



**MEETING AGENDA**

**Meeting Objectives**

- Advance ideas from May retreat & July DEI session
- Invest in Board effectiveness
- Confirm CEO Annual Goals

**Discussion Questions**

- 1. *How do we cultivate more connection and participation among all Board members? (What's one thing leadership can do? What's one thing you can do?)*
- 2. *What adjustments can we make to improve on mentoring/onboarding for new Board members? (What information or training would help you? What's one thing you wish you knew sooner?)*
- 3. *We have demonstrated a commitment to creating an equitable and inclusive board. How do we ensure that new members feel welcome and valued? Are there structural or attitudinal barriers that might be getting in the way of fully sharing power equitably?*

**Topics of Discussion**

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda	Exhibit 0	Pg1-3	
	E. Welcome of New Staff Member			Caryn Mathes
<b>(ACTION)</b>	F. Approval of June 24, 2021, Board of Directors Annual Budget Meeting Minutes	Exhibit 1	Pg4-6	

4:35 – 5:50 PM	2. Committee Business & Updates			
10 mins	<b>A. Development Committee Update (4:35–4:45)</b>			Filiz Efe McKinney
	➤ August 18, 2021 Meeting Minutes	Exhibit 2	Pg7-8	
	➤ Committee/Board Engagement Update			
	➤ UW Foundation Update			Christopher Jay
	➤ Development Campaigns/Collaborations			
10 mins	<b>B. Finance Committee &amp; FISC Update (4:45–4:55)</b>			Jon Schorr
	➤ August 17, 2021 Meeting Minutes	Exhibit 3a	Pg 9	Christopher Jay
	➤ FISC Investment Update	Exhibit 3b	10-36	

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



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, SEPTEMBER 23, 2021  
4:30 PM – 6:30 PM**

**MEETING AGENDA**

20 mins	<b>C. Strategic Planning Committee Update (4:55-5:15)</b>			Andy McGovern
	➤ August 9, 2021 Meeting Minutes	Exhibit 4a	37-38	
	➤ Advancing Retreat Content	Exhibit 4b	XX-XX	
35 mins	<b>D. Governance Committee Update (5:15-5:50)</b>			David Landau
	➤ July 27, 2021 Meeting Minutes	Exhibit 5a	39-40	
	➤ August 31, 2021 Meeting Minutes	Exhibit 5b	41-42	
	➤ Board DEI Training Feedback	Exhibit 5c	43-81	Ian Warner
	➤ DEI Committee Discussion			
	➤ Racial Equity Team Update			
	➤ Board Surveys	Exhibit 5d	82-108	Filiz McKinney/ Irwin Goverman
	• Biennial Board Assessment Survey Results			
	• Board Profile Update (September 23 <sup>rd</sup> 6:30 PM)			
	➤ Governance Recruitment Subcommittee Update	Exhibit 5e	109-111	Connie Kravas/ David Landau
	• Current Slate of Prospects			
	• Meet & Greet with Board Inductees			
<b>(ACTION)</b>				
<b>5:50 - 6:05 PM</b>	<b>3. Executive Committee Business &amp; Updates</b>			
	➤ September 9, 2021 Meeting Minutes	Exhibit 6a	112-114	Heidi de Laubenfels
	➤ Update CEO FY22 Annual Goals	Exhibit 6b	115-116	Caryn Mathes
	➤ Board Portal Introduction			Ryleigh Brimhall
	➤ Other Business			Heidi de Laubenfels
<b>6:05 – 6:20 PM</b>	<b>4. Station Business &amp; Updates</b>			
	➤ FY 2022 YTD Financials			Caryn Mathes
	• Cash Flow Navigation	Exhibit 7a	117-122	
	• Dashboard Report	Exhibit 7b	123	
	• Tonnage Report	Exhibit 7c	124	
<b>6:20-6:25 PM</b>	<b>5. Other Business/Public Comment</b>			Heidi de Laubenfels
<b>6:25 PM</b>	<b>6. Open Session Adjourn</b>			Heidi de Laubenfels
<b>6:25– 6:30 PM</b>	<b>7. Executive Session</b>			Heidi de Laubenfels
<b>6:30 PM</b>	<b>8. Executive Session Adjourn</b>			Heidi de Laubenfels

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, SEPTEMBER 23, 2021  
4:30 PM – 6:30 PM**

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**MEETING AGENDA**

**Next Board Committee Meetings**

**September**

Thursday, September 30: Strategic Planning Committee, 3:30 -5:00 PM

**October**

Tuesday, October 5: Governance Committee, 3:00 – 4:30 PM

Wednesday, October 13: Strategic Planning Committee, 3:30 – 5:00 PM

Wednesday, October 20: Development Committee, 3:30 – 5:00 PM

Tuesday, October 26: FISC Meeting, 3:30 – 4:30 PM

Tuesday, October 26: Finance Committee Meeting, 4:30 -6:00 PM

**November**

Thursday, November 3: Executive Committee Meeting, 4:30 – 6:00 PM

**PSPR Full Board Meetings**

**September**

Sunday, September 25: Board Inductees Meet & Greet, 4:30 – 6:00 PM

**November**

Thursday, November 18: Annual Board Retreat, 4:30 – 8:00 PM

**December**

Friday, December 10: Board Orientation, 3:30 – 6:00 PM



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS  
SEPTEMBER 23, 2021 MEETING  
4:30 p.m. – 6:30 p.m.**

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**APPROVED MINUTES**

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Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on September 23, 2021 at 4:30 PM via Zoom.

