



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Thursday, September 10, 2020
 4:30 PM – 6:00 PM

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJEsc-GtrD8vGNHaLlOZ-WzN283iEO8Kikst>

After registering, you will receive a confirmation email containing information about joining the meeting.

Meeting Objectives

- Land on recommended board composition and roles for 2021
- Approve the board’s new Conflict of Interest policy
- Review 9/24 plan for board norms mini-retreat
- Get current on committee work, including status of KUOW’s strategy formation

Specific Questions We Will Address

- What is the optimal approach to board development – both members and leaders?
- What are ideal outcomes of the board’s 9/24 mini-retreat?
- How do we envision the board’s ongoing engagement in strategic planning?
- What is the best way for the board to connect with KUOW’s racial equity work?

AGENDA

4:30 -4:35 PM	<ol style="list-style-type: none"> 1. Welcome, Check-In and Call to Order 2. Meeting Objectives 3. Invitation to Disclose Possible Conflicts of Interests 4. Invitation for Additional Topics ACTION 5. Approval of the June 11, 2020 – Joint Meeting Minutes w/Finance & Audit Committee 	Exhibit 1	Heidi de Laubenfels
4:35 - 5:25 PM	6. Committee Updates		
(5 min)	A. Development Committee Update (4:35– 4:40) ➤ Emeritus Board Update ➤ FY20 Actuals & FY21 Goals ➤ Board Engagement Opportunities	Exhibit 2	Filiz Efe McKinney
(7 min)	B. Finance, Investment Subcommittee (FISC) Update (4:40 – 4:47) ➤ Q2 2020 Quarterly Investment Review ➤ Socially Responsible Investment ESG Memo	Exhibit 3a Exhibit 3b Exhibit 3c	Chris Jay Jon Schorr
(13 min)	C. Strategic Planning Committee Update (4:47– 5:00) ➤ Update on Strategic Reframing Sessions and North Star Development – SROI ➤ Next Steps	Exhibit 4a-b Exhibit 4c-d	Irwin Goverman & Shauna Casey Caryn Mathes
(35 min)	D. Governance Committee Update (5:00-5:35) ➤ Board Committee Leadership Survey Results ➤ Board Recruitment and Recommendations <ul style="list-style-type: none"> • Board Composition • 2021 Community Director Nomination • 2021 Board Officer Nomination • 2021 Board Committee Assignments 	Exhibit 5a-b Exhibit 5c Exhibit 5d Exhibit 5e Exhibit 5f-g Exhibit 5h Exhibit 5i	Virginia Anderson Sharon Kioko
ACTION	➤ Board Governance Documents		Sharon Kioko

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.



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- Conflict of Interest Policy
 - Conflict of Questionnaire
 - Board Member Duties Acknowledgement
 - Board Retreat (Sept 24, 2020, 2 pm – 4 pm)
 - Board Retreat Agenda & Purpose
 - Board Orientation (December 11, 2020 TBD)
 - In Meeting Poll for Orientation/DEI Training
- Exhibit 5j
 Exhibit 5k
 Exhibit 5l
 Exhibit 5m
 Virginia Anderson
 Sharon Kioko

5:35- 5:50 PM	7. Station Business	Caryn Mathes
	<ul style="list-style-type: none"> ➤ FY 2020 Year-End & YTD Financials • Cash Flow Navigation • FYE FAQ June 2020 ➤ Racial Equity Team Update • Furthering Racial Equity at KUOW, Staff Letter • RET YTD Update and Overview of Racial Equity/DEI Plan • KUOW PSPR Board DEI Statement ➤ <u>Request for Time on Board Agenda:</u> <ul style="list-style-type: none"> ○ State of the Station (10 min) ○ YTD KPI/Dashboard Report Q&A (5 min) 	Exhibit 6a Exhibit 6b Exhibit 6c-d Caryn Mathes Exhibit 6e Fieta Robinson Exhibit 6f

5:50-5:55 PM	8. EXE Committee Business	Heidi de Laubenfels
ACTION	<ul style="list-style-type: none"> ➤ September 24 Board Meeting Agenda ➤ Other Business 	

