



## APPROVED MINUTES

### PSPR BOARD OF DIRECTORS SEPTEMBER 13, 2018 MEETING 4:00 P.M. – 6:30 P.M.

Upon notice duly given, the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at the Alumni Building, 1415 15<sup>th</sup> Avenue, Seattle WA 98105.

**PRESENT:** Haeryung Shin (Board Chair), Jon Schorr, Colleen Echohawk, Caitlin Duffy, Chris Jay, David Roberts, Filiz Efe McKinney, Heidi de Laubenfels, Paul Butler, Shauna Causey, Vivian Philips, Andy McGovern, Virginia Anderson, Nicholas Patrick, Randy Hodgins, David Landau, Weir Harman, Mark Ashida

**ABSENT:**

**ALSO ATTENDING (STAFF):** Melissa Laird, Hollie Siegel, Karyn Andriesen, Jennifer Strachan, Stewart Meyer, Justis Phillips and Fieta Robinson (EA/Board Liaison), Janice McKenna, Eamon Nordquist, Katie Steward, Chelan Lippencott, Andrew Storms, Matt Albertson, Jenny Asarnow, Zaki Hamid, Brendan Sweeney, and Jill Jackson

#### I. MEETING CALLED TO ORDER

Chair Haeryung Shin welcomed the members and guests. Ms. Shin called the meeting to order at 4:02 pm. There were no conflict of interests expressed.

#### II. APPROVAL OF CONSENT AGENDA

Ms. Shin motioned to approve the consent agenda that included with some minor changes. Mr. Patrick asked a clarifying question and after discussion with proposed minor technical edits to Article IX, Sec. 8 (Vacancies), Mr. Patrick motioned and Mr. Landau seconded. The board passed the consent agenda with minor technical changes to the bylaws.

#### III. COMMITTEE REPORTS

##### *Executive Committee*

The executive committee discussed the resignation of Indranil Ghosh from being chair of the Governance board. The subsequent change in Governance Committee leadership to Co-Chairs Virginia Anderson and Colleen Echohawk until the November board meeting when the board votes on committee and officer leadership. There was a motion for this change Ms. de Laubenfels motioned and Mr. Ashida seconded.

##### *Finance Committee*

Mr. Jay discussed the Q2 portfolio update and provided information on the make-up of global markets (they are flat but volatile). All investments are performing in line with the 5,7, and 10 year benchmarks. Mr. Jay also reviewed the dip into funds for special projects. This previously was delayed a year. The finance committee will meet on October 16.

##### *Governance Committee*

The committee discussed the breakfast meet and greets that are happening in regards to Board recruitment. The number of vacant seats impacts the Finance committee more drastically than the others, so focusing on prospects who have more of a finance background are encouraged. Due to a conflict of interest Chris Jay cannot co-chair the finance committee.

##### *Development Committee*



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### PSPR BOARD OF DIRECTORS SEPTEMBER 13, 2018 MEETING 4:00 P.M. – 6:30 P.M.

Development Committee discussed the upcoming Sound Voices Luncheon and the updated pledge form. Directors should have had a conversation with their development officer to discuss 2018 giving.

#### *Racial Equity Team Update*

Mr. Roberts gave a brief update on the employment of Scott Winn. Ms. Shin proposed to have the racial equity update be at the top of the agenda at the next meeting as we needed to move on to the Station Updates.

#### IV. STATION BUSINESS

##### *RadioActive Update*

Mr. Hamid thanked Jenny Asarnow Director of RadioActive for her 8 years of service. The application for her job is open. KUOW is also looking to hire a new RadioActive Major Gifts Officer.

##### *SBP Dashboard and KPIs*

Ms. Strachan discussed the SBP Dashboard and KPI's in Ms. Mathes absence.

##### *Marketing Campaign Update*

Mr. Meyer gave a sneak peak of the Brand Awareness video that was set to premiere at the Week in Review LIVE at the Neptune theatre. The Brand Awareness Campaign wraps up on September 30.

##### *Integrated Reporting: Newsroom Update*

Ms. Jackson gave an update on the newsroom update, introducing the reporters' new beats and teams. This restructuring leans into the individual journalists' strengths and passions while also providing more daily content, greater social media presence, and newscasts that focus on quality over quantity.