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

**ABSENT:** Nicholas Patrick

**ALSO ATTENDING: (KUOW Staff)** Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Jennifer Strachan and Rami Al-Kabra

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**I. Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:30 PM. Directors were invited to disclose any conflict of interest. There were none. Ms. Mathes introduced the new Senior Director for Digital Product, Rami Al-Kabra.

**Approval of Minutes**

Ms. de Laubenfels called for a motion to approve the June 24, 2021 Board of Directors Meeting minutes. Ms. Kravas moved, and Mr. Landau seconded. With no objections, the Board approved the minutes as presented.

**II. Committee Reports**

***Development Committee***

Ms. McKinney and Ms. Anderson provided a brief update on the Development Committee, including Development Staff collaboration with NPR & Arts Fund. Mr. Jay provided his first UW Foundation update and his orientation experience.

***FISC/Financial Committee***

Mr. Jay discussed the 3rd Quarter Investment Report provided by Bernstein. KUOW’s endowment fund was up by 9% and Long-Term Accounts were up 7.5%. KUOW’s investments performed better than expected. He mentioned that there was a new program from Bernstein for Socially Responsible Investing with Bonds. He also highlighted on that KUOW is outperforming its benchmarks in returns.

***Strategic Planning Committee***

Mr. McGovern reviewed the proposed list of action items from the board retreat in May 2021. Ms. Mathes presented her response to the list and how it aligns with KUOW’s KPIs and FY22 goals.

***Governance Committee***

Mr. Warner presented on the feedback provided from the DEI Training from July 2021. He highlighted a key insight was the needs to ensure that the board’s actions are aligning with KUOW’s stated DEI goals. He also provided an update on the potential DEI board committee for next year.

Ms. McKinney and Mr. Goverman reminded the board of the upcoming Board informational survey. Also, they presented the feedback from the 2021 Board Assessment. A key theme was culture, with action items for more structured onboarding support and mentorship, clearer succession plans for board leadership and committee leadership, and more discussion during meetings. With the support of Mr. Govern, they lead the board in suggesting responses to the assessment.

Ms. Kravas briefly provided a review and overview of the FY22 recruitment process to provide even more transparency for anyone with remaining questions about it.

### **Motion to Nominate the Current Board Prospects**

Ms. de Laubenfels called for a motion to approve to nominate the current Board Prospects that were presented. Mr. Schorr moved, and Mr. Ashida seconded. The motion was moved and all in favor to be presented at the next board meeting.

### **III. Executive Committee Business & Updates**

Ms. Mathes provided an update for her FY22 CEO Goals. Some of the highlighted FY22 CEO Goals were focused on developing the Chief Operations Officer position, refining key metrics for the Strategic Impact Framework, and facilitating board engagement.

Mx. Brimhall provided a brief update on the implementation and timeline of the new board portal.

### **IV. Station Business & Updates**

#### *YTD Financials & Cash Flow*

Ms. Mathes presented the YTD financials and cash flow. She highlighted that philanthropy was at 198% of their monthly goal, and year over year total audience was at 110% of their monthly goal. KUOW ended July 2021 strong, with 132 operating days in cash reserve – well over the board-mandated the 91 days.

### **V. Executive Session and Adjournment**

Ms. de Laubenfels adjourned the meeting at 6:26PM and the Board decided to not have an executive session.

#### **Executive Session Notice**

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

The next Board of Directors meeting will be taking place in person/virtually on Thursday, November 18, 2021 at 4:30 PM.

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



## Annual Board Meeting Agenda

KUOW

Nov 18, 2021 at 4:30 PM PST to Nov 18, 2021 at 8:00 PM PST

Seattle Asian Art Museum: 1400 E Prospect St, Seattle, WA 98112

### Agenda

- I. Call to Order, Welcome & Introductions** **4:30 PM**  
Presenter: Heidi de Laubenfels
- II. Invitation to Disclose Possible Conflicts of Interest** **4:31 PM**  
Presenter: Heidi de Laubenfels
- III. Consent Agenda** **4:32 PM**  
Presenter: Heidi de Laubenfels
  - A. Approval of September 23, 2021 Board Mtg Minutes**
  - B. Approval of 2022 Board Directors, Officers and Committee Members**
    - 1. Resolution to Re-elect Community Board Directors**
    - 2. Resolution to Elect 2022 Board Officers**
    - 3. Approval of 2022 Committee Members**
    - 4. Resolution to Elect University Director**
  - C. Resolution to Create the DEI Committee**
  - D. Resolution to Change the Name of the Development Committee**
  - E. Resolution Regarding Acceptance of The Audit**
  - F. Resolution to Approve PPP Loan Fund Allocation**
- IV. Motion to Approve Resolution to Codify Liaison to Racial Equity Team**  
Presenter: Heidi de Laubenfels
- V. Passing of the Gavel** **4:34 PM**  
Presenter: Caryn Mathes
  - A. Heidi de Laubenfels to Christopher Jay**
- VI. Committee Reports & Work Plans**
  - A. Governance Committee** **4:35 PM**  
Presenter: David Landau
    - 1. Board Orientation & DEI Training Expectations**
    - 2. 2022 Work Plan**