5:55- 6:00 PM	9. Executive Session	Heidi de Laubenfels
<p><i>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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.</i></p>		

6:00 PM	10. Adjourn	Heidi de Laubenfels
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Next Board Committee Meetings

- October**
 Thursday, October 1 & 14: Strategic Planning Committee
 Wednesday, October 7: Governance Committee
 Wednesday, October 21: Development Committee
 Tuesday, October 27: Finance & Audit Committee
- November**
 Thursday, November 4: Executive Committee

PSPR Full Board Meetings

- September**
 Thursday, September 24: Board Retreat, 2:00 – 4:00 PM
 Thursday, September 24: Board of Directors, 4:30 – 6:30 PM
- November**
 Thursday, November 19: FY21 Annual Board Meeting, 4:30 – 6:30 PM

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, SEPTEMBER 10, 2020

4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on September 10, 2020 via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair & Secretary), Jon Schorr (Treasurer), Mark Ashida (IPC), Caryn Mathes (President), Irwin Goverman, Filiz Efe McKinney, Randy Hodgins, Christopher Jay, Virginia Anderson and Sharon Kioko

ABSENT: Shauna Causey

ALSO ATTENDING: Fieta Robinson and Ryleigh Brimhall

I. Meeting Called to Order & Announcements

Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:31 PM. There were no Conflicts of Interest. Ms. de Laubenfels welcomed additional topics to the agenda.

II. Approval of Minutes

Ms. de Laubenfels then called for the approval of the Minutes of June 11, 2020 Joint Finance & Executive Committee meeting. Virginia Anderson moved to approve, Jon Schorr seconded; the motion was carried, the Committee approved the minutes as presented.

III. Committee Business

Development Committee

Ms. McKinney shared the Development Committee’s feedback relating to Thank-a-thon and related new fundraising opportunities. Ms. McKinney expressed her intention to present at the Next Full Board Meeting; the idea of Development Committee connecting Directors to work more directly with Major Gifts.

Ms. McKinney also presented FY20 Actuals. Membership and Major Gifts ended the year strong. Business Support had a weak last quarter due to COVID but there is opportunity for growth in FY21.

Finance & FISC Update

Mr. Schorr announced that Finance committee approved Socially Responsible Investment portfolio presented and the Finance committee moved ahead with implementing the portfolio. Mr. Jay gave a brief update on the market being able to recoup a lot of their losses including KUOW. The Executive committee discussion how best to present the Finance/FISC Committee updates to donors.

Strategic Planning Committee (SPC)

Mr. Goverman distilled the two SPC Deep Dive facilitated by Ostara. SPC used the impact orientated North Star and updated the cross-reference pillars with the current FY21 KPIs. SPC brought the crosswalk document to next Full Board Meeting.

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
THURSDAY, SEPTEMBER 10, 2020
4:30 PM – 6:00 PM

Governance Committee

Board Committee Leadership Survey Results

Dr. Kioko presented the survey results. They were overall positive and expected results with four potential vacancies on the Board.

Board Recruitment and Recommendations

Dr. Kioko brought forward two prospective members and presented committee recommendations. She agreed to move the committee recommendations to the next Full Board Meeting.

Motion to Nominate the Current Board Prospects and Director Positions

A motion to approve to nominate the current Board Prospects and Director Positions that were presented. Virginia Anderson moved, and Irwin Goverman seconded. The motion was moved to approved at the Annual Board Meeting in November 2020.

Motion to Nominate the Board Officers

A motion to approve to nominate the Board Officers, including Extension of Immediate Past Chair Position, that were presented. Virginia Anderson moved, and Jon Schorr seconded. The motion was moved and all in favor to presented in November 2020 at the Annual Board Meeting.

Board Governance Documents

Dr. Kioko discussed the amended Conflict of Interest Document, Conflict of Interest Questionnaire, and KUOW Board Member Duties & Responsibilities.

Motion to Approve of The Amended Conflict of Interest Policy, Questionnaire, KUOW Board Member Responsibility

A motion to approve The Amended Conflict of Interest Policy, The Amended Conflict of Interest Questionnaire, and The Amended KUOW Board Member Responsibility document were presented. Virginia Anderson moved, and Irwin Goverman seconded. The motion was moved and all in favor to be presented at the Next Full Board Meeting including any minor language modifications or minor technical changes.