##### *Audio shop and Podcast Updates*

Mr. Sweeney gave a presentation on what the Audio Shop was up to. He gave them previews of new podcasts that is set to pilot later in the year, and went through the process of How to Pilot and Launch a Podcast at KUOW.

#### V. ADJOURNMENT

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:33 PM. *The next meeting of the Board is the annual meeting and will take place at the University of Washington Club on November 2, 2018 at 4 PM.*

Respectfully submitted on November 2, 2018 by  
Andy McGovern, Secretary  
Fieta Robinson, Board Liaison



## APPROVED MINUTES

### ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS NOVEMBER 2, 2018 MEETING 4:00 P.M. – 6:30 P.M.

Upon notice duly given, the Annual meeting of the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at UW Club, 4020 E. Stevens Way N.E., Seattle WA 98105.

**PRESENT:** Haeryung Shin, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Shauna Causey, Wier Harman, Vivian Phillips, Andy McGovern, Nicholas Patrick, Hanson Hosein, Randy Hodgins, Paul Butler, Caitlin Duffy, Christopher Jay, David Roberts, Filiz Efe McKinney, Heidi De Laubenfels, David Landau

**GUESTS:** Demetria Elmore, Aaron Rocke, Irwin Goverman, Ian Warner, Sharon Kioko

**ALSO ATTENDING (STAFF):** Dana Faust, Jill Jackson, Elizabeth Hovance, Jennifer Strachan, Stewart Meyer, Janice McKenna, Arvid Hokanson, Karyn Andriesen, and Fieta Robinson (EA/Board Liaison), Maurice Rankin, Angela King.

**ABSENT:** Caryn Mathes (President & CEO), Virginia Anderson (Governance Co-Chair)

#### I. MEETING CALLED TO ORDER

Chair Haeryung Shin welcomed the members and guests. Ms. Shin called the meeting to order at 4:04 pm. She invited attending members, staff and guests to introduce themselves. Ms. Shin asked directors disclosed any conflicts of interest. No director gave any conflicts. Ms. Shin referenced the materials in the Board meeting packet provided to members on October 26, 2018. Meeting packet included the consent agenda – September 13, 2018 BOD Meeting Minutes, Approval of the KUOW PSPR BOD Bylaws, and approval of D/O Limit of Liability Coverage.

#### II. BOARD BUSINESS

##### *Approval of Consent Agenda*

Ms. Shin called for a motion to pass the consent agenda. A motion was duly made and seconded; with no objections, the Board approved the consent agenda as presented. Ms. Shin welcomed the new Directors to the PSPR Board.

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

In accordance to Article III, Section 7 of the Bylaws amended as of November 2, 2018, the following individuals are hereby elected to the serve as Community Directors of the PSPR Board for a three-year term ending in 2021.

- Demetria Elmore
- Irwin Goverman
- Aaron Rocke
- Ian Warner

In accordance to Article III, Section 7 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 2021.

- Dr. Sharon Kioko

In accordance to Article III, Section 7 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 2021.

- Mark Ashida
- Shauna Causey

In accordance to Article III, Section 7 of the Bylaws amended as of November 2, 2018, the following individuals are hereby re-elected to the serve remainder of initial 3-year term as Community Directors of the PSPR Board



**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS  
NOVEMBER 2, 2018 MEETING  
4:00 P.M. – 6:30 P.M.**

ending in 2020.

- David Landau

*Election of 2019 Board Officers and Committee Chairs*

As recommended by the Governance Committee, and in accordance to Article IX, Section 1 of the Bylaws amended as of November 2, 2018, the PSPR Board of Directors approved the appointment the following Directors to serve as Board Officers and Committee Chairs for a one-year term expiring in 2019 at the annual meeting or until his or her successor is elected and qualified:

**Executive Committee**

1. Mark Ashida, Chair
2. Andy McGovern, Vice Chair and Secretary
3. Jon Schorr, Treasurer/Finance Co-Chair
4. Chris Jay, FISC Chair
5. Virginia Anderson, Governance Co-Chair
6. Colleen Echohawk, Governance Co-Chair
7. Heidi de Laubenfels, Development Chair
8. Nicholas Patrick, SPC Co-Chair
9. Shauna Causey, SPC Co-Chair
10. Randy Hodgins, UW Licensee Director
11. Caryn Mathes, President and GM
12. Haeryung Shin, Immediate Past Chair

Ms. Shin then, in a symbolic gesture of a transition from one Chair to another, she passed the gavel to Mr. Ashida, recognizing him as the new 2019 Chair for the KUOW PSPR Board of Directors. He then called forth a motion to appoint the PSPR 2019 Committees and Appointed Committee Members.

