

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
August 24, 2017 MEETING
3:00 PM – 4:00 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on August 24, 2017 at 3:00 PM.

PRESENT: Bob Stokes (Chair), Haeryung Shin, Judith Endejan and Caryn Mathes (President & CEO)

ABSENT: Virginia Anderson and Wier Harman (Excused)

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Bob Stokes called the meeting to order at 3:07 pm.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Mr. Stokes called for the approval of the minutes from the July 17, 2017 Governance Committee Meeting. Ms. Endejan motioned and Ms. Shin seconded; with no objections, the Committee approved the minutes as presented.

IV. PSPR Board Recruitment

Members discussed the elements and characteristics of a functional governing board. Mr. Stokes outlined the criteria used to determine candidacy to the board – passion for public media, energy, work ethics, time/reliability, experience and skillset, representation for communities KUOW serves. There was discussion about the recruitment timeline and process. The Committee agreed that recruitment to the board will be continuous. Candidates will be recommended for election to Board at the time when talent and skillsets are needed.

Members were provided with an updated list of board prospects for consideration. They provided feedback from meetings with potential candidates. There was a discussion on the cons surrounding multiple directors on the board employed by the same company, and balancing diversity when faced with a gap in expertise or skillsets necessary for fiduciary oversight.

The committee briefly discussed establishing a PSPR Advisory Committee or Board that represent diverse socio-economic communities KUOW serves. Also discussed was the option to invite prospects or board alumni to serve as non-voting members on a board committee. These topics will be discussed further at the next meeting.

V. PSPR Board Proposed Nominees

2018 PSPR Community Directors

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The committee reviewed the list of proposed candidates for recommendation to serve on the PSPR Board. The proposed slate of eight candidates for Community Director and one candidate for University Director will be moved forward for consideration at the next board meeting in September 2017.

Members proposed that the following Community Directors be re-elected to the board for an additional three year term:

- Indranil Ghosh
- Vivian Phillips

Board Officers and Committee Members

There was a discussion about the vice chair's position and legacy transition to chair of the board. The committee agreed to continue the practice to nominate the vice chair as chair of the board, and to clarify the vice chair's role and duties in the bylaws.

They discussed board candidates' placement on various committees, agreeing to add a co-chair role for Development and four new members; three new members to Finance; one new member to Governance; and two new members to Strategic Planning.

Board Officers. The Committee recommended the following Community Directors be considered to serve as board officers for a one year term expiring in 2018:

- Haeryung Shin, Chair
- Mark Ashida or Robert Stokes, Vice Chair (undecided)
- Andy McGovern, Secretary
- Jon Schorr, Treasurer/Finance Chair
- Randy Hodgins, UW Licensee Director
- Caryn Mathes, President
- Vacant, Past Chair

Board Committee Members. The Governance committee proposed the following board directors be considered as members to the committees listed below:

Executive

1. Haeryung Shin, Chair
2. Undecided, Vice Chair
3. Andy McGovern, Secretary
4. Jon Schorr, Treasurer/Finance Chair
5. Robert Stokes, Governance Chair
6. Virginia Anderson, Development Co-Chair
7. 2018 Candidate, Development Co-Chair
8. Mark Ashida, Strategic Planning Chair
9. Randy Hodgins, UW Licensee Director
10. Caryn Mathes, President

Development

1. Virginia Anderson, Co-Chair
2. 2018 Candidate, Co, Chair
3. Haeryung Shin
4. Vivian Phillips
5. 2018 Candidate
6. 2018 Candidate
7. 2018 Candidate
8. 2018 Candidate

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Finance & Audit

1. Jon Schorr, Chair
2. Susan Queary
3. Randy Hodgins
4. Haeryung Shin
5. 2018 Candidate
6. 2018 Candidate
7. 2018 Candidate
8. 2018 Candidate

Governance

1. Robert Stokes, Chair
2. Wier Harman
3. Virginia Anderson
4. Colleen Echohawk
5. Indranil Ghosh
6. Haeryung Shin
7. Andy McGovern
8. 2018 Candidate

Strategic Planning

1. Mark Ashida, Chair
2. Shauna Causey
3. Indranil Ghosh
4. Wier Harman
5. 2018 Candidate

6. Hanson Hosein
7. Andy McGovern
8. Nicholas Patrick
9. Haeryung Shin
10. 2018 Candidate

VI. PSPR Bylaws Update

Mr. Stokes is working on finalizing the draft revised PSPR Bylaws. Bylaws are expected to be presented at the November 2017 Board meeting.

