

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE AUGUST 6, 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 August 6, 2018 at 12:00 PM.

PRESENT: Indranil Ghosh (Chair), Haeryung Shin, Heidi de Laubenfels, David Landau, Colleen Echohawk

ABSENT: Wier Harman, Virginia Anderson

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), 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 June 16, 2018 Governance Committee Meeting were approved with Heidi motioning, Haeryung Shin seconding, and the Committee approving.

IV. **KUOW PSPR Board of Directors Self-Assessment, Attendance Review**

Ms. Echohawk shared her experience with BoardSource. The committee discussed the frequency of the Board Self-Assessment and felt it should be issued every two years. The committee agreed to using BoardSource as it can benchmark against other nonprofits in the industry. Overall attendance for the KUOW PSPR Board of Directors looks good. Committee Chairs will speak with any director in their committee who has low attendance.

V. **2019 Board Recruitment Update/Proposed Committee Slate FY2019**

Hanson Hosein might be leaving the UW, meaning KUOW would need another UW Director to join the board. The committee needs to take a look at the bylaws on whether UW appointees can chair committees as it's been suggested that Hanson and Andy Co-Chair the Strategic Planning Committee. Colleen will Co-Chair Governance Committee with Indranil Ghosh. Chris Jay will Co-Chair Finance/Sub-Committee with Jon Schorr. David Roberts will be Secretary on Executive Committee and join the Governance Committee. 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. It was decided to bring in a few prospects for breakfast with the board.

VI. **FY2019 Work Plan**

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The work plan is on track but a little behind. We need to ramp up on interviews with prospects and recommend committee assignments. Committee agreed to review BOD attendance twice a year.

VII.

There being no further business, Mr. Ghosh adjourned the meeting at 1:30 pm.

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

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE OCTOBER 2, 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, Performance Studio B on October 2, 2018 at 12:00 PM.

PRESENT: Virginia Anderson (Co-Chair), Haeryung Shin, David Landau, Wier Harman, Mark Ashida

ABSENT: Heidi de Laubenfels, Colleen Echohawk (Co-Chair)

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

GUESTS: None

I. Meeting Called to Order

Co-Chair Virginia Anderson called the meeting to order at 12:12 PM

II. Conflict of Interests

No COI

III. Approval of Minutes

The approval of the minutes from the August 6 and 14, 2018 Governance Committee Meetings were approved with David Landau motioning and Haeryung Shin seconding, and the Committee approving.

IV. BOD Recruitment Process

The committee has a handful of qualified candidates in the pipeline that they want to recommend to the board. There are a couple of meet and greets scheduled in the next week that will also take place. There is a desire to keep the BOD around 23 members. The GOV Committee hopes to recommend 5 directors plus 1 UW appointee at the November annual meeting. The number 1 skill that is being prioritized is finance experience.

V. Committee Business

The Governance Committee will bring a three part resolution to the annual meeting: 3 Part Resolution for Annual Meeting: DL moved, WH seconded, motion has approved

- In addition to slate of 5 (above), we need a resolution to elect other BOD
- Reelect Shauna for her third, three year term, reelect David Landau (remaining 2 years of 3 year term), reelect Mark Ashida for another 3 year term,
- Haeryung Shin as IPC for 1 year

DNO Liability Coverage: Great deal amount of time taken in 2017 to acquire this insurance. We have a recommendation to carry forward at the annual meeting that the DNO should be kept at \$3 Million?

Adjourn There being no further business, Ms. Anderson adjourned the meeting at 1:45 PM.

Respectfully Submitted by
Virginia Anderson and Colleen Echohawk, Co-Chairs &
Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE JANUARY 9, 2019 MEETING 3:30 – 5:00 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Large Conference Room at 3:30 PM.

PRESENT: Colleen Echohawk, David Landau, Wier Harman, Sharon Kioko, Aaron Rocke

ABSENT: Virginia Anderson (Co-Chair), Haeryung Shin (IPC), Fieta Robinson (Executive Assistant & Board Liaison)

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), Justis Phillips

GUESTS: None

I. **Meeting Called to Order**

Co-Chair Virginia Anderson called the meeting to order at 12:12 PM

II. **Conflict of Interests**

No COI

III. **Approval of Minutes**

The approval of the minutes from the October 2, 2018 Governance Committee Meetings were approved with Wier Harman motioning and David Landau seconding, and the Committee approving.

IV. **Committee Business**

Reelection of Colleen Echohawk

Mr. Landau presented a resolution to reelect Colleen Echohawk. Her second term was initially to start at the November 2 Annual Meeting, but was accidentally overlooked. The resolution fixes this error and ensures that it's in accordance with the Bylaws.

