaries are in the packet for review.
- e. Finance and Audit Committee (FIN) Summary:
  - i. The meeting focused on the Station’s budget for FY 2024 (July 1, 2023 – June 30, 2024). Courtney Miller provided a detailed outline of expected revenue projections from Business Support, noting that the Station is currently projecting a softening in revenues, especially from national businesses. Local business support is also softening, but projections were stronger. Courtney’s presentation also highlighted a decline in live listening audience and this has a direct impact on business support that is highly dependent upon ads based on KUOW’s market share in the region.
 

Rashad Brown provided a detailed outline of revenue projections from Memberships. Highlights from the presentation were that membership retention rates are comparable to other stations in the region; however, donor conversion is showing erosion. Rashad’s team is focused on recruiting members and keeping members engaged, and limiting attrition.

Steve Alexander provided a detailed outline of revenue projections from Philanthropy. Again, revenues from Philanthropy in 2024 will be slightly lower as large and unexpected gifts were received in 2023, and there is no expectation that those revenues will be recurring in the future.

Kerry Swanson and Caryn Mathes provided an overview of the Station's expenses and overall operating budget. The station is currently projecting a \$3.4 million deficit that reflects an 11 percent growth in the station's expenses (from \$22.3M to \$24.9M), and a modest decline in revenues (from \$21.9M to \$21.53). FY 2023 included one-time sources of revenue that are not included in FY 2024 budget.

f. Finance, Investment Sub Committee (FISC) Summary: The FISC did not have a meeting, therefore there is no summary for the sub committee.

g. Executive Committee (EXEC) Summary:

- i. We tried the preread format for committee updates for the first time at exec committee (this doc), which worked well to leave space for attendee participation and will become standard practice for all exec and full board. Director retention and engagement continue to be top of mind. Andy is prioritizing meeting with all directors who expressed in the recent Gov survey that they may not return next year. Caryn and Kerry discussed plans to reduce spending in the upcoming budget to minimize the projected budget deficit. We were joined by Scott Winn to discuss the TOCA results, which will be brought to full board. Heidi gave an update on retreat planning, which will also be recapped at full board. We reviewed an earlier version of the Users Usage Money diagram, which the station has revised and Kerry will present at full board.

V. **Retreat Update** | Consultant Karen Hirsch and Ms. de Laubenfels to shared with the Committee a final update on the May Board Retreat. Ms. de Laubenfels presented on the agenda of the day and Karen discussed the guest speakers and their presentation on scenario planning.

VI. **Users, Usage and Money (UUM)** | Mr. Swanson presented an updated version of the UUM diagram from the April 13 Executive Meeting. In 2022 KUOW saw more of their audience consuming audio via mobile or digital devices versus traditional broadcast, this is something KUOW must respond and pivot towards to continue to remain relevant in the public radio. With that, Mr. Swanson met with Senior Leadership to take the initial framework of UUM started by Mr. McGovern to improve upon how KUOW and NPR products can create more users and increase revenue. Mr. McGovern requested that staff presentations to the Board orient around UUM.

VII. **Station Business & Updates**

- a. CEO Assessment: Mr. Goverman presented an overview of the CEO Assessment process and timeline. Mr. Goverman shared how the data is collected by unique survey links and the importance of Directors completing their surveys on time.
- b. Year-To-Date (YTD) Financials: Ms. Mathes and Ms. Dial provided an overview of the YTD financials including softness seen in the month of March due to listening sensitive revenue streams being impacted by audience trends.

VIII. **Racial Equity Team (RET) Update** | Ms. Robinson gave the Committee an update on the RET and the work the team is doing. Since the February Board Meeting, the RET has met twice and has begun implementing

micro trainings rooted in equity lead by Scott Winn. The team also worked on their Racial, Equity, Diversity and Inclusion (REDI) plan to ensure it is in alignment with the Strategic Impact Framework (SIF).

- IX. Public Comment** | Mr. McGovern asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was one public comment made by Natalie Newcomb in person regarding SAG-AFTRA negotiations.
- X. Open Session Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 6:30pm and went into Executive Session with Caryn Mathes and Kerry Swanson to discuss proprietary information related to the Station.
- XI. Executive Session Adjournment** | Mr. McGovern adjourned the Executive Session at 6:55pm.