VII. Board Insurance

The Committee discussed the D/O Insurance liability limits and coverage. Questions were raised about coverage for cost of defense expenses and on defamation insurance. Mr. Stokes is working with Management on finalizing a proposal; they will discuss options for coverage and its cost with insurance broker. Mr. Stokes will review the UW/PSPR Operating Agreement and Articles of Incorporation to ensure that the board has adequate coverage and is indemnified.

VIII. Other Business*Board Attendance*

Members reviewed and discussed Director's board and committee meeting attendance records for 2017. The committee agreed to share the record with the full board. The Board Attendance Grid will be included in the September 2017 board meeting packet.

IX. Adjournment

There being no further business, Mr. Stokes adjourned the meeting at 4:36 pm. *The next meeting of the Committee is scheduled on October 12, 2017.*

Respectfully Submitted by
 Bob Stokes, Chair &
 Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
October 26, 2017 MEETING
12:00 PM – 1:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Conference Room on October 26, 2017 at 12:00 PM.

PRESENT: Bob Stokes (Chair), Virginia Anderson, Haeryung Shin, Judith Endejan and Caryn Mathes (President & CEO)

ABSENT: Wier Harman (Excused)

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Bob Stokes called the meeting to order at 12:08 PM.

II. Conflict of Interests

Ms. Endejan reported that the Swartz, Woods & Miller, the law firm that the UW/KUOW legal counsel for FCC related matters merged with her company Garvey, Schubert and Barer.

III. Approval of Minutes

Mr. Stokes called for the approval of the minutes from the August 24, 2017 Governance Committee Meeting. Ms. Endejan motioned and Ms. Anderson seconded; with no objections, the Committee approved the minutes as presented.

IV. PSPR Board Orientation

Members reviewed the draft new board orientation agenda and meeting expectations. They discussed board culture and norming. An outline of the orientation meeting and governing materials will be sent to new directors.

V. Board Attendance

The committee discussed the board attendance tracking document format. An additional field will be added to track video/teleconference participation. Data will help to inform board leadership with future meeting schedules.

VI. Governance Work plan

Mr. Stokes briefly discussed the committee’s work plan. Members will receive an updated version for review and input.

VII. Other Business

Conflict of Interest

The committee agreed to discuss what constitutes a conflict of interest at the full board meeting. Conflict of Interest forms are signed annually and disclosed at all committee and board meetings.

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KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
October 26, 2017 MEETING
12:00 PM – 1:30 PM

Board Retreat

Annual Retreat is tentatively scheduled for March 2018. The committee deliberated on the overall purpose, main focus and types of training to include in the program. Mr. Stokes will work with Management on creating a rough draft.

Exit Interviews

Members of the committee will be conducting exit interviews with retiring board members. They reviewed the standardize feedback questionnaire.

VIII. Adjournment

There being no further business, Mr. Stokes adjourned the meeting at 1:27 pm.

Respectfully Submitted by
Bob Stokes, Chair &
Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
FEBRUARY 1, 2018 MEETING
12:00 PM – 1:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Conference Room on February 1, 2018 at 12:00 PM.

PRESENT: Bob Stokes (Chair), Virginia Anderson, Haeryung Shin, Judith Endejan and Caryn Mathes (President & CEO)

ABSENT: Wier Harman, Colleen Echohawk and Indranil Ghosh

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Bob Stokes called the meeting to order at 12:08 PM.

II. Conflict of Interests

Ms. Endejan reported that the Swartz, Woods & Miller, the law firm that the UW/KUOW legal counsel for FCC related matters merged with her company Garvey, Schubert and Barer.

III. Approval of Minutes

Mr. Stokes called for the approval of the minutes from the October 26, 2017 Governance Committee Meeting. Ms. Endejan motioned and Ms. Anderson seconded; with no objections, the Committee approved the minutes as presented.