<b>B. Reach &amp; Resource Committee</b>	<b>4:40 PM</b>
Presenter: Claire O'Donnell	
<b>1. 2022 Work Plan</b>	
<b>C. Strategic Planning Committee</b>	<b>4:45 PM</b>
Presenter: Andy McGovern	
<b>1. Retreat Action Proposals</b>	
<b>2. 2022 Work Plan</b>	
<b>D. Finance &amp; Audit / FISC</b>	<b>4:50 PM</b>
Presenter: Liam Lavery	
<b>1. 3rd Quarterly Investment Report</b>	
Presenter: Christopher Jay	
<b>2. 2022 Work Plans</b>	
<b>E. Executive Committee</b>	<b>4:55 PM</b>
Presenter: Christopher Jay	
<b>1. 2022 Board and Committee Meeting Dates</b>	
<b>2. 2022 PSPR Board Roster</b>	
<b>3. 2022 Work Plan</b>	
<b>VII. Recognition of Retiring &amp; Resigning Board Directors</b>	<b>5:00 PM</b>
Presenter: Christopher Jay	
<b>A. Shauna Causey</b>	
Presenter: Irwin Goverman	
<b>B. Vivian Phillips</b>	
Presenter: Connie Kravas	
<b>C. David Roberts</b>	
Presenter: Heidi de Laubenfels	
<b>D. Colleen Echohawk</b>	
Presenter: Ian Warner	
<b>E. Caitlin Duffy</b>	
Presenter: Andy McGovern	
<b>F. Nicholas Patrick</b>	
Presenter: Heidi de Laubenfels	
<b>G. Robert Palmatier</b>	
Presenter: Heidi de Laubenfels	
<b>VIII. 10 MINUTE BREAK</b>	<b>5:15 PM</b>
<b>IX. State of the Station &amp; Presentations</b>	
<b>A. GM/President's Station Report</b>	<b>5:25 PM</b>
Presenter: Caryn Mathes	
<b>B. Marketing Update Report</b>	<b>5:40 PM</b>
Presenter: Michaela Gianotti	
<b>C. Radioactive's New Podcast</b>	<b>5:50 PM</b>
Presenter: Kelsey Kupferer	
They can never lock your mind up.' Three stories from juvenile jail	

**D. (5 MINUTE BREAK)**

**6:00 PM**

**E. Fireside Chat With New Senior Leadership**

**6:05 PM**

Presenter: Heidi de Laubenfels

Guests: Gigi Douban, Steve Alexander, Rami Al-Kabra

**X. Public Comment**

**6:50 PM**

Presenter: Christopher Jay

**XI. Closing Remarks & Adjourn**

**6:55 PM**

Presenter: Christopher Jay

**XII. Annual Meeting Reception**

**7:00 PM**





## APPROVED MINUTES

### ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 18, 2021 4:30 P.M. – 8:00 P.M.

Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on November 18, 2021 at 4:30 PM at Seattle Asian Art Museum, 1400 E Prospect St, Seattle, WA 98112.

PRESENT: Christopher Jay (Chair), Heidi de Laubenfels (Immediate Past Chair), Irwin Goverman (Vice Chair), Andy McGovern (Secretary), Liam Lavery (Treasurer), John Schorr, Filiz Efe McKinney, David Landau, Randy Hodgins, Sharon Kioko, Shauna Causey, David Roberts, Virginia Anderson, Lisa Nitze, Mark Ashida, Caryn Mathes (President & CEO), Nicholas Patrick, Wassef Haroun, Claire O'Donnell, Ian Warner, Connie Kravas, Michelle Merriweather, Roshni Naidu, Jessie Harris and David Iyall

ALSO ATTENDING: (KUOW Staff) Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Janice McKenna, Michaela Gianotti, Kelsey Kupferer, Jennifer Strachan, Matthew Albertson, Steve Alexander, Gigi Douban, Rami Al-Kabra

#### I. MEETING CALLED TO ORDER

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:43 pm. She invited attending members, staff and guests to introduce themselves.

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

#### II. BOARD BUSINESS

##### *Approval of Consent Agenda*

Ms. de Laubenfels called for a motion to pass the consent agenda. A motion was duly made by Mr. Jay and seconded by Mr. Goverman, with no objections, the Board approved the consent agenda as presented. Ms. de Laubenfels welcomed the new Directors to the meeting.

##### *Re-election of Community Board Members*

#### III. In accordance to Article III, Section 8 of the Bylaws amended as of November 2, 2018, the following individuals are hereby re-elected to the serve as Community Directors of the PSPR Board for another three-year term ending in 2024:

- Mark Ashida
- Irwin Goverman
- Sharon Kioko
- David Landau
- Ian Warner

In accordance to Article III, Section 8 of the Bylaws amended as of November 2, 2018, the following individuals are hereby elected to the serve as University Director of the PSPR Board for a three-year term ending in 2024:

- David Iyall



**APPROVED MINUTES**

**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING  
Thursday, November 18, 2021  
4:30 P.M. – 8:00 P.M.**

*Election of 2022 Board Officers and Committee Chairs*

As recommended by the Governance Committee, and in accordance to Article IV, Section 6 of the Bylaws amended as of November 2, 2018, the PSPR Board of Directors approved the appointment of the following Directors to serve as Board Officers and Committee Chairs for a one-year term expiring in 2022 at the annual meeting or until their successor is elected and qualified:

Executive Committee

- Christopher Jay, Chair
- Irwin Goverman, Vice Chair
- Andy McGovern, Secretary
- Liam Lavery, Treasurer
- Heidi de Laubenfels, Immediate Past Chair
- Claire O'Donnell, R&R Chair
- Liam Lavery, FIN, Chair
- Mark Ashida, FISC, Chair
- David Landau, GOV, Chair
- Ian Warner, DEI, Chair
- Andy McGovern, SPC, Chair
- Randy Hodgins, Licensee Director
- Caryn Mathes, President