Board Retreat

Ms. Anderson discussed the Board Retreat. The Board Retreat will be two hour long to discuss Board Norms and Expectations.

Board Orientation

Dr. Kioko discussed the Board Orientation and would like to use some of the time for Racial Equity Training for the Full Board.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, SEPTEMBER 10, 2020

4:30 PM – 6:00 PM

IV. Station Report

YTD Financials & Cash Flow

Ms. Mathes presented the YTD financials and cash flow. KUOW ended FY20 Strong with KUOW's net operating position was a positive of \$1.4M before depreciation and it anticipated to help KUOW stay in budget for FY21.

Racial Equity Team Update

Furthering Racial Equity at KUOW, Staff Letter

Ms. Mathes presented on the letter sent in on behalf of Staff on Racial Equity Work at KUOW.

RET YTD Update and Overview of Racial Equity/DEI Plan

Ms. Robinson, Racial Equity Team Chair, presented Racial Equity Team's Work Plan and YTD 2021 Racial Equity Team Goals.

V. Executive Session

There was no Executive Session called at this meeting.

VI. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting at 6:06 PM.

Respectfully Submitted by
Heidi de Laubenfels, Chair
Fieta Robinson, Board Liaison



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Wednesday, November 4, 2020
 4:30 PM – 6:00 PM

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJ0vcO-qrz8rHNKognlpaLpa-MDsJxtOgQ8X>

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Meeting Objectives

- Approval of Revised Investment Statement Policy
- Review the FY20 Financial Audit
- Approval of 2021 Board of Directors, Officers and Committee Members Slate
- Review and Approve the Board Norms
- Overview of the Board Orientation & Expectation
- Overview of 2021 Draft Committee Workplans
- Discuss the Annual Meeting Agenda

Specific Questions We Will Address

- What do we want the overall 2021 Board Plan to look like?

AGENDA

4:30 -4:40PM	<ol style="list-style-type: none"> 1. Welcome, Check-In and Call to Order 2. Meeting Objectives 3. Invitation to Disclose Possible Conflicts of Interests 4. Invitation for Additional Topics 		Heidi de Laubenfels
	<ol style="list-style-type: none"> 5. Approval of the September 10, 2020 – Meeting Minutes 	Exhibit 1	
4:40 - 5:30 PM	<ol style="list-style-type: none"> 6. Committee Updates 		
(10 min)	<ol style="list-style-type: none"> A. Development Committee Update (4:40– 4:50) <ul style="list-style-type: none"> ➤ YTD FY21 Update ➤ Major Gift Donor List ➤ Notes of Appreciation to KUOW Staff ➤ Draft 2021 DEV Workplan 	Exhibit 2a	Filiz Efe McKinney
(10 min)	<ol style="list-style-type: none"> B. Finance, Investment Subcommittee (FISC) Update (4:50 – 5:00) <ul style="list-style-type: none"> ➤ Q3 2020 Quarterly Investment Review ➤ Investment Statement Policy [Revised] ➤ Draft FY20 Audited Financials ➤ Draft 2021 FIN & FISC Workplans 	Exhibit 3a Exhibit 3b Exhibit 3c Exhibit 3d Exhibit 3e	Chris Jay Jon Schorr
(10 min)	<ol style="list-style-type: none"> C. Strategic Planning Committee Update (5:00-5:10) <ul style="list-style-type: none"> ➤ Update on Strategic Reframing Sessions and North Star Development – SROI & Next Steps ➤ Draft 2021 SPC Workplan 	Exhibit 4a Exhibit 4b Exhibit 4c	Irwin Goverman & Shauna Casey & Caryn Mathes
(20 min)	<ol style="list-style-type: none"> D. Governance Committee Update (5:10- 5:30) <ul style="list-style-type: none"> ➤ 2021 Proposed Directors, Officers and Committee Members Slate ➤ Draft Board Norms Statement ➤ 2021 D/O Limit of Liability Coverage ➤ Board Orientation & Expectations (December 11, 2020) <ul style="list-style-type: none"> • Orientation/DEI Training Meeting Draft ➤ Draft 2021 GOV Workplan 	Exhibit 5a Exhibit 5b Exhibit 5c Exhibit 5d Exhibit 5e Exhibit 5f	Virginia Anderson Sharon Kioko