KUOW PSPR Board of Directors Conflict of Interests Policy

The Governance Committee went over KUOW's Conflict of Interest Policy and deemed it sufficient to send out to the entire board for 2019. However, it was discussed that perhaps 2020's Conflict of Interest Policy could be revised to include language surrounding if there's a fundamental conflict of interest that cannot be resolved, how a director can discern what is a conflict of interest, and to include examples of COIs that are easy to understand. The Governance Committee said it would be a good idea to include boilerplate COI language on BOD and Committee agendas.

2018 KUOW PSPR BoardSource Survey

Overall the survey presented very positive results, especially when comparing the KUOW Board of Directors with other nonprofits of similar size. There is slight room for improvement when it comes to Board culture. Governance Committee will present the results to the Executive Committee and the Full Board on February 13 and February 28a respectively.

2019 Work Plan and Goals

There is only one director whose term on the Board is coming to a close, so 2019 is a great opportunity to focus on and refine the KUOW PSPR Board recruitment process, its timeline in sync with the overall Board calendar (election in September with new directors

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KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE JANUARY 9, 2019 MEETING 3:30 – 5:00 PM

participating in the following Annual Meeting in November). The Committee agreed that the process should be about cultivating the right people, and honoring and respecting all the candidates that we interview. It was discussed that a preliminary committee should do initial interviews.

2019 Board of Directors Retreat

A priority for the Governance Committee is the May 4 Board of Directors Retreat. Usually hosted at the University of Washington Club, this year the Committee needs to find an alternative venue for a Saturday event as the UW Club is no longer open on Saturdays. The Committee wants to explore venues that are culturally vibrant and that connects to the energy of Seattle in the RIGHT NOW. The Committee agreed that this year's retreat should be more interactive and participatory that can possibly dovetail into important KUOW content and programming.

Adjourn There being no further business, Ms. Echohawk adjourned the meeting at 5:03 PM.

Respectfully Submitted by
Virginia Anderson and Colleen Echohawk, Co-Chairs &
Fieta Robinson, Board Liaison
Justis Phillips, Deputy Board Liaison

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KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

MARCH 6, 2019 MEETING

3:30 – 5:00 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Large Conference Room at 3:30 PM on March 6, 2019.

PRESENT: Colleen Echohawk, David Landau, Sharon Kioko, Aaron Rocke, Haeryung Shin (IPC)

ABSENT: Virginia Anderson (Co-Chair), Wier Harman, Caryn Mathes

ALSO ATTENDING (STAFF): Fieta Robinson, Justis Phillips

GUESTS: None

I. **Meeting Called to Order**

Co-Chair Colleen Echohawk called the meeting to order at 3:37 PM

II. **Conflict of Interests**

No COIs

III. **Approval of Minutes**

The minutes from the January 6, 2019 Governance Committee Meetings were approved with Aaron Rocke motioning and Sharon Kioko seconding, the Committee approving as is.

IV. **Committee Business**

Conflict of Interest Policy

The Committee discussed the KUOW PSPR Conflict of Interest Policy. Dr. Kioko commented that there should be a difference in onboarding (and thus discussing COIs) for KUOW, a radio station v onboarding for a 501(c)3 organization. The Board of Directors should have knowledge of both as KUOW is both. This discussed was tabled for the June Governance Committee Meeting.

2019 Board of Directors Retreat

A priority for the Governance Committee is the May 4 Board of Directors Retreat at the Seattle Art Museum. Ms. Echohawk reported that she and PSPR Chair Mark Ashida has been in conversation with a couple of people in regards to facilitating or speaking at the board retreat. No decisions have been made yet, as she wanted the feedback from the committee. The Committee then discussed potential themes for the retreat: emphasizing smart speaker/digital technology, the “Bubble Issue”, and the Climate of Misinformation.

Election of Haeryung Shin for Immediate Past Chair

Mr. Landau also noticed in the November 2 Annual Meeting Minutes that Haeryung while elected to serve on the Executive Committee, Finance & Investment Sub-Committee, and Governance Committees, she was not actually elected to serve a 1 year term as Immediate Past Chair. Ms. Echohawk called for a motion, it was moved by David Landau and seconded by Aaron Rocke. It was carried and will be moved to the Executive Committee.

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KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

MARCH 6, 2019 MEETING

3:30 – 5:00 PM

Adjourn There being no further business, Ms. Echohawk adjourned the meeting at 5:03 PM.

Respectfully Submitted by

Virginia Anderson and Colleen Echohawk, Co-Chairs &

Fieta Robinson, Board Liaison

Justis Phillips, Deputy Board Liaison

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
June 28, 2019 MEETING
12:00 – 1:30 PM

Upon notice duly given, the GOVERNANCE COMMITTEE (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) held a meeting on June 28, 2019 at KUOW Office, 2nd Floor Large Conference Room.