*PSPR 2019 Committees and Appointed Committee 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 2018 or until her/his successor is elected and qualified:

**Finance & Audit Committee**

1. Jon Schorr, Chair
2. Chris Jay
3. Randy Hodgins
4. Demetria Elmore
5. Irwin Goverman

**Governance Committee**

1. Virginia Anderson, Co-Chair
2. Colleen Echohawk, Co-Chair
3. Wier Harman
4. David Landau
5. Aaron Rocke
6. Dr. Sharon Kioko
7. Haeryung Shin

**Strategic Planning Committee (SPC)**

1. Nicholas Patrick, Co-Chair
2. Shauna Causey, Co-Chair
3. Hanson Hosein
4. Andy McGovern
5. Indranil Ghosh
6. Wier Harman
7. Caitlin Duffy
8. Heidi de Laubenfels



**APPROVED MINUTES**

**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS  
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4:00 P.M. – 6:30 P.M.**

Development Committee

1. Heidi de Laubenfels, Chair
2. Vivian Phillips
3. Filiz Efe McKinney
4. Paul Butler
5. David Roberts
6. Ian Warner

Finance/ Investment Subcommittee (FISC)

1. Chris Jay, Chair
2. Jon Schorr
3. Haeryung Shin
4. Steve Hill

III. COMMITTEE REPORTS

Mr. Jay reported on KUOW's Q3 Investment Report, and Mr. Schorr presented the Audited Financial Statement that was presented in the October FIN/FISC Meeting. Mr. Ashida called for a motion on a resolution to raise \$1.2 million from long-term investments for a 12-month cash reserve. It was motioned by Colleen Echohawk and seconded by David Landau, and was approved by the Board of Directors.

IV. RECOGNITION OF RETIRING DIRECTORS

Ms. Strachan, Mr. Ashida and fellow Directors, expressed their appreciation for the retiring board directors Haeryung Shin, Susan Sigl, and Elizabeth Scallon, acknowledging their years of service, commitment and contributions to KUOW and the PSPR Board.

V. STATION BUSINESS

In Ms. Mathes absence, Ms. Strachan gave an update on the state of the station. KUOW Senior Team presented year-to-date updates on projects and new initiatives. Directors received highlights on key local stories and updates on AM/PM Drive Times, fiscal year 2018 annual audience digital consumption; overview of the marketing brand awareness campaign and year-to-date revenue progress against Development and Business Support goals. Ms. Jemma Hovance gave a presentation of the 2018 Annual Audience Trends. This presentation broke down audience data such as: cumulative people using KUOW via: broadcast, streaming directly through KUOW.org, if they listened to one of our podcasts, or streaming via the KUOW app. It broke down audience demographics: gender, location, etc, as well as KUOW's social media reach.

VI. OTHER BUSINESS

Mr. Ashida invited directors and the public to bring forth other business before the board. There was none.

VII. ADJOURNMENT

There being no further business, Mr. Ashida adjourned the PSPR Board meeting at 7:00 PM. *The next meeting of the Board will take place on February 28, 2019*

Respectfully submitted,  
Andy McGovern, Secretary  
Fieta Robinson, Board Liaison  
Justis Phillips, Deputy Board Liaison



## APPROVED MINUTES

### MEETING OF THE PSPR BOARD OF DIRECTORS FEBRUARY 28, 2019 MEETING 4:30 P.M. – 6:30 P.M.

Upon notice duly given, the Annual meeting of the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at 4518 University Way NE Suite 310 at KUOW Puget Sound Public Radio.

**PRESENT:** Mark Ashida (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Haeryung Shin, Indranil Ghosh, Colleen Echohawk, Shauna Causey, , Vivian Phillips, Hanson Hosein, Randy Hodgins, Paul Butler, Caitlin Duffy, Christopher Jay, David Roberts, Filiz Efe McKinney, Heidi De Laubenfels, David Landau, Virginia Anderson, Demetria Elmore, Irwin Goverman, Ian Warner, Sharon Kioko, Caryn Mathes (General Manager and President),

**ALSO ATTENDING (STAFF):** Dana Faust, Jennifer Strachan, Stewart Meyer, Karyn Andriesen, and Fieta Robinson (EA/Board Liaison), Maurice Rankin, Justis Phillips, Hollie Seiler, Melissa Laird, John Ryan, Kate Walters, Andrew Storm

**ABSENT:** Nicholas Patrick, Aaron Rocke, Wier Harman

#### I. MEETING CALLED TO ORDER

Chair Mark Ashida welcomed the members and guests. Ms. Ashida called the meeting to order at 4:35 pm.