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Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Wednesday, November 4, 2020
 4:30 PM – 6:00 PM

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5:30- 5:40 PM	7. Station Business		Caryn Mathes
	➤ YTD FY21 Financials & Cash Flow Navigation	Exhibit 6	Caryn Mathes

5:40-6:00 PM	8. EXE Committee Business		
	➤ November 19 Annual Board Meeting Agenda	Exhibit 7	Heidi de Laubenfels
	➤ 2021 Executive Committee Meeting Dates		
	• Thu, February 11, 2021		
	• Thu, April 22, 2021		
	• Thu, June 10, 2021 (Joint w. FIN – Budget Hearing)		
	• Thu, September 9, 2021		
	• Wed, November 3, 2021		
	➤ Other Business		

	9. Executive Session		Heidi de Laubenfels
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6:00 PM	10. Adjourn		Heidi de Laubenfels
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PSPR Full Board Meetings

November

Thursday, November 19: FY21 Annual Board Meeting, 4:00 – 7:00 PM

December

Friday, December 11: Board Orientation, 3:00 -6:00 PM

Next Board Committee Meetings

December

Tuesday, December 1st: Strategic Planning Committee 3:30 PM – 5:00 PM

January

Tuesday, January 12: Governance 3:00 PM – 4:30 PM

Wednesday, January 20: Development 3:30 PM – 5:00 PM

Tuesday, January 26: JOINT FIN/ FISC 3:30 PM – 5:00 PM

Supporting Documents

Exhibit 1: September 10, 2020 Minutes

Exhibit 2: Development Workplan & Minutes

Exhibit 3: Q3 Investment Portfolio, ISP, Draft FY20 Audited Financials, FIN & FISC Workplans

Exhibit 4: North Star Framework Next Steps, Minutes, SPC Workplan

Exhibit 5: Proposed Directors, Committee and Officer Slate, Board Norms Statement, D/O Insurance, GOV Workplan

Exhibit 6: YTD FY21 Financial & Cash Flow

Exhibit 7: Annual Board Meeting Agenda

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

WEDNESDAY, NOVEMBER 4, 2020

4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on November 4, 2020 via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair & Secretary), Jon Schorr (Treasurer), Mark Ashida (IPC), Caryn Mathes (President), Irwin Goverman, Filiz Efe McKinney, Randy Hodgins, Christopher Jay, Shauna Causey, Virginia Anderson and Sharon Kioko

ABSENT:

ALSO ATTENDING: Fieta Robinson and Ryleigh Brimhall

I. Meeting Called to Order & Announcements

Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:34 PM. There were no Conflicts of Interest. Ms. de Laubenfels welcomed additional topics to the agenda.

II. Approval of Minutes

Ms. de Laubenfels then called for the approval of the Minutes of September 10, 2020 Executive Committee meeting. Jon Schorr moved to approve, Irwin Goverman seconded; the motion was carried, the Committee approved the minutes as presented.

III. Committee Business

Development Committee

Ms. McKinney discussed what Development Committee would be presenting at the Annual Board Meeting. The Board would review Major Gift Donor List. Ms. McKinney announced that Business Support, Major Gifts, and Membership surpassed all their quarterly goals. Also, the Development Staff Leaders would present a “Lessons Learned in COVID-19/2020” presentation versus typical business presentation at the Annual Board Meeting. The 2021 Draft Development Committee Workplan focused on gratitude and strategy discussions. Ms. McKinney provided an update on the KUOW Staff Appreciation Notes.

Finance & FISC Update

Mr. Jay discussed briefly the 3rd Quarterly Investment Report provided by Bernstein and KUOW was up 10% between the beginning of 2019 to the end of September 2020. Mr. Schorr presented the revised ISP and started with 50% of the portfolio would be moved into Socially Responsible Investing.

Jon Schorr called for a motion to adopt the revised ISP with amended language to the Annual Board Meeting. Virginia Anderson moved to adopt, Chris Jay seconded, the motion was carried, The Committee approve the motion.