*PSPR 2022 Committees and Appointed Members*

The following individuals are hereby appointed to the serve as voting Members of the PSPR Board Committee(s) for a one-year term ending in November 2022 or until their successor is elected and qualified:

**Finance & Audit Committee**

1. Liam Lavery, Chair
2. Jessie Harris, Vice Chair
3. Randy Hodgins
4. Sharon Kioko
5. Jon Schorr
6. Irwin Goverman
7. Mark Ashida

**Finance , Investment Subcommittee**

1. Mark Ashida, Chair
2. Sharon Kioko, Vice Chair
3. Jon Schorr
4. Liam Lavery

**Reach & Resource Committee**

1. Claire O'Donnell, Chair
2. David Iyall, Vice Chair
3. Michelle Merriweather
4. Wassef Haroun
5. Filiz Efe McKinney
6. Virginia Anderson

**Governance Committee**

1. David Landau, Chair
2. Filiz Efe McKinney, Vice Chair
3. Sharon Kioko
4. Irwin Goverman
5. Ian Warner
6. Heidi de Laubenfels
7. Connie Kravas
8. Jessie Harris
9. Mark Ashida

**Governance , Recruitment Subcommittee**

1. Connie Kravas, Chair
2. Filiz Efe McKinney, Vice Chair

**Strategic Planning Committee**

1. Andy McGovern, Chair
2. Lisa Nitze, Vice Chair
3. Claire O'Donnell
4. Wassef Haroun
5. Virginia Anderson
6. Roshni Naidu

**Diversity, Equity & Inclusion Committee**

1. Ian Warner, Chair
2. Michelle Merriweather, Vice Chair
3. Virginia Anderson
4. Irwin Goverman



**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING**  
**Thursday, November 18, 2021**  
**4:30 P.M. – 8:00 P.M.**

IV. COMMITTEE REPORTS

*Governance Committee*

Mr. Landau presented the agenda for Board Orientation in December. Mr. Landau highlighted on restructured Governance Documents and the FY22 Governance Work Plan.

*Reach & Resource Committee*

Ms. O'Donnell gave an overview of FY22 Reach & Resource Work Plan. The Work Plan included a continued focus on the strategy and finding ways for the Reach & Resource Committee to support Staff in their fundraising and community engagement efforts.

*Strategic Planning Committee (SPC)*

Mr. McGovern presented on FY22 SPC Workplan and the Retreat Action Proposals.

*Finance Committee*

Mr. Lavery presented an update on PPP Loan's forgiveness and the current state of the US economy and the investment markets, as well as the status of KUOW's current investment portfolio.

*Executive Committee*

Mr. Jay highlighted the FY22 KUOW PSPR Board Calendar and consolidation of Committee Work Plans.

V. RECOGNITION OF RETIRING & RESIGNING DIRECTORS

Ms. Mathes, Ms. de Laubenfels and fellow Directors expressed their appreciation for the retiring board directors, Shauna Causey, Vivian Phillips, David Roberts, Colleen Echohawk, Caitlin Duffy, Nicholas Patrick and the resigning board director, Robert Palmatier, acknowledging their years of service, commitment and contribution to KUOW and the PSPR Board. The Board also recognized and thanked Ms. Heidi de Laubenfels for her two years as Board Chair.

VI. STATE OF THE STATION & PRESENTATIONS

*GM/President's Station Report*

Ms. Mathes presented an update on the Station and gratitude to staff, board, and community during the pandemic. Business Support was at 106% FYTD goals. Membership was as 82% FYTD goals. Philanthropy was at 147% of FYTD goals. KUOW had 146 days of operating cash in reserve and filled 39% of employee vacancies.

*Marketing Update Report*

Ms. Gianotti presented an update on the Marketing department. Marketing's FY22 priorities were: continued audience growth for digital products, set new strategic input goals aimed to support diversifying our audience across platforms, invest in tools / practices to improve efficiency of internal operations, and expand audience research to better understand market segments and audience presence on various platforms. Ms. Gianotti highlighted the efforts with emails, social media, events & partnerships, and the upcoming KUOW 70<sup>th</sup> Anniversary campaign.



**APPROVED MINUTES**

**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING**  
**Thursday, November 18, 2021**  
**4:30 P.M. – 8:00 P.M.**

*Radioactive's New Podcast*

Ms. Kupferer presented on Radioactive's new podcast that came from providing workshops in youth detention centers in the Seattle area. Ms. Kupferer played an excerpt from this audio piece created by incarcerated teens.

*Fireside Chat with New KUOW Leadership*

Ms. de Laubenfels facilitated a discussion with Gigi Douban, Rami Al-Kabra, and Steve Alexander. The discussion was focused on getting to know KUOW's new leadership staff and what they are looking forward to creating in the future.