#### II. BOARD BUSINESS

##### *Motion to Reelect Colleen Echohawk*

Mr. Ashida called for a motion to reelect Colleen Echohawk. She was inadvertently left off the motion at the Annual Board Meeting on November 2. The motion elected Ms. Echohawk to her second three-year term, ending in 2021. Ms. Anderson moved, Mr. Ghosh seconded, the motion was carried effective immediately.

##### *Motion to Approve the November 2, 2018 Annual Board Meeting Minutes*

Prior to the meeting, Mr. Landau pointed out some technical changes to the meetings such as Mr. Landau’s reelection for a remaining 2 year term, ending in 2020 instead of 2021. With these changes made, Irwin Goverman moved to approve the minutes with Jon Schorr seconding.

#### COMMITTEE REPORTS

##### *Development Committee*

Ms. de Laubenfels gave a Development Committee update with their Top 3 2019 goals, shared their 2019 workplan both in calendar and tactical form. Ms. Phillips spoke of the success of the UW Foundation Deep Dive with RadioActive and the 3/1 Art of Radio Lunch with its goal of dedicating more resources to arts reporting and elevating arts on the air.

##### *Finance Committee*

Mr. Schorr gave an update on the Finance Committee with their 2019 Goals. It is business as usual with the Finance Committee, working with the Finance Department on its audit. There is more creativity in the Finance & Investment Subcommittee. Mr. Jay reported the FISC Top 3 2019 Goals and the priority of aligning the KUOW investment portfolio more with the needs of the station.

##### *Governance Committee*

Ms. Anderson and Ms. Echohawk shared the Governance Committees Top 3 2019 Goals, including Board recruitment and nomination process, and the Board Retreat coming up on May 4. The retreat will take place at the Seattle Art Museum. The Co-Chairs emphasized getting Board input. The Board discussed potential themes and speakers. The Co-Chairs also updated that Henry Timms, the President of the 92<sup>nd</sup> Street Y and new President of Lincoln Center in New York City on March 19 for a Board Breakfast and Staff Conversation.

##### *Strategic Planning Committee*



## APPROVED MINUTES

### MEETING OF THE PSPR BOARD OF DIRECTORS FEBRUARY 28, 2019 MEETING 4:30 P.M. – 6:30 P.M.

Ms. Causey shared the SPC Top 2019 Goals. The Strategic Planning Committee is committed to providing support to the GM/President during the time of the next Strategic Business Planning beginning in 2020.

#### *Executive Committee*

Mr. McGovern discussed the GM Evaluation Timeline, starting in April.

#### III. STATION BUSINESS

##### *Smart Speaker Strategy on the Eastside*

Mr. Meyer gave a presentation on Marketing's Smart Speaker Strategy, targeting the Eastside where KUOW reception is poor.

##### *General Manager Update:*

Ms. Mathes gave her Top 3 Things That Keep Her Up At Night, and wanted to remind the Board that strategic business planning is right around the corner and will be a robust 3 year plan from 2022-2025, as opposed to a more typical 5 year plan. She shared KUOW's KPI's on the Dashboard and shared overall performance.

#### IV. EXECUTIVE SESSION AND ADJOURNMENT

Mr. Ashida adjourned the meeting at 6:21 PM and entered an executive session at 6:22 PM. *The next meeting of the Board will take place on April 25, 2019*

Respectfully submitted,  
Andy McGovern, Secretary  
Fieta Robinson, Board Liaison  
Justis Phillips, Deputy Board Liaison



## APPROVED MINUTES

### MEETING OF THE PSPR BOARD OF DIRECTORS APRIL 25, 2019 4:30 P.M. – 6:30 P.M.

Upon notice duly given, the meeting of the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at 4518 University Way NE Suite 310 at KUOW Puget Sound Public Radio.

