



KUOW, EXEC Committee September 7 Meeting RSVP REQUIRED

KUOW

Sep 7, 2023 at 4:30 PM PDT to Sep 7, 2023 at 6:00 PM PDT

Agenda

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

A. Board Engagement Through an Equity Perspective

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

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

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

- Governance Resolutions
- CY2024 Committee Structure

D. Invitation for Additional Topics

E. Approval of the Executive Committee Meeting Minutes

II. Committee Business

4:33 PM

September Committee Summaries (*in order of committee meetings*)

A. Strategic Planning Committee

Presenter: Heidi de Laubenfels

1. Aug 7th Draft Minutes
2. Exhibits

B. Diversity, Equity, and Inclusion Committee

Presenter: Ian Warner

1. Aug 10th Draft Minutes
2. Sept 13 DEI Training Agenda
3. Exhibits

C. Reach & Resource Committee

Presenter: Claire O'Donnell

1. Aug 15th Draft Minutes
2. Exhibits

D. Finance & Investment Subcommittee

Presenter: Mark Ashida

1. Aug 24th Draft Minutes

2. Exhibits

E. Governance Committee

Presenter: Irwin Goverman

1. July 11th Approved Minutes

a. Exhibits

2. Exhibits

3. Resolutions

III. Update on CY24 Board Membership/Leadership Rosters

4:43 PM

Presenter: Irwin Goverman

IV. Discuss Possible Committee Changes and Retreat Planning

5:03 PM

Presenters: Andy McGovern, Heidi de Laubenfels

V. Use of DEI lens in Exec Committee

5:28 PM

Presenter: Ian Warner

VI. Station Business

Presenter: Caryn Mathes

A. CEO FY24 Performance Goals

5:48 PM

B. Station Summary

1. Dashboard Report

2. Tonnage Report

3. YTD Financials

C. RET Update

VII. Additional Topics

VIII. Upcoming Meetings

DEI Training w/ Nathan Baptist & Scott Winn

- Wednesday, September 13th
- 8:00am - 1:00pm
- Location: Virtual

Friends of NPR/KUOW (Jamie's Event)

- Thursday, September 14th
- 5:30 - 7:30pm
- Location: The Highlands in Shoreline

Upcoming Board Mtg

- Thursday, September 21st
- 4:30 - 6:30pm
- Location: In-Person at the Station

Board Orientation

- Friday, October 6th
- 3:30 - 6:30pm
- Location: In-Person at the Station

IX. Agenda Topics for the Board Meeting

Consent Agenda Resolutions:

- Electing New Board Directors
- Committee Structure

BoardSource Assessment Review

Committee Reports

UUR Deep Dive Topic

GM Goal Review

DEI Training Feedback & Discussion

- Feedback Survey

X. Public Comment

5:58 PM

XI. Executive Session

XII. Adjournment

6:03 PM

Presenter: Andy McGovern



APPROVED KUOW, EXEC Committee

September 7 Meeting Minutes

KUOW – Virtual & In-Person | Sep 7, 2023 at 4:30 PM PDT

In-Person Location | UW Tower Board Room

Virtual Location | Zoom

Attendance

Members Present: Mark Ashida, Irwin Goverman, Randy Hodgins, Sharon Kioko, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Sharon Nyree Williams

Members Absent: Christopher Jay, Claire O'Donnell, Ian Warner

Staff Present: Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

Guests: Rami Al-Kabra, Marshall Eisen, Annette Promes

I. Welcome & Call to Order | Mr. McGovern called the meeting to order at 4:32pm.

A. Board Engagement Through an Equity Perspective

1. Mr. McGovern asked the Committee to reflect on DEI reflective prompts centering equity during the Committee meeting and in discussions.

B. Invitation to Disclose Possible Conflicts of Interest

1. Mr. McGovern asked the Committee to disclose any possible conflicts of interests, and none were expressed.

C. Overview of Meeting Purpose

1. Mr. McGovern gave an overview of the purpose of the meeting which was Committee updates, discussing 2024 Rosters as well as other Governance business, and other Committee changes.

D. Invitation for Additional Topics

1. Mr. McGovern asked the Committee for any additional agenda topics, and none were expressed.

E. Approval of the Executive Committee Meeting Minutes

1. Mr. McGovern called for a motion to approve the June 8th Executive and Finance meeting minutes.
2. Motion was moved by Heidi de Laubenfels and seconded by Irwin Goverman, without any objections the June 8th minutes were approved.

II. Committee Business | The Committee reviewed the Committee Summaries document and took time for questions and discussion. Summaries are listed in order of Committee meetings.

A. Strategic Planning Committee (SPC) Summary

1. Our primary objectives were to advance action steps out of the May retreat and discuss the KPIs we will use to monitor progress on key elements of KUOW's strategy, particularly given the reserve dollars approved in the budget to fund some big bets that support digital transformation. Because retooling staff is one of those bets, we

discussed monitoring staff diversity and percentage of open positions. Also on the list were: member growth rate and donation conversion percentage; growth of monthly return visitors and digital listening time; and number of digital and broadcast users.