VII. ADJOURNMENT

There being no further business, Mr. Jay adjourned the PSPR Board meeting at 7:00 PM. *The next meeting of the Board will take place on Thursday, February 24, 2022.*

Respectfully submitted,  
Andy McGovern, Secretary



## **KUOW, PSPR Board: February 24, 2022 Meeting**

KUOW/Zoom

Feb 24, 2022 at 4:30 PM PST to Feb 24, 2022 at 6:30 PM PST

### **Agenda**

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

**4:30 PM**

Presenter: Christopher Jay

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

Presenter: Christopher Jay

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

The University of Washington and KUOW 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. Meeting Objectives**

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

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

##### **E. Introduce New Employee, Kerry Swanson**

Presenter: Caryn Mathes

##### **F. Approval of Agenda**

##### **G. Approval of Draft November 18, 2021 Annual Board Minutes**

Presenter: Christopher Jay

#### **II. Committee Business & Updates**

##### **A. Reach & Resource Committee**

**4:35 PM**

Presenters: Claire O'Donnell, David Iyall

###### **1. Meeting Minutes**

###### **2. R&R Committee Update**

##### **B. Finance & FISC Committee**

**4:40 PM**

###### **1. Meeting Minutes**

###### **2. FIN Committee Update**

Presenters: Liam Lavery, Jessie Harris

###### **a. Approval of IPS**

###### **b. Approval of Continual Operational Expense with New Position**

###### **3. FISC Committee Update**

Presenters: Mark Ashida, Sharon Kioko

###### **a. Investment Manager Review**

<b>C. Strategic Planning Committee</b>	<b>4:50 PM</b>
Presenters: Andy McGovern, Lisa Nitze	
<b>1. Meeting Minutes</b>	
<b>2. SPC Committee Update</b>	
<b>3. Discussion of SIF Implementation</b>	
<b>D. Governance Committee Update</b>	<b>5:00 PM</b>
Presenters: David Landau, Filiz Efe McKinney	
<b>1. Meeting Minutes</b>	
<b>2. GOV Committee Update</b>	
<b>3. Bylaw Review</b>	
<b>4. Governance Recruitment Subcommittee Update</b>	
<b>E. DEI Committee</b>	<b>5:20 PM</b>
Presenters: Ian Warner, Michelle Merriweather	
<b>1. Meeting Minutes</b>	
<b>2. DEI Committee Update</b>	
<b>III. Executive Committee Update</b>	<b>5:25 PM</b>
Presenters: Christopher Jay, Irwin Goverman	
<b>A. Meeting Minutes</b>	
<b>B. UW Foundation Update</b>	
<b>C. Other Business</b>	
<b>IV. Station Business &amp; Updates</b>	<b>5:30 PM</b>
Presenter: Caryn Mathes	
<b>A. 6 Month Review of Financials</b>	
<b>B. Board Engagement Officer Update</b>	
<b>C. FY YTD Financials</b>	
<b>1. Cash Flow Navigation</b>	
<b>2. Dashboard Report</b>	
<b>3. Tonnage Report</b>	
<b>D. Racial Equity Team Update</b>	<b>5:45 PM</b>
Presenter: Fieta Robinson	
<b>1. Gallup Poll Survey Results</b>	
<b>V. Other Business/Public Comment</b>	<b>6:05 PM</b>
<b>VI. Open Session Adjourn</b>	
<b>VII. Executive Session</b>	<b>6:10 PM</b>

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**VIII. Executive Session Adjourn**

**Next Board of Directors Meeting - April 28, 2022 4:30PM-6:30PM**



# KUOW, PSPR Board: February 24, 2022 Meeting Approved Minutes

KUOW & Zoom

Feb 24, 2022 at 4:30 PM PST

## Attendance

### Members Present (Remote):

Virginia Anderson, Mark Ashida, Ryleigh Brimhall, Wassef Haroun, Jessie Harris, Randy Hodgins, David Iyall, Christopher Jay, Sharon Kioko, Connie Kravas, David Landau, Heidi de Laubenfels, Liam Lavery, Caryn Mathes, Andy McGovern, Janice McKenna, Filiz Efe McKinney, Claire O'Donnell, Fieta Robinson, Jon Schorr, Kerry Swanson

### Members Absent:

Michelle Merriweather, Irwin Goverman, Roshni Naidu, Ian Warner

### Guests Present (Remote):

Matt Albertson, Marlon Daniels

#### I. Welcome and Call to Order

Chair Chris Jay welcomed the Committee members. The meeting was called to order at 4:31 PM. Mr. Jay stated UW Land Acknowledgement. Mr. Jay welcomed additional topics to the agenda.

#### A. Invitation to Disclose Possible Conflicts of Interest

Mr. Jay asked directors to disclose any conflicts of interest. There were none.

#### B. Introduce New Employee, Kerry Swanson

Ms. Mathes introduced new employee, Kerry Swanson.

#### C. Approval of Draft November 18, 2021 Annual Board Minutes

### Motion:

Mr. Jay then called for the approval of Minutes from the November 18, 2021, Annual Board meeting. Motion moved by Virginia Anderson and motion seconded by Connie Kravas. The motion was carried, the Committee approved the minutes with amendments.



## II. Committee Business & Updates

### A. Reach & Resource Committee

Ms. O'Donnell provided a brief update on Reach & Resource's first committee meeting. Reach & Resource committee had staff departments speak on their departments and provided insight on how this committee and the board could support these departments.

### B. Finance & FISC Committee

#### 1. FIN/FISC Committee Update

Mr. Lavery briefly outlined the updates to IPS. Mr. Lavery discussed the 4rd Quarter Investment Report provided by Bernstein and the investment manager review. The Board had a robust discussion around the amount of KUOW/PSPR investments are in Social Responsible Investment.

#### a. Approval of IPS

**Motion:**

Mr. Jay called for a motion to adopt the revised ISP with amended language. Motion moved by Virginia Anderson and motion seconded by Wassef Haroun. The motion was carried, The Board approve the motion.