**PRESENT:** Mark Ashida (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Haeryung Shin, Shauna Causey, Vivian Phillips, Randy Hodgins, Caitlin Duffy (dial-in), Christopher Jay, David Roberts, Filiz Efe McKinney, Heidi de Laubenfels, David Landau, Virginia Anderson, Demetria Elmore (dial-in), Irwin Goverman, Ian Warner (dial-in), Sharon Kioko, Caryn Mathes (President & CEO), Nicholas Patrick (dial-in), Aaron Rocke

**ALSO ATTENDING (STAFF):** Dana Faust, Jennifer Strachan, Stewart Meyer, Karyn Andriesen, and Fieta Robinson (EA/Board Liaison), Maurice Rankin, Justis Phillips, Hollie Seiler, Melissa Laird, John Ryan, Paige Browning, Anna Boiko-Weyrauch, Andrew Storm

**ABSENT:** Wier Harman

#### I. MEETING CALLED TO ORDER

Chair Mark Ashida welcomed the members and guests. Mr. Ashida called the meeting to order at 4:30 PM. He then asked for the directors to disclose any conflict of interest. There were none. Mr. Ashida called for a motion to approve the consent agenda.

#### II. BOARD BUSINESS

##### *Consent Agenda Approval*

Mr. Ashida called for a motion to approve the consent agenda containing the February 28, 2019 Board of Directors Meeting minutes, a resolution to elect Haeryung Shin to Immediate Past Chair, a resolution to add committee members (Demetria Elmore to Strategic Planning Committee, Irwin Goverman to Governance, and Sharon Kioko to the Finance & Audit Committee and the Finance & Investment Subcommittee), the 2018 Form 990. David Landau moved and Irwin Goverman seconded, with the consent agenda approved as is.

##### COMMITTEE REPORTS

##### *Development Committee*

Ms. de Laubenfels gave a Development Committee update noting that the committee is on track with its work plan.

##### *Finance Committee*

Mr. Schorr gave an update on the Finance Committee noting that the committee is on track with its work plan.

##### *Governance Committee*

Ms. Anderson discussed the impending Board Retreat coming up on Saturday, May 4 at the Seattle Art Museum. The committee has focused its time on preparations and content for the retreat scheduled for May 4 and will then focus its attention on review of the recruitment process for new directors in preparation for identification of candidates for 2019 nominees.

##### *Strategic Planning Committee*

Ms. Causey shared the SPC Work Plan for 2019. The Strategic Planning Committee is committed to providing support to the GM/President during the time of the next Strategic Business Planning beginning in 2020. They are on track with their work plan.

##### *Racial Equity Update*

Mr. Roberts gave an update on the Racial Equity Committee. There was an All Staff Racial Equity training, the committee approved a Racial Equity Plan, and increased the numbers of members with 80% representation for all departments.





## APPROVED MINUTES

**MEETING OF THE PSPR BOARD OF DIRECTORS**  
**APRIL 25, 2019**  
**4:30 P.M. – 6:30 P.M.**

### *Executive Committee*

The GM evaluation is on track with its timeline. The Executive Committee also passed a resolution during their last meeting to honor a former board member who recently passed away.

### III. STATION BUSINESS

#### *General Manager Update:*

Ms. Mathes gave her Top 3 things that keep her up at night, which includes the rapidly changing media landscape

#### *Media Landscape Discussion*

Ms. Strachan and Mr. Meyer gave an overview about the current media landscape, where KUOW is, the challenges the organization faces, and what they are strategizing for future growth.

### IV. Public Comment

KUOW Reporter Paige Browning and John Ryan commented about the UW and SAG-AFTRA bargaining. They expressed hope in the good-faith bargaining, and explained reasoning behind the push for higher wages. In the growing Seattle economy, KUOW reporters cited the rising cost of living as a reason for a contract with an increase of wages.

### V. EXECUTIVE SESSION AND ADJOURNMENT

Mr. Ashida adjourned the meeting at 6:21 PM and entered an executive session at 6:22 PM. *The next meeting of the Board will take place on June 27, 2019*

Respectfully submitted,  
Andy McGovern, Secretary  
Fieta Robinson, Board Liaison  
Justis Phillips, Deputy Board Liaison



## APPROVED MINUTES

### MEETING OF THE PSPR BOARD OF DIRECTORS JUNE 27, 2019 4:30 P.M. – 6:30 P.M.

Upon notice duly given, the meeting of the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at 4518 University Way NE Suite 310 at KUOW Puget Sound Public Radio on June 27, 2019.