IV. PSPR Board Orientation

Members reviewed the draft new board orientation agenda and meeting expectations. They discussed board culture and norming. An outline of the orientation meeting and governing materials will be sent to new directors.

V. Board Attendance

The committee discussed the board attendance tracking document format. An additional field will be added to track video/teleconference participation. Data will help to inform board leadership with future meeting schedules.

VI. Governance Work plan

Mr. Stokes briefly discussed the committee’s work plan. Members will receive an updated version for review and input.

VII. Other Business

Conflict of Interest

The committee agreed to discuss what constitutes a conflict of interest at the full board meeting. Conflict of Interest forms are signed annually and disclosed at all committee and board meetings.

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KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
FEBRUARY 1, 2018 MEETING
12:00 PM – 1:30 PM

Board Retreat

Annual Retreat is tentatively scheduled for March 2018. The committee deliberated on the overall purpose, main focus and types of training to include in the program. Mr. Stokes will work with Management on creating a rough draft.

Exit Interviews

Members of the committee will be conducting exit interviews with retiring board members. They reviewed the standardize feedback questionnaire.

VIII. Adjournment

There being no further business, Mr. Stokes adjourned the meeting at 1:27 pm.

Respectfully Submitted by
Bob Stokes, Chair &
Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
APRIL 19, 2018 MEETING
12:00 PM – 1:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Conference Room on April 19, 2018 at 12:00 PM.

PRESENT: Indranil Ghosh (Chair), Haeryung Shin, Judith Endejan, David Landau, Heidi DeLaubenfels

ABSENT: Virginia Anderson, Wier Harman, Colleen Echohawk and Caryn Mathes (President & CEO)

ALSO ATTENDING (STAFF): Justis Phillips, Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Indranil Ghosh called the meeting to order at 12:09 PM.

II. Conflict of Interests

Standard disclosure: Ms. Endejan works at the Swartz, Woods & Miller, the law firm that the UW/KUOW legal counsel for FCC related matters merged with her company Garvey, Schubert and Barer.

III. Approval of Minutes

The approval of the minutes from the February 1, 2018 Governance Committee Meeting were tabled. Ms. Robinson will route minutes to members for their approval via email.

IV. Governance Charter

Members reviewed the draft revised committee charter. Members agreed that the purpose statement should give a high level overview and scope of the committee, and to move the specific responsibilities to its own section within the charter. Mr. Ghosh suggested the charter include language about board member attendance, and its enforcement as a means of creating cohesion and accountability. Mr. Landau will revise the draft with suggested changes and circulate final draft to members for approval prior to the Board meeting in May 2018.

V. Governance Work plan

Mr. Ghosh briefly discussed the committee’s work plan. The Committee agreed that the prioritized items for the next month are bylaws, retreat and board trainings.

VI. PSPR By-Laws

Members discussed the next steps in revising and finalizing the PSPR By-Laws. Ms. Endejan and Mr. Landau will do a deep dive on the by-laws, ensuring that the by-laws do not go into granular detail. Historically, the by-laws named only one standing committee. There was a brief discussion on whether or not to include the governance and finance as standing committees. The consensus was that the executive committee be the only committee explicitly listed in the by-laws. A draft revised copy of the by-laws will be routed for review and feedback to finalize and move forward to the full board for approval.

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GOVERNANCE COMMITTEE
APRIL 19, 2018 MEETING
12:00 PM – 1:30 PM

VII. Board Recruitment

There are a five available seats on the board – three are vacancies due to resignations. Members reviewed the board demographic matrix, attributes chart and prospects list. The attributes chart will be updated to include a column for socio-economics. There was a brief discussion on recruitment strategies and methods to reach applicants to build a more inclusive community centered board. It was highly recommended that candidates have time to participate and support public media mission be mandatory.

Board Vacancies

The Committee confirmed and agreed that vacated seats on the board can be filled at any time. Candidates elected will complete the year and be re-elected to a new 3-year term at the annual meeting.

Recommendation to Elect Board of Director

Mr. Ghosh recommends the following individual to the serve as voting Member of the PSPR Board Governance Committee for a one-year term ending in November 2018: **David Landau**

Ms. Shin motioned and Ms. DeLaubenfels seconded; with no objections, the Committee approved to move forward for board approval in May 2018.