#### b. Approval of Continual Operational Expense with New Position

**Motion:**

Mr. Jay called a motion to approve of Continual Operational Expense with New Position. Motion moved by Heidi de Laubenfels and motion seconded by Sharon Kioko. The motion was carried, The Board approved the motion.

### C. Strategic Planning Committee

Mr. McGovern and SPC hosted its first of a series of Deep Dives into KUOW and invited Reach & Resource Committee to attend. Rami Al-Kabra, Senior Director for Digital Product, presented a draft of his Digital Division Vision. Jennifer Strachan planned to speak on Audience Research for the next SPC meeting.

D. Governance Committee Update

1. GOV Committee Update

Mr. Landau discussed onboarding of new members and the success of their onboarding partnership between new members and more experienced members. Ms. McKinney is working on training brownbag Lunch & Learns. Mr. Warner decided to lead the DEI Training with DEI Committee. Retreat Planning Taskforce was in the initial stages of planning and solidifying topic & objectives. Recruitment Taskforce was in Phase 1, identifying Board needs & priorities. With the initial Biannual Bylaw review, Ms. Robinson was in the process of developing the Board DEI Statement to be included bylaws, and, there was a discussion of requiring two year term for chair and committee chairs.

E. DEI Committee

1. DEI Committee Update

Mr. Warner briefly discussion the current review and development of charter, purpose, and workplan for the newly created committee.

III. Executive Committee Update

Mr. Hodgins briefly provide an update on UW Foundation and his presentation.

IV. Station Business & Updates

A. 7 Month Review of Financials

Ms. Mathes presented the 7 month review of financials and cash flow. She highlighted that Business Support was at 112% FYTD, Membership was at 96% FYTD, and Philanthropy was at 92% FYTD. KUOW ended January 2022 strong with KUOW having 165 operating days in reserves. The 70th Anniversary campaign was planned for the next 10 months. Ms. Mathes announced KUOW's working with U District Partnership to discussed how to better provide safety on University Way. Ms. Mathes provided progress update on the COO position being fleshed out to align with the FY2023 Budget Process.

B. Board Engagement Officer Update

Ms. Robinson provided an update on the progress of hiring the Board Engagement Officer position.

C. FY YTD Financials

Ms. Mathes presented the YTD financials and cash flow. She highlighted that Business Support was at 112% FYTD, Membership was at 96% FYTD, and Philanthropy was at 92% FYTD. KUOW ended January 2022 strong with KUOW having 165 operating days in reserves.

D. Racial Equity Team Update

Ms. Robinson provided an update on the KUOW Racial Equity Team (RET). RET was recruiting, preparing for the TOCA, and caucus groups. Also, Ms. Robinson introduced the staff lead on the Gallup Poll, Marlon Daniels. Mr. Daniels presented the December 2021 Gallup Poll results. There was overall increased of 0.21 to 4.10, out of 5, with percentile rank of 51%. KUOW Staff had a majority meaningful and overall positive change.

V. Open Session Adjourn

With no further business, Mr. Jay adjourned the open session at 6:24 PM. Mr. Jay called for an executive session.

VI. Executive Session

*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.*

VII. Executive Session Adjourn

Mr. Jay adjourn the Executive Session at 6:23pm.



## **KUOW, PSPR Board: April 28, 2022 Meeting**

KUOW/Zoom

Apr 28, 2022 at 4:30 PM PDT to Apr 28, 2022 at 6:30 PM PDT

### **Agenda**

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

**4:30 PM**

##### **A. Land Acknowledgment**

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

The University of Washington and KUOW 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. Meeting Objectives**

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

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

###### **1. Congratulations to Filiz**

##### **E. Approval of Agenda**

##### **F. Approval of February 24, 2022, Board Meeting Draft Minutes**

#### **II. Committee Business & Updates**

##### **A. Reach & Resource Committee**

**4:35 PM**

###### **1. Draft Minutes**

###### **2. Committee Update**

###### **a. Draft Board Engagement Opportunities Form**

###### **3. R&R Charter & Workplan Update**

##### **B. Finance & FISC Committee**

**4:40 PM**

###### **1. FIN Draft Minutes**

###### **2. FIN Committee Update**

###### **a. Budget Deep Dive**

###### **3. FISC Draft Minutes**

###### **4. FISC Committee Update**

###### **a. Quarter Investment Report**

###### **b. Bernstein ESG**

##### **C. Strategic Planning Committee**

**4:55 PM**

###### **1. Draft Minutes**

###### **2. Committee Update**

- a. Audience Next Research Project
  - 3. Deep Dive Discussion
- D. Governance Committee Update 5:00 PM
  - 1. Draft Minutes
  - 2. Recruitment Update
  - 3. Training & Resources Update
  - 4. Retreat Update
  - 5. Resolution to Update Committee Structure
- E. DEI Committee 5:20 PM
  - 1. DEI Committee Minutes
  - 2. PSPR Board DEI Philosophy
  - 3. DEI Charter & Workplan Update
  - 4. DEI Training Update
- III. Executive Committee Update 5:30 PM
  - A. CEO Assessment Update
  - B. UW Foundation Update
  - C. Reminder of Upcoming Budget Joint Meetings & Procedures
  - D. Other Business
- IV. Station Business & Updates
  - A. COO Update 5:35 PM
  - B. FY YTD Financials 5:55 PM
    - 1. Cash Flow Navigation
    - 2. Dashboard Summary
    - 3. Tonnage Report
  - C. Racial Equity Team Update 6:00 PM
  - D. Board Engagement Officer (BEO) Update 6:05 PM
- V. Other Business/Public Comment 6:10 PM
- VI. Open Session Adjourn
- VII. Executive Session 6:15 PM