**PRESENT:** Mark Ashida (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Haeryung Shin, Shauna Causey, Vivian Phillips, Randy Hodgins, Caitlin Duffy, Christopher Jay, Filiz Efe McKinney, Heidi de Laubenfels, David Landau, Virginia Anderson, Demetria Elmore, Irwin Goverman, Ian Warner, Sharon Kioko, Caryn Mathes (President & CEO), Nicholas Patrick, Aaron Rocke, Hanson Hosein

**ALSO ATTENDING (STAFF):** Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Fieta Robinson (EA/Board Liaison), Justis Phillips, Hollie Seiler, Andrew Storm, Janice McKenna and Matt Albertson

**ABSENT:** Wier Harman, David Roberts, Sharon Kioko, Demetria Elmore, Colleen Echohawk and Aaron Rocke

#### I. MEETING CALLED TO ORDER

Chair Mark Ashida welcomed the members and guests. Mr. Ashida called the meeting to order at 4:32 PM. Directors were invited to disclose any conflict of interest. There were none.

#### II. BOARD BUSINESS

##### *Board Meeting Minutes*

Mr. Ashida called for a motion to approve the April 25, 2019 Board of Directors Meeting minutes. Irwin Goverman moved, Jon Schorr seconded. With all in favor, the minutes were approved as presented.

##### FY20 BUDGET PRESENTATION

Caryn presented the FY2020 Budget to the KUOW PSPR Board of Directors. Mr. Ashida called for a motion to approve the Resolution to Approve the FY2020 Budget (see Exhibit A attached for Budget details). Heidi de Laubenfels moved, Virginia Anderson seconded; with no objections the budget approved as presented, effective July 1, 2019.

##### BOARD COMMITTEE UPDATES

###### *Executive Committee*

Andy McGovern gave a summary of Caryn Mathes’ General Manager Annual Performance Review. It was a remarkable year for the General Manager. The board acknowledge the stations’ success under her leadership.

###### *Finance Committee*

Finance Committee met several times to review and discuss the FY2020 Budget presented to the Board of Directors and reported that the Committee is on track with its work plan. The committee will revisit the investment policy statement at their next meeting.

###### *Governance Committee*

Ms. Anderson thanked all the directors for attending the 2019 Board Retreat at the Seattle Art Museum. Ms. Anderson gave an overview of the committee plan of action to recruit, nominate a new class of directors for 2020, and reelected directors who are eligible for another three-year term. A subcommittee has been created for the purpose of reviewing the KUOW Conflict of Interest Policy and Acknowledgement form, led by David Landau. An additional subcommittee will be created to focus on board norms. Subcommittees were established to address the recommendations provided by Ostara, the group that facilitated the Board Retreat.



## APPROVED MINUTES

### MEETING OF THE PSPR BOARD OF DIRECTORS JUNE 27, 2019 4:30 P.M. – 6:30 P.M.

#### *Development Committee*

Ms. de Laubenfels gave a Development Committee update noting that the committee is on track with its work plan. The Annual Supporter Appreciation night was successful. Attendees found the event every entertaining and worthwhile. Directors shared their feedback about the utility of the venue space, layout and size. Ms. De Laubenfels spoke about upcoming Development events and encouraged directors to be on the host committee for September's Sound Voices Luncheon. She also reported that the Fiscal Year-End Fund drive resulted in an 18% increase of new members.

#### *Strategic Planning Committee*

Mr. Patrick reported that the Strategic Planning Committee is on track with its work plan goals and looking forward to the Strategic Business Planning presentations on August 12 and a date not yet settled on in early fall. Mr. Patrick encouraged all directors interested in being on the Strategic Planning Committee to attend these meetings.

### III. STATION BUSINESS

#### *Racial Equity Committee Update*

Racial Equity update was tabled until the next Board of Directors meeting. Included in the Directors' meeting packet was a copy of the KUOW Racial Equity Plan.

### IV. EXECUTIVE SESSION AND ADJOURNMENT

Mr. Ashida adjourned the meeting at 5:47 PM and entered an executive session at 5:48 PM. *The next meeting of the Board will take place on Thursday, September 12, 2019.*

#### *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.

Respectfully submitted,  
Andy McGovern, Secretary  
Fieta Robinson, Board Liaison  
Justis Phillips, Deputy Board Liaison



MEETING OF THE PSPR BOARD OF DIRECTORS  
JUNE 27, 2019  
4:30 P.M. – 6:30 P.M.