PRESENT: Virginia Anderson (Co-Chair), David Landau, Sharon Kioko, Caryn Mathes, Irwin Goverman, Haeryung Shin, and Aaron Rocke

ABSENT: Wier Harman, Colleen Echohawk (Co-Chair)

ALSO ATTENDING (STAFF): Fieta Robinson and Justis Phillips

GUESTS: None

I. Meeting Called to Order

Co-Chair Virginia Anderson called the meeting to order at 12:06 PM.

II. Conflict of Interests

There were no conflicts of interest expressed.

III. Approval of Minutes

Ms. Anderson called for a motion to approve both the March 6, 2019 and June 4, 2019 meeting minutes. Irwin Goverman moved and David Landau seconded. With no objections, the meetings minutes were approved as presented.

IV. Committee Business

Conflict of Interest Update

Mr. Landau, Dr. Kioko, and Mr. Rocke gave a status update on developing a new the conflict of interest policy. They provided a timeline for a reviewing and present for approval at the 2019 Annual Board Meeting.

Director Reelection Process

Directors up for reelection in November 2019 were contacted by various members of the Governance Committee to gauge their interest in continuing their service on the board. Ms. Anderson called for a motion to extend an invitation for reelection to those Directors who agreed to serve another three-year term. David Landau moved; Irwin Goverman seconded; and none opposed. The recommendation will go to the Executive Committee to move forward to the full board.

Director Recruitment

The committee analyzed the current composition of the board and discussed the expertise of those directors retiring in November 2019. A summary of preferred skillsets and expertise for recruiting new directors will be provided to members. The UW Licensee Director will nominate a University Director by the end of August. Initial prospect interviews will take place by the next meeting on September 24, 2019.

V. Adjourn

There being no further business, Ms. Anderson adjourned the meeting at 1:48 PM.

Respectfully Submitted by

Virginia Anderson and Colleen Echohawk, Co-Chairs &
Fieta Robinson, and Justis Phillips Board Liaison

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

JULY 31, 2019 MEETING

3:30 PM – 5:00 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the KUOW Office, 2nd Floor Conference Room on July 31, 2019 at 3:30 PM.

PRESENT: Virginia Anderson (Co Chair), Colleen Echohawk (Co Chair), Wier Harman, Sharon Kioko, David Landau, Irwin Goverman and Aaron Rocke

ABSENT: Haeryung Shin

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), Fieta Robinson (Manager, Admin & Board Liaison)

GUESTS: None

I. **Meeting Called to Order**

Virginia Anderson called the meeting to order at 3:35 PM.

II. **Conflict of Interests**

There were no conflict of interest expressed.

III. **Approval of Minutes**

The approval of the minutes from the June 28 2019 Governance Committee Meeting were tabled to next meeting due to corrections.

IV. **KUOW PSPR Board of Directors Governance Documents**

Governance Committee Duties

Members reviewed the Governance Committee principle responsibilities for nomination of board and committee members. Ms. Anderson discussed the process for nominating and electing committee chairs.

Board Governance Structure and Guidelines

The committee reviewed the adopted 2016 Board Governance and Structure Guidelines. The guidelines will be updated to be consistent with the current Board Committees’ Charters. The document will be revisited and updated before the new board member orientation.

V. **2020 Board Recruitment Update/Proposed Committee Slate FY2020**

Ms. Anderson gave an overview of the draft Board Recruitment process, expectations and timeline. The Committee discussed the prospects list, prioritization of expertise, the number of available seats and determined the 2020 board class size. Additionally, members identified the top prospects for initial “board interest” meetings. A special meeting to finalize the slate was added to the schedule. The committee will nominate two Community Directors and one University Director recommended by the Provost.

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KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

JULY 31, 2019 MEETING

3:30 PM – 5:00 PM

VI. Committee Taskforce Updates

Conflict of Interests

Mr. Landau gave a brief status update on researching and developing a new conflict of interest policy and guidelines. The COI taskforce members of the committee are comparing a number of examples from similar boards of media corporations. Members discussed formulating a process for when conflicts arise.

Board Norms

Ms. Anderson provided members with a copy of the proposed “Board Norms” document for review and consideration. The committee will finalize the draft at their next meeting to move forward for full board review and discussion.

VII. Adjournment

There being no further business, Ms. Anderson adjourned the meeting at 5:00 pm.

Respectfully Submitted by

Virginia Anderson & Colleen Echohawk, Co-Chairs &
Fieta Robinson, Board Liaison