Mr. Schorr presented the drafted financial audit report, and, KUOW has gotten a clean opinion and no management letter. Mr. Schorr, also, presented the draft of the FIN/FISC 2021 Workplan.

Heidi de Laubenfels called for a motion for adopt the draft financial audit as proposed to be presented to the Full Board. Mark Ashida moved to adopt, Virginia Anderson seconded, the motion was carried, The Committee approve the motion.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio EXECUTIVE COMMITTEE WEDNESDAY, NOVEMBER 4, 2020 4:30 PM – 6:00 PM

Strategic Planning Committee (SPC)

Ms. Mathes presented a staff update on Strategic Impact Framework (SIF). KUOW Leadership dedicated time during their meetings to integrate the SIF for FY22 Strategies and KPIs.

Governance Committee

Dr. Kioko presented the 2021 Proposed Directors, Officers and Committee Members Slate. Ms. Anderson discussed the draft of the Board Norm Statement. Dr. Kioko discussed the Board Orientation and DEI Training in December 2020. Ms. Anderson also presented the Draft 2021 Governance Workplan.

Virginia Anderson called for a motion to approve the Board Norms Statement as presented to the Full Board. Jon Schorr moved to approve, Sharon Kioko seconded, the motion was carried, The Committee approve the motion.

Heidi de Laubenfels called for a motion to approve the sustaining 2021 D/O Limit of Liability Coverage as presented to the Full Board. Virginia Anderson moved to approve, Sharon Kioko seconded, the motion was carried, The Committee approve the motion.

IV. Station Report

YTD Financials & Cash Flow

Ms. Mathes presented the YTD financials and cash flow. KUOW ended FY20 Strong with KUOW's net operating position was a positive of \$1.4M before depreciation and it anticipated to help KUOW stay in budget for FY21.

V. Executive Committee

Heidi de Laubenfels briefly discussed the Annual Board meeting agenda. The Committee discussed the staff presentations and who would present the committee reports.

VI. Executive Session

There was no Executive Session called at this meeting.

VII. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting at 6:06 PM.

Respectfully Submitted by
Heidi de Laubenfels, Chair
Fieta Robinson, Board Liaison



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Thursday, February 11, 2021
 4:30 PM – 6:00 PM

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Meeting Objectives

- Get current on committee work
- Advance Board Recruitment, RET Representation, CEO Annual Review and Correct Executive Committee Membership
- Set the Agenda for Full Board Meeting on February 25th

Specific Questions We Will Address

- *What is the optimal approach to board recruitment?*
- *How do we envision the 2021 Board Retreat?*
- *What is the best way for the board to continue connecting with KUOW's racial equity work?*

AGENDA

4:30 -4:35 PM	<ol style="list-style-type: none"> Welcome, Check-In and Call to Order Meeting Objectives Invitation to Disclose Possible Conflicts of Interests Invitation for Additional Topics 			Heidi de Laubenfels
	ACTION	5. Approval of the September 10, 2020 – EXEC Meeting Minutes	Exhibit 1	
4:35 - 5:20 PM	6. Committee Updates			
(15 min)	A. Governance Committee Update (4:35-4:50)		Exhibit 2a	David Landau
ACTION	<ul style="list-style-type: none"> ➤ Approval of Resolution of Composition and Re-appointment of Executive Committee ➤ 2021 COI Reminder ➤ Governance Recruitment Subcommittee Update ➤ Initial Board Retreat Planning Update 		Exhibit 2b	Connie Kravas (?) David Landau
(10 min)	B. Development Committee Update (4:50– 5:00)		Exhibit 3	Filiz Efe McKinney
	<ul style="list-style-type: none"> ➤ UW Foundation Update ➤ Development Snapshots ➤ Board Engagement Opportunities 			
(10 min)	C. Finance Committee & FISC Update (5:00 – 5:10)		Exhibit 4a-b	Sharon Kioko & Christopher Jay
	<ul style="list-style-type: none"> ➤ PPP Loan Update ➤ 2020 Year-End Investment Portfolio Review 		Exhibit 4c	
(10 min)	D. Strategic Planning Committee Update (5:10-5:20)		Exhibit 5a-b	Andy McGovern
	<ul style="list-style-type: none"> ➤ Update on Brainstorming Session on Retreat Planning <ul style="list-style-type: none"> - Present on Interactive Technique for Brainstorming 			
5:20- 5:35 PM	7. Station Business			Caryn Mathes
	<ul style="list-style-type: none"> ➤ FY 2021 YTD Financials <ul style="list-style-type: none"> • Cash Flow Navigation 		Exhibit 6	