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- VIII. Executive Session Adjourn
- IX. Next Executive Meeting- June 23,2022



# KUOW, PSPR Board: April 28, 2022

## Meeting Approved Minutes

KUOW/Zoom

Apr 28, 2022 at 4:30 PM PDT

### Attendance

#### Members Present (Remote):

Michelle Merriweather , Mark Ashida, Ryleigh Brimhall, Irwin Goverman, Wassef Haroun, Jessie Harris, Randy Hodgins, David Iyall, Sharon Kioko, Shawnteasha Kirkwood-Coleman, Connie Kravas, Heidi de Laubenfels, Liam Lavery, Caryn Mathes, Andy McGovern, Janice McKenna, Filiz Efe McKinney, Claire O'Donnell, Fieta Robinson, Jon Schorr, Kerry Swanson, Ian Warner

#### Members Absent:

Virginia Anderson, Christopher Jay, David Landau, Roshni Naidu

#### Guests Present (Remote):

Matt Alberston, Steve Alexander

#### I. Welcome and Call to Order

Vice-Chair Irwin Goverman welcomed the Committee members. The meeting was called to order at 4:31 PM. Mr. Goverman stated UW Land Acknowledgement. Mr. Goverman welcomed additional topics to the agenda.

##### A. Invitation to Disclose Possible Conflicts of Interest

Mr. Goverman asked directors to disclose any conflicts of interest. There were none.

##### B. Invitation for Additional Agenda Topics

###### 1. Congratulations to Filiz

Mr. Goverman acknowledged Ms. McKinney, whose documentary film Reflecting on Anti-bias Education in Action: The Early Years was nominated for a NW Emmy Award in the Diversity/Equity/Inclusion category.

##### C. Approval of February 24, 2022, Board Meeting Draft Minutes

#### Motion:

Mr. Goverman then called for the approval of the Minutes from the February 24, 2022 Board meeting.

Motion moved by Connie Kravas and motion seconded by Ian Warner. The motion was carried, the Committee approved the minutes as presented.

## II. Committee Business & Updates

### A. Reach & Resource Committee

Ms. O'Donnell briefly updated the committee on the draft of the board engagement opportunities form.

### B. Finance & FISC Committee

#### 1. FIN Committee Update

Mr. Lavery highlighted on annual deep dive and FY21 Form 990. The KUOW revenue-generating departments discussed the year-to-date financials and their goals of shifting listenership and filling open employee positions.

#### 2. FISC Committee Update

Mr. Ashida presented the quarterly investment report from Bernstein. FISC and the Board had a lengthy discussion on the next steps to continue with socially responsible investments and bonds.

### C. Strategic Planning Committee

Mr. McGovern highlighted the Audience Next Research Project presented by the staff. The presentation was centered on the objectives, goals, and timeline to analyze KUOW's audience. He also updated the committee on SPC's Deep Dive into the year-to-date metrics and the potential metrics for FY23.

### D. Governance Committee Update

Ms. McKinney presented the most recent Board Retreat agenda, objectives, and goals. She also updated the committee on the recruitment and the nomination form. She reminded the board of the option and value of the Board Source Non-Profit Governance Training.

#### 1. Resolution to Update Committee Structure

##### **Motion:**

Mr. Goverman then called for the approval of the amended committee structure. The committee structure was amended to note that Lisa Nitze had stepped down from the board, Roshni Naidu became the SPC Vice-Chair, Heidi de Laubenfels joined SPC, and the removal of a formal GOV Recruitment Subcommittee

Motion moved by Liam Lavery and motion seconded by Heidi de Laubenfels. Mr. Goverman then called for the approval of the amended committee structure.

E. DEI Committee

Mr. Warner presented and discussed the DEI Training sessions. The DEI Training was split into two sessions to allow better integration of concepts. He also updated the committee on the DEI committee's progress on PSPR Board DEI Philosophy, their work plan, and their charter.

III. Executive Committee Update

Mr. Goverman presented the CEO Assessment Timeline and highlighted the difference between last year and this year assessment.

IV. Station Business & Updates

Mr. Swanson presented on his progress with the development of the COO position by interviewing staff and board members, and creating how this position will align with the org chart and the work with the CEO.

A. FY YTD Financials

Ms. Mathes briefly presented the YTD financials and cash flow.

B. Racial Equity Team Update

Ms. Robinson provide a brief update on the Racial Equity Team and the Transforming Organizational Cultural Assessment (TOCA) .

C. Board Engagement Officer (BEO) Update

Ms. Robinson announced the hiring of two Board Engagement Officers (BEO), Ryleigh Brimhall and Shawnteasha Crow.

V. Open Session Adjourn

With no further business and no request for an executive session, Mr. Goverman adjourned the open session and the meeting at 4:57 PM.