## PSPR Board of Directors (“PSPR Board”) Adoption of the Proposed Fiscal Year 2020 Budget

**WHEREAS**, KUOW Management prepared a proposed operating and capital budget for Puget Sound Public Radio (“PSPR”) for the fiscal year beginning July 1, 2019 and ending June 30, 2020 (FY2020); and

**WHEREAS**, the PSPR Finance & Audit Committee and the Strategic Planning Committee reviewed the FY2020 proposed budget and requested modifications; and

**WHEREAS**, the Finance & Audit Committee and the Strategic Planning Committee then reviewed the FY2020 proposed budget as modified, which modified proposed budget is attached as Exhibit A hereto and made a part hereof (the “FY2020 KUOW Proposed Budget”); and

**WHEREAS**, the Finance & Audit Committee and the Executive Committee then reviewed the FY2020 KUOW Proposed Budget; and

**WHEREAS**, the PSPR Board has now reviewed and discussed the FY2020 KUOW Proposed Budget; and

**WHEREAS**, the FY2020 KUOW Proposed Budget includes as a source of revenue \$168,473 representing a distribution from the PSPR Endowment Fund equal to four percent (4%) of the PSPR Endowment Fund account balance as of December 31, 2018;

**NOW, THEREFORE, IT IS HEREBY:**

**RESOLVED** that the PSPR Board of Directors adopts the FY2020 KUOW Proposed Budget as the operating and capital budget of PSPR for the fiscal year beginning July 1, 2019 and ending June 30, 2020; and

**RESOLVED FURTHER**, that the PSPR Board of Directors authorizes and ratifies a distribution from the PSPR Endowment Fund in the amount of \$168,473 and directs that the distribution be used to support the programs, operations and activities of KUOW during the fiscal year beginning July 1, 2019 and ending June 30, 2020.

Adopted on Thursday, June 27, 2019

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Mark Ashida, Chair



APPROVED MINUTES

MEETING OF THE PSPR BOARD OF DIRECTORS  
 JUNE 27, 2019  
 4:30 P.M. – 6:30 P.M.