VIII. Other Business

Board Retreat

Annual Retreat is schedule May 11, 2018. Ms. Haeryung gave an overview of the program overarching themes and speakers. Board Director, Hanson Hosein will be moderating the conversations on changes in the media landscape and managing through hyper growth. There will be a racial equity and inclusion strategy session as well. The retreat program is designed to provide insight and knowledge on practical implications Board Directors can assist to enable the station with INCLUSION, and deepen its understanding about the changes in the journalism landscape, media and workplace strains related to rapid growth and change management.

Tabled Agenda Items

Mr. Ghosh tabled the following items until the next meeting: Board Recruitment Policy, Prospects Pipeline and Board Assessment survey and timeline.

IX. Adjournment

There being no further business, Mr. Ghosh adjourned the meeting at 1:31 pm.

Respectfully Submitted by
Indranil Ghosh, Chair &
Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE June 18, 2018 MEETING 12:00 PM – 1:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Conference Room on June 18, 2018 at 12:00 PM.

PRESENT: Indranil Ghosh (Chair), Haeryung Shin, David Landau, Virginia Anderson

ABSENT: Wier Harman, Colleen Echohawk, Heidi DeLaubenfels

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), Justis Phillips, Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. **Meeting Called to Order**

Chair Indranil Ghosh called the meeting to order at 12:06 PM.

II. **Conflict of Interests**

No COI

III. **Approval of Minutes**

The approval of the minutes from the April 18, 2018 Governance Committee Meeting were approved with David Landau motioning, Haeryung Shin seconding, and the Committee approving.

IV. **KUOW PSPR By-Laws**

Members discussed the redline drafts of the Bylaws presented by Mr. Landau. The Committee paid particular attention to Article 3, Section 8 of the Bylaws concerning BOD vacancies. There was consensus that should a Director be elected to the board after the November BOD elections, that partial time served will count as their first year. The Committee also agreed that GOVERNANCE and FINANCE Committees should be recognized as stand-alone committees. The Committee spent their time on Article 4, Section 7 regarding BOD Quorum and Voting Rights. All members agreed that having the former chair come on as an Ex Officio or Emeritus Director would be beneficial in the transition of leadership, but this role is not the role of Vice Chair. They agreed that the Vice Chair serves as back-up to the Chair when the Chair is out or indisposed, counts towards quorum, and can vote; and the Emeritus/Ex Officio Director can vote but does not count toward quorum (much like the President/General Manager).

V. **Governance Charter**

The Committee looked over and approved the drafted Governance Charter (Virginia Anderson motioned, David Landau seconded).

VI. **Governance Work Plan**

Mr. Ghosh commented on the heaviness of work in the August/September/October months and requested the Committee to look over the board plan and make recommendations at the next GOV committee meeting. Ms. Robinson brought to the Committee’s attention that as of right now, the

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KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE June 18, 2018 MEETING 12:00 PM – 1:30 PM

general timeline for BOD meetings creates the potential awkwardness of voting NAY on BOD candidates while they are supposedly attending their first meeting as a Director. Mr. Ghosh thanked Ms. Robinson for bringing this to the attention of the Committee, but requested that this discussion be tabled until a later date during the new Fiscal Year.

VII. Board Recruitment

The Committee briefly discussed Board Recruitment, prioritization of expertise and diversity in regards to the Directors we are losing. It was emphasized, therefore, that GOV Committee look for those who are savvy in areas of Finance, Operations, Human Resources, to help balance the scales of those who are Directors with expertise in Marketing, PR, and Media. Committee members will begin reaching out to those already on the slate and have an early, initial conversation to gauge interest and will report back to Fieta and the Committee to move forward. It was also discussed that the Committee search for potential new directors that will provide more regional diversity, particularly candidates that hail from the south Puget Sound area. It was requested by Mr. Ghosh to strikeout any other Microsoft folks as it would create an imbalance of experience/expertise. Committee members were encouraged to think of people they know who might be a good fit under these criteria and to report names and information to Fieta D. Robinson.

VIII. Adjournment

There being no further business, Mr. Ghosh adjourned the meeting at 1:39 pm.

Respectfully Submitted by
Indranil Ghosh, Chair &
Fieta Robinson, Board Liaison