## **KUOW, PSPR Board: June 23, 2022 Meeting Agenda**

KUOW

Jun 23, 2022 at 4:30 PM PDT to Jun 23, 2022 at 6:30 PM PDT

- I. Welcome and Call to Order 4:30 PM**
  - A. Meeting Objectives**
  - B. Invitation to Disclose Possible Conflicts of Interest**
  - C. Invitation for Additional Agenda Topics**
  - D. Approval of Agenda**
  - E. Approval of Draft Minutes**
- II. Budget & GM Report 4:35 PM**
  - A. FY23 Budget Presentation**
  - B. Q&A**
  - C. EXEC Recommendation to Board**
- III. Committee Business & Updates 5:25 PM**
  - A. Reach & Resource Committee**
    - 1. Meeting Minutes**
    - 2. R&R Committee Update**
      - a. Draft Engagement Form**
      - b. Workplan Updates**
  - B. Finance & FISC Committee**
    - 1. Meeting Minutes**
    - 2. Approval of Amendment to the ISP by Bernstein**
  - C. Strategic Planning Committee**

Presenter: Andy McGovern

    - 1. SPC Committee Update**
  - D. Governance Committee Update**
    - 1. Meeting Minutes**
    - 2. GOV Committee Update**
      - a. Recruitment**
      - b. Trainings**
      - c. Retreat Debrief**
      - d. Defining Member Leave of Absences**
      - e. BEO Project- Board Operation Manual Update**

**E. DEI Committee**

**1. Meeting Minutes**

**2. DEI Committee Update**

**IV. Executive Committee Update**

**6:15 PM**

**A. CEO Assessment Update**

**B. UW Foundation Update**

**C. Other Business**

**V. Other Business/Public Comment**

**6:20 PM**

**VI. Open Session Adjourn**

**VII. Executive Session**

**6:25 PM**

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**VIII. Executive Session Adjourn**



# APPROVED KUOW, PSPR Board: June 23, 2022 Meeting Minutes

Jun 23, 2022 at 4:30 PM PDT

Zoom & UW Tower Board Room at 4333 Brooklyn Ave NE, Seattle, WA 98105

## **Attendance**

**Members Present (Remote)** Michelle Merriweather, Mark Ashida, Irwin Goverman, Wassef Haroun, Randy Hodgins, David Iyall, Christopher Jay, Sharon Kioko, Connie Kravas, Heidi de Laubenfels, Liam Lavery, Andy McGovern, Filiz Efe McKinney, Claire O'Donnell, Jon Schorr

**Members Absent:** Virginia Anderson, Jessie Harris, David Landau, Roshni Naidu, Ian Warner

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

**Staff Present (Remote):** Caryn Mathes, Kerry Swanson, Janice McKenna, Steve Alexander

**Guest Present (Remote):** Davis Powell

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

i. Chair Chris Jay welcomed the Committee members. The meeting was called to order at 4:31 PM. Mr. Jay stated UW Land Acknowledgement. Mr. Jay welcomed additional topics to the agenda.

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

i. Mr. Jay asked directors to disclose any conflicts of interest. There were none.

### **iii. Approval of Draft Minutes**

#### **i. Motion:**

Mr. Jay then called for the approval of the Minutes from the April 28, 2022 Board meeting.

Motion moved by Irwin Goverman and motion seconded by Mark Ashida. The motion was carried, the Committee approved the minutes with minor corrections.

### **II. Budget & GM Report**

i. Ms. Mathes led a presentation and discussion on the FY 2023 Draft Budget Proposal. In this presentation, Ms. Mathes reviewed FY22 Strategic Impact Framework, outlined FY23 Strategic Impact Framework, key outcomes, and the FY 2023 Draft Budget Proposal.

**ii. EXEC Recommendation to Board**

**i. Motion:**

Mr. Jay called for a motion to approve the FY23 Draft Budget Proposal. Motion moved by Heidi de Laubenfels and motion seconded by Filiz Efe McKinney. The motion was carried and the FY23 Draft Budget Proposal was approved.

**III. Committee Business & Updates**

**i. Reach & Resource Committee**

- i. Ms. O'Donnell presented on key projects and updates from the Reach and Resource committee. The Board discussed and provided feedback on various ways for current and new members to engage with the board for 2023.

**ii. Finance & FISC Committee**

- i. Mr. Lavery provided an update on Form 990. Mr. Ashida mentioned the amendment request from the Bernstein investment group.

**ii. Approval of Amendment to the ISP by Bernstein**

**i. Motion:**

Mr. Jay moved for the updated amendment to KUOWs IPS. Motion moved by Jon Schorr and motion seconded by Irwin Goverman. The motion carried and approved.

**iii. Strategic Planning Committee**

- i. Mr. McGovern provided an update on the SPC committee's goal to create strategic action recommendations from the May Board retreat.

**iv. Governance Committee Update**

- i. Ms. McKinney provided an update on recruitment and the pool of nominations. She encouraged the Board to continue to send in their nomination. She highlighted on the BoardSource Non-Profit Governance Training again. She congratulated the Board and the staff on another successful Annual Board Retreat and presented on Ostara's summary and action items. Mx. Brimhall updated the board on the current progress on the Orientation Manual.

**v. DEI Committee**

- i. In Mr. Warner's absence, Mx. Brimhall mentioned the first session of DEI Training with Brevity & Wit. The DEI committee continued their work on their charter, workplan, and the Board's DEI Policy Statement.

**IV. Executive Committee Update**

- i. There was no update from UW Foundation.
- ii. Mr. Goverman highlighted on the CEO Assessment. The next steps for it would be for Board Leadership to meet with the CEO, Caryn Mathes. Ms. Mathes would formulate her 2023 CEO Goals.

- V. Other Business/Public Comment**
  - i. There were no public comments made at the meeting.
- VI. Open Session Adjourn**
  - i. With no further business, Mr. Jay adjourned the open session at 5:55 pm.
- VII. Executive Session**
  - i. Mr. Jay called for Executive Session to discuss current open staff positions.
- VIII. Executive Session Adjourn**
  - i. Mr. Jay adjourned the Executive Session at 6:24 pm.