EXHIBIT A  
 KUOW PROPOSED BUDGET  
 FISCAL YEAR 2020

| REVENUE                        | FY18 Actuals      | FY19 Budget       | FY19 Forecasts    | FY20 Budget       | FY21 Extrap       |
|--------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Individuals                    | 9,773,266         | 10,912,000        | 10,170,913        | 11,430,000        | 11,970,000        |
| Business Support               | 4,725,491         | 4,800,000         | 5,074,159         | 5,100,000         | 5,404,000         |
| Gifts & Grants                 | 2,195,277         | 1,400,000         | 2,063,743         | 1,675,000         | 2,025,000         |
| CPB                            | 649,416           | 705,359           | 750,699           | 750,000           | 750,000           |
| Interest Income                | 378,326           | 456,000           | 166,579           | 150,000           | 150,000           |
| Univ. of WA                    | 132,583           | 135,000           | 133,191           | 135,000           | 138,000           |
| Endowment                      | -                 | 180,441           | 180,000           | 168,473           | 168,473           |
| Other Revenue                  | 71,893            | 35,000            | 25,941            | 26,000            | 26,000            |
| <b>Total Gross Revenue</b>     | <b>17,926,252</b> | <b>18,623,800</b> | <b>18,565,225</b> | <b>19,434,473</b> | <b>20,631,473</b> |
| <b>Agency Fees</b>             | <b>(898,000)</b>  | <b>(924,856)</b>  | <b>(842,524)</b>  | <b>(838,556)</b>  | <b>(929,478)</b>  |
| <b>TOTAL NET REVENUE</b>       | <b>17,028,252</b> | <b>17,698,944</b> | <b>17,722,701</b> | <b>18,595,917</b> | <b>19,701,995</b> |
|                                |                   |                   |                   |                   |                   |
| EXPENSES                       | FY18 Actuals      | FY19 Budget       | FY19 Forecasts    | FY20 Budget       | FY21 Extrap       |
| <b>Chief Content Officer</b>   |                   |                   |                   |                   |                   |
| Programming/Content Mgmt       | 3,626,735         | 3,433,145         | 3,434,663         | 3,553,234         | 3,701,466         |
| News                           | 2,372,084         | 3,253,797         | 3,227,130         | 3,389,614         | 3,473,301         |
| Local Content                  | 1,633,540         | 1,499,292         | 1,510,669         | 1,582,797         | 1,619,937         |
| Community Engagement           | 415,937           | 403,706           | 432,276           | 515,819           | 529,670           |
| RadioActive                    | 346,531           | 384,043           | 362,140           | 429,339           | 442,017           |
| <b>Total Content</b>           | <b>8,394,827</b>  | <b>8,973,983</b>  | <b>8,966,878</b>  | <b>9,470,803</b>  | <b>9,766,391</b>  |
|                                |                   |                   |                   |                   |                   |
| <b>Chief Marketing Officer</b> |                   |                   |                   |                   |                   |
| Marketing & Comm               | 498,957           | 1,177,795         | 1,197,375         | 1,199,849         | 1,224,496         |
| Research/IT                    | 730,897           | 979,226           | 865,162           | 991,857           | 977,797           |
| Digital                        | 859,784           | 721,685           | 637,121           | 776,658           | 816,090           |
| Development                    | 2,370,493         | 2,511,520         | 2,386,116         | 2,466,639         | 2,586,313         |
| Business Support               | 948,969           | 889,686           | 932,768           | 967,367           | 987,503           |
| <b>Total Marketing</b>         | <b>5,409,100</b>  | <b>6,279,912</b>  | <b>6,018,542</b>  | <b>6,402,370</b>  | <b>6,592,199</b>  |
|                                |                   |                   |                   |                   |                   |
| <b>President &amp; GM</b>      |                   |                   |                   |                   |                   |
| Operations                     | 1,036,917         | 1,068,025         | 863,475           | 842,415           | 926,500           |
| Finance/Admin & Office of Pres | 1,463,241         | 2,101,949         | 1,900,523         | 2,082,704         | 2,213,863         |
| <b>Total Infrastructure</b>    | <b>2,500,158</b>  | <b>3,169,974</b>  | <b>2,763,998</b>  | <b>2,925,119</b>  | <b>3,140,363</b>  |
| <b>TOTAL EXPENSES</b>          | <b>16,304,085</b> | <b>18,423,869</b> | <b>17,749,418</b> | <b>18,798,292</b> | <b>19,498,953</b> |
| <b>NET INCOME</b>              | <b>724,167</b>    | <b>(724,925)</b>  | <b>(26,717)</b>   | <b>(202,375)</b>  | <b>203,042</b>    |



APPROVED MINUTES

MEETING OF THE PSPR BOARD OF DIRECTORS  
 JUNE 27, 2019  
 4:30 P.M. – 6:30 P.M.

| KUOW FY2020 CAPITAL BUDGET |                  |                |                |                |                |
|----------------------------|------------------|----------------|----------------|----------------|----------------|
|                            | Budget           | Actual         | Budget         | Forecast       | Budget         |
| <b>CAPITAL</b>             | <b>FY2018</b>    | <b>FY2018</b>  | <b>FY2019</b>  | <b>FY2019</b>  | <b>FY2020</b>  |
| Property & Equipment       |                  |                |                |                |                |
| Salesforce                 | 200,000          | 54,000         | 140,000        |                | 146,000        |
| Web Development            | 1,350,000        | 475,666        | 650,000        | 440,730        | 176,700        |
| Furniture                  | -                | 67,392         |                |                |                |
| Studio Production          | 466,000          | -              |                | 422,258        |                |
| Other Equipment            | -                | 10,332         |                | 6,024          | 75,000         |
| <b>Total</b>               | <b>2,016,000</b> | <b>607,390</b> | <b>790,000</b> | <b>869,012</b> | <b>397,700</b> |
|                            | Budget           | Actual         | Budget         | Forecast       | Budget         |
| <b>CAPITAL- LEASEHOLD</b>  | <b>FY2018</b>    | <b>FY2018</b>  | <b>FY2019</b>  | <b>FY2019</b>  | <b>FY2020</b>  |
| Property & Equipment       |                  |                |                |                |                |
| Furniture                  | -                |                | 437,500        | 327,572        | -              |
| Renovation/Expansion       | 1,056,000        | -              | 786,911        | 2,570,735      | 133,000        |