2. The committee talked about the possibility of combining the current SPC and Reach & Resource committees to more clearly align Board work with KUOW activities around users, usage and revenue. Several people emphasized the importance of R&R's current focus on Board ambassadorship and major gifts. We also discussed the 2024 calendar, and changes such as moving the Board retreat to March from May.
- B. Diversity, Equity, and Inclusion Committee (DEI) Summary
1. We continued planning and discussion of our upcoming board DEI training. We agreed on a topic and general outline that will train the board on giving feedback in recognition of power and culture dynamics. We hosted the FIN/FISC committee leadership to discuss their use of DEI lens in their committee work. We also reviewed the board norms for consideration during our upcoming DEI training.
- C. Reach & Resource Committee (R&R) Summary
1. We had a robust discussion regarding the strategy for the upcoming pledge drive, and how to reconcile with the messaging of the prior pledge drive (where we said that if listeners became sustainers, we would not need pledge drive). The plan is to utilize marketing messaging around the reduction in the number of pledge days/hours. We also discussed board member engagement and how board members can best support the pledge drive, as well as our approach to board attendance at events (e.g., requiring attendance at crucial events).
- D. Finance & Investment Subcommittee (FISC) Summary
1. We received the quarterly report on the portfolio from Bernstein. Return for the first 6 months was 7.7% net of fees. Forecast is that interest rates will remain high but then come down, with a good soft landing for the economy with slower growth but with inflation under control. The Committee acknowledged that KUOW Management has notified the Committee that it intends to withdraw its authorized 4% draw on the endowment in March 2024 as allowed by the Investment Policy Statement as amended February 24, 2022. No vote is required by the Committee or Board of Directors. Finally, KUOW Management is moving forward with a plan to move excess Cash (defined as Cash more than 90 days of operating expenses) which is at Bank of America earning no interest to a Cash Management Account at Bernstein where it will earn market rate interest (today 5.2%). Management can move the cash to/from this account with no transaction cost.
- E. Governance Committee (GOV) Summary
1. The Governance Committee's main activity and work during the meeting was to review and approve and forward the five candidates for admission to the Board for next year and to plan for the annual recommendations for committee chair, vice chair, membership and officer slots. The slate was approved for recommendation to Exec

Committee, after ensuring that we maintained our DEIA-focused ratios. Additionally, two potential conflicts of interest were discussed and 'cleared' with Caryn and Andy's approval. The Bylaw updates were presented and need to be presented to Exec Committee and the Board. Finally, there was a lively discussion of the pros and cons of the committee restructuring identified by Heidi and Andy. There was no resolution and the discussion will be continued in Exec Committee.

- III. **Update on CY24 Board Membership/Leadership Rosters** | Mr. Goverman updated the Committee on the potential Board demographics with the addition of new Directors as well as their skillset. Mr. Goverman also highlighted the goal of wanting to expand outreach into the community in regards to recruitment.
- IV. **Discuss Possible Committee Changes and Retreat Planning** | Ms. de Laubenfels led the Committee in a discussion about the restructuring of the Strategic Planning Committee to increase Board engagements and to better align with the needs of the Station. After discussion in both, the Strategic Planning Committee and Governance the idea of sun-setting Strategic Planning Committee was brought to the Executive Committee for discussion. Historically, the Station needed support in creating the strategic planning, and given that the Strategic Impact Framework and Users, Usage, and Revenue plans are established, having a strategic planning committee felt repetitive.

Ms. de Laubenfels then led a discussion about the Retreat Planning process and changes that would strategically support the Board. The proposed change was to move the Board Retreat to March to allow the Board more time to implement the trainings from Retreat as oppose to May. An additional suggestion discussed in the Committee was to create a taskforce outside of the Strategic Planning Committee and Governance and to have more cross collaboration with all Directors.

- V. **Use of DEI Lens in Exec Committee** | Ms. Nyree Williams updated the Committee on the agenda and goals of the DEI Training on September 13th. The Committee worked with Nathan Baptiste and Scott Winn on the training regarding feedback and creating a culture of belonging. Additionally, Ms. Nyree Williams received feedback from the Chairs on implementing the DEI reflective questions and process in their workplans and meetings.

VI. **Station Business**

- A. **CEO FY24 Performance Goals** | Ms. Mathes previewed her FY24 CEO Goals with the Committee. Ms. Mathes shared that she utilized opportunities highlighted in the CEO Assessment as a guiding factor in the creation of her goals as well as layering the User, Usage, and Revenue (UUR) metrics. Components of Ms. Mathes goals were: Strategic Impact Framework Execution, Hiring, Dashboard Metrics, Capacity Investment in Strategic Thinking, Innovation and Fundraising, Staff Morale and Culture, and Sustained Focus on DEI Outcomes.
- B. **Station Summary** | Ms. Mathes presented to the close out dashboard and tonnage reports of FY23. Ms. Mathes also shared with the Committee that the station is working on a new dashboard with the UUR targets. Mr. Swanson gave an preview of the dashboard, metrics included: monthly average users, broadcast share, monthly return of visitors, revenue goals,

and staff and source diversity goals. Ms. Mathes concluded this portion with reviewing the July 2023 Financial Statement Summary.

C. RET Update | Ms. Mathes shared with the Committee key highlights from the work of the Racial Equity Team (RET). A part of the highlights was the finalization and adoption of the Racial Equity Toolkit, staff trainings and lunch and learns, and consistent meetings and communication with Content leadership.

VII. Public Comment | Mr. McGovern asked if there were any members of the public and any public comment. There were no members virtually on Zoom or in-person to make public comment.

VIII. Executive Session | There was no executive session called for this meeting.

IX. Adjournment | Mr. McGovern adjourned the meeting at 6:03pm.