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- Dashboard Report
- Racial Equity Team Update

Fieta Robinson &
 Ian Warner

5:35-5:55 PM **8. EXEC Committee Business**

ACTION

- February 25 Board Meeting Agenda
 - Audience Survey Presentation
 - Overview on the Gallup Survey (?)
- Board Liaison to the Racial Equity Team
- Initial Planning of CEO Annual Evaluation

- UW Foundation Successor
- Other Business

Exhibit 7

Heidi de Laubenfels

 Ian Warner
 Christopher Jay &
 Andy McGovern

 Heidi De Laubenfels

5:55- 6:00 PM **9. Executive Session** Heidi de Laubenfels

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6:00 PM **10. Adjourn** Heidi de Laubenfels

Next Board Committee Meetings

- March**
 Tuesday, March 9: Governance Committee
 Wednesday, March 17: Development Committee
 Monday, March 22: Strategic Planning Committee -Deep Dive

- April**
 Tuesday, April 6: Governance Committee
 Tuesday, April 13: Finance & Audit Committee
 Thursday, April 22: Finance, Investment Subcommittee (FISC)
 Thursday, April 22: Executive Committee

PSPR Full Board Meetings

- February**
 Thursday, February 24: Board of Directors, 4:30 – 6:30 PM
April
 Thursday, April 29: Board of Directors, 4:30 – 6:30 PM

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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, FEBRUARY 11, 2021

4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the "Committee") of the KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on February 11, 2021, via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Christopher Jay (Vice-Chair), Andy McGovern (Secretary), Sharon Kioko (Treasurer), Caryn Mathes (President), David Landau, Connie Kravas, Irwin Goverman, Filiz Efe McKinney, Randy Hodgins, Ian Warner, and Jon Schorr

ABSENT: Mark Ashida (IPC) and Virginia Anderson

ALSO ATTENDING: Janice McKenna, Fieta Robinson, and Ryleigh Brimhall

I. Meeting Called to Order & Announcements

Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:34 PM. There were no Conflicts of Interest. Ms. de Laubenfels welcomed additional topics to the agenda.

II. Approval of Minutes

Ms. de Laubenfels then called for the approval of the Minutes of the November 4, 2020, Executive Committee meeting. David Landau moved to approve, Jon Schorr seconded; the motion was carried, the Committee approved the minutes as presented.

III. Committee Business

Governance Committee

Ms. de Laubenfels called for the Approval of the Resolution of Composition and Re-appointment of the Executive Committee. A motion was duly made by Randy Hodgins and seconded by Irwin Goverman. With no objections, the motion was approved to move to the Full Board Meeting.

Mr. Landau reminded the Committee to fill out the 2021 Conflict of Interest Form. Mr. Landau provided a brief update on the initial Board retreat planning. Ms. Kravas spoke on her current plan and goals for the Board Recruitment Subcommittee.

Development Committee

Ms. McKinney provided a brief update on the Development Committee, including Development Snapshots and how the Board can engage with event sponsorship.

Finance & FISC Update

Ms. McKenna updated the Committee on the progress of the PPP loan application. Mr. Jay discussed the 4th Quarter Investment Report provided by Bernstein. KUOW's endowment fund was up by 8% at the end of 2020.

Strategic Planning Committee (SPC)

Mr. McGovern mentioned the current status of the Strategic Impact Framework. He provided a distillation of the Strategic Planning Committee brainstorming for the board retreat and explained the specific technique used for the brainstorming.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, FEBRUARY 11, 2021

4:30 PM – 6:00 PM

IV. Station Report

YTD Financials & Cash Flow

Ms. Mathes presented the YTD financials and cash flow. She highlighted that Major Gifts was at 159% of their monthly goal, and email subscription was at 142% of their monthly goal. KUOW ended December 2020 strong with KUOW's net from operations at positive \$1.6M before depreciation.

Racial Equity Team & Liaison Update

Mr. Warner had stepped into the Board liaison role, representing the Board on KUOW's Racial Equity Team. Ms. Robinson updated the committee on the Racial Equity Team's progress, including the election of six new members and details of the REDI plan.

V. Executive Committee

Ms. de Laubenfels highlighted the general timeline of the CEO/President annual review process and confirmed the topics on the full Board meeting agenda on Feb. 25.

VI. Executive Session

With no further business, Ms. de Laubenfels adjourned the meeting and called for an Executive Session at 5:58 PM.

VII. Adjournment

With no further business, Ms. de Laubenfels adjourned the Executive Session at 6:03 PM.

Respectfully Submitted by
Heidi de Laubenfels, Chair
Fieta Robinson, Board Liaison



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Thursday, April 22, 2021
 4:30 PM – 6:00 PM

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJApd-6rrzgsGtRQxXpB0xd9t6hAzllbVjQG>

After registering, you will receive a confirmation email containing information about joining the meeting.

Meeting Objectives

- Get current on committee work
- Understanding the Financial State of KUOW
- Advance Annual Board Retreat, Board Recruitment, CEO Annual Review and Correct Committee Membership
- Set the Agenda for Full Board Meeting on April 29th, 2021

Specific Questions We Will Address

- *What is the optimal approach to board recruitment?*
- *Are we planning the 2021 Board Retreat with the outcome most important for KUOW?*
- *Is there anything we are missing with financial governance?*
- *What are we willing to invest in ahead of the curve?*

AGENDA

4:30 -4:35 PM	<ol style="list-style-type: none"> 1. Welcome, Check-In and Call to Order 2. Meeting Objectives 3. Invitation to Disclose Possible Conflicts of Interests 4. Invitation for Additional Topics ACTION 5. Approval of the February 11, 2021 – EXEC Meeting Minutes 	Exhibit 1	Heidi de Laubenfels
4:35-4:45 PM	<ol style="list-style-type: none"> 6. EXEC Committee Business <ul style="list-style-type: none"> ➤ April 29 Board Meeting Agenda ➤ Update on CEO Annual Evaluation (End April 2021) ➤ Use of SharePoint ➤ Other Business 	Exhibit 2	Heidi de Laubenfels Christopher Jay & Andy McGovern Heidi De Laubenfels
4:45 - 5:50PM	<ol style="list-style-type: none"> 7. Committee Updates 		
(10 min)	<ol style="list-style-type: none"> A. Development Committee Update (4:45– 4:55) <ul style="list-style-type: none"> ➤ UW Foundation Update (?) ➤ Development Campaigns ➤ Board Development Tool Kits 	Exhibit 3a Exhibit 3b	Filiz Efe McKinney
(20 min)	<ol style="list-style-type: none"> B. Finance Committee & FISC Update (4:55 – 5:15) <ul style="list-style-type: none"> ➤ Financial Deep Dive ➤ FY 2021 YTD Financials <ul style="list-style-type: none"> • Cash Flow Navigation • Dashboard Report ➤ Form 990 ➤ PPP Loan Update ➤ FISC Investment Update 	Exhibit 4a Exhibit 4b Exhibit 4c Exhibit 4d Exhibit 4e Exhibit 4f	Jon Schorr Caryn Mathes Jon Schorr Janice McKenna Christopher Jay

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.



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Thursday, April 22, 2021
 4:30 PM – 6:00 PM

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJApd-6rrzgsGtRQxXpB0xd9t6hAzllbVjQG>

After registering, you will receive a confirmation email containing information about joining the meeting.

(10 min)	C. Strategic Planning Committee Update (5:15-5:25) ➤ SIF Update	Exhibit 5a Exhibit 5b	Andy McGovern Caryn Mathes
(25 min) ACTION	D. Governance Committee Update (5:25-5:50) ➤ Resolution Approving Interim Treasurer, Finance Chair, & Committee Assignment ➤ Annual Board Retreat <ul style="list-style-type: none"> • Purpose • Agenda ➤ Board Surveys <ul style="list-style-type: none"> • Biennial Board Assessment Survey (June 2021) • Board Profile Update (September 2021) ➤ Governance Recruitment Subcommittee Update <ul style="list-style-type: none"> • Update on the Process • Timeline • Current Criteria ➤ Board DEI Training Update	Exhibit 6a Exhibit 6b Exhibit 6c Exhibit 6d Exhibit 6e	David Landau

5:50- 5:55 PM	8. Station Business ➤ Station Operations <ul style="list-style-type: none"> • WFH UW Update • FY22 Budget Update 		Caryn Mathes
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5:55- 6:00 PM	9. Executive Session <i>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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.</i>		Heidi de Laubenfels
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6:00 PM	10. Adjourn		Heidi de Laubenfels
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Next Board Committee Meetings

- May**
 Wednesday, May 19: Development
 Thursday, May 27: JOINT SPC/FIN, 1st Budget Hearing
- June**
 Tuesday, June 1: Governance Committee
 Thursday, June 10: JOINT EXEC/FIN, 2nd Budget Hearing

PSPR Full Board Meetings

- April**
 Thursday, April 29: Board of Directors, 4:30 – 6:30 PM
- May**
 Saturday, May 15th: Annual Board Retreat
- June**
 Thursday, June 24: Board of Directors, 4:30 – 6:30 PM

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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, APRIL 22, 2021

4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the "Committee") of the KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on April 22, 2021, via Zoom.

PRESENT: Christopher Jay (Vice-Chair), Andy McGovern (Secretary), Jon Schorr (Treasurer), Caryn Mathes (President), Mark Ashida (IPC), David Landau, Filiz Efe McKinney, Irwin Goverman and Randy Hodgins

ABSENT: Heidi de Laubenfels (Chair), Sharon Kioko

ALSO ATTENDING: Janice McKenna, Fieta Robinson, and Ryleigh Brimhall

I. Meeting Called to Order & Announcements

Vice Chair Christopher Jay welcomed the Committee members. The meeting was called to order at 4:32 PM. There were no Conflicts of Interest. Mr. Jay welcomed additional topics to the agenda.

II. Approval of Minutes

Mr. Jay then called for the approval of the Minutes of the February 11, 2020, Executive Committee meeting. Andy Mc Govern moved to approve, Irwin Goverman seconded; the motion was carried, the Committee approved the minutes as presented.

III. Executive Committee

Mr. Jay called for the Approval of the Resolution to Authorize Emergency Security Expenditure. A motion was duly made by Jon Schorr and seconded by Mark Ashida. With no objections, the motion was approved.

Mr. Jay highlighted the current timeline of the CEO/President annual review process and confirmed the topics on the full Board meeting agenda on April 29th.

IV. Committee Business

Development Committee

Ms. McKinney provided a brief update on the opportunities for board engagement, including board tool kits & funding priorities. She, also, welcomed the new Philanthropy Director, Steve Alexander, to the executive committee.

Finance & FISC Update

Mr. Schorr briefly summarized KUOW FY21 financial deep dive presentation. Major gifts had already exceeded their budgeted revenue goal of \$1.65M. Membership raised \$9.3M and is on track to meet our revised goal of \$11.8M by June 30, 2021. Business Support was poised to end the year at about \$4M which would be approximately a 20% decrease from FY21. Peer stations on average are down about 32% so Business Support was doing better than expected.

Ms. Mathes presented the initial projected FY22 budget. She highlighted Q3 dashboard summary. This included Membership was 110% of their monthly goal, Major Gifts was at 145% of their monthly goal, and email subscription was at 119% of their monthly goal.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

THURSDAY, APRIL 22, 2021

4:30 PM – 6:00 PM

Ms. McKenna updated the Committee on Form 990 and the funding of the PPP loan application. Mr. Jay discussed the Q1 Investment Report provided by Bernstein. KUOW outperformed its benchmarks net of fees by a significant margin.

Strategic Planning Committee (SPC)

Ms. Mathes presented on the Strategic Impact