



KUOW, PSPR September 21 Board Meeting (IN-PERSON) RSVP REQUIRED

KUOW

Sep 21, 2023 at 4:30 PM PDT to Sep 21, 2023 at 6:30 PM PDT

4518 University Way NE;

Agenda

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

A. Land Acknowledgement

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

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

B. Board Engagement Through an Equity Perspective

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

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

C. Meeting Objectives

- Voting on New Directors
- FY24 GM Goals
- CY24 Committee Structure

D. Invitation to Disclose Possible Conflicts of Interest

E. Invitation for Additional Agenda Topics

F. Approval of June 22 Board of Directors Meeting Minutes

II. Committee Business & Updates

4:35 PM

A. Strategic Planning

1. Aug 7th Draft Meeting Minutes

2. Exhibits

B. Diversity, Equity and Inclusion

1. Aug 10th Draft Meeting Minutes	
2. Sept 13 DEI Training Feedback Survey	
3. Exhibits	
C. Reach & Resource	
1. Aug 15th Draft Meeting Minutes	
2. Exhibits	
D. Finance & Investment Subcommittee	
1. Aug 24th Draft Meeting Minutes	
2. Exhibits	
E. Governance	
1. July 11th Approved Meeting Minutes	
2. Exhibits	
F. Executive	
1. UW Foundation Update	
III. Resolutions	4:50 PM
IV. Station Business & Updates	
A. YTD Financials	
B. Tonnage Report	
C. Dashboard Report	
V. UUR Deep Dive w/ Q&A	5:05 PM
VI. Other Business	
VII. Public Comment	5:45 PM
VIII. Open Session Adjournment	5:55 PM
IX. Executive Session	
An Executive Session can be called at any time during the meeting based on the following criteria:	
<ul style="list-style-type: none"> • to consider matters relation to individual employees • proprietary information • litigation • and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property of service whenever the premature exposure of such purchase would compromise the business interest of any such organizations. 	
A. GM Goals & Performance Review Discussion	6:00 PM
X. Executive Session Adjournment	



APPROVED KUOW, PSPR

September 21 Board Meeting Minutes

KUOW Zoom & In-Person | Sep 21, 2023 at 4:30 PM PDT

In-Person Location: KUOW Station: 4518 University Way NE

Virtual Location: Zoom

Attendance

Members Present: Mark Ashida, Enrique Cerna, Irwin Goverman, Wassef Haroun, Randy Hodgins, David Iyall, Christopher Jay, Sharon Kioko, Connie Kravas, David Landau, Caryn Mathes, Andy McGovern, Michelle Merriweather, Roshni Naidu, Raina Wagner, Ian Warner, Sharon Nyree Williams

Members Absent: Carmen Cano, David Chan, Jessie Harris, Heidi de Laubenfels, Filiz Efe McKinney, Claire O'Donnell, Jamie Robinson

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

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

Members of the Public: Matt Albertson, Steve Alexander, David Corrado, Gina Kilbridge, Kim Lowe

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:33pm.
 - a. Land Acknowledgement
 - i. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, acknowledging the Indigenous tribes and nations of the Puget Sound area.
 - b. Board Engagement Through an Equity Perspective
 - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centering equity at the Board meeting and in discussion.
 - c. Invitation to Disclose Possible Conflicts of Interest
 - i. Directors were invited to disclose any conflict of interest. There were none.
 - d. Meeting Objectives
 - i. Mr. McGovern went over the meeting purpose which included voting on new Directors, discussing CY24 Committee Structure and Changes, and FY24 GM Goals.
 - e. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
 - f. Invitation for Additional Agenda Topics
 - i. Mr. McGovern asked the Committee for additional topics for the agenda and none were expressed.
 - g. Approval of June 22 Board of Directors Meeting Minutes
 - i. Mr. McGovern called for a motion to approve the June 22nd Board meeting minutes.

- ii. Mr. Landau noticed there was a verb missing to describe the draw on reserves in the budget portion of the June minutes. With that edit in mind, Mr. McGovern called for a motion to approve the June 22nd Board meeting minutes.
- iii. **Motion** moved by David Landau and motion seconded by Chris Jay. With no other objections, the meeting minutes were approved.

II. **Committee Business & Updates** | The Committee reviewed the Committee Summaries document and took time for questions and discussion. Summaries are listed in order of Committee meetings. Ms. Mathes gave an overview of the Friends of The Robinson's NPR event. Ms. Mathes noted that the event had great Board turnout and was well attended.

a. Strategic Planning (SPC) Summary

- i. 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. 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 (DEI) Summary

- i. 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 (R&R) Summary

- i. 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

- i. 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 (GOV) Summary

- i. 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.

f. Executive (EXEC) Summary

- i. Exec committee received an update from Irwin on the 2024 board of directors roster, including a finalized list of outgoing directors and a finalized list of incoming nominees. Exec recommends moving the nominees forward to a full board vote. Irwin and Gov committee have also drafted a list of committee chairs and vice chairs and are socializing the list this month. Once confirmed, Andy will finalize the board officers for 2024. Exec committee also continued the discussion about the future of the Strategic Planning committee that had started at the SPC and Governance meetings (see those committee notes above). After a robust discussion, we came to the conclusion that it's likely best to suspend SPC at the end of this calendar year, with a plan (which the board will hear more about at today's meeting) to implement UUR-related deep dives at full board and committee meetings moving forward.

III. Approval Recommendations | Mr. Goverman presented two recommendations to the Committee to vote and approve. The recommendations presented were for approval was for the renewal of Board service for four directors and the approval of the 2024 Community directors. At the meeting, this portion was titled Resolutions and the Committee voted on these recommendations as resolutions. After the meeting, David Landau brought this concern forward to the Board Chair, Andy McGovern and Board Liaison Fieta Robinson. The Committee did approve of the recommendations brought forward from the Governance Committee.

IV. Station Business & Updates | Ms. Mathes gave an overview of the August Financial Statement Summary. Included in the summary was progress from the revenue generating departments, Philanthropy, Membership, and Business Support on their yearly targets and projection for what is to come in the future.

- V. UUR Deep Dive w/ Q&A** | Mr. Swanson presented the Committee with a new dashboard that emphasizes the measurement of the station in the Users, Usage and Revenue goals created and approved as part of the FY24 Operating and Capital Budget. The dashboard will take place of the presentation of the monthly Dashboard Summary and Tonnage Report. During the presentation The Committee asked questions and specific C-Suite members (Marshall Eisen, Annette Promes, Rami Al-Kabra, and Kerry Swanson) discussed the progress of the their goals and strategic implementation.
- VI. Public Comment** | Mr. McGovern asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was no public comment made.
- VII. Open Session Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 6:14pm and went into Executive Session with Caryn Mathes to discuss priviledged information related to the FY24 GM Goals and Performance.
- VIII. Executive Session Adjournment** | Mr. McGovern adjourned the Executive Session at 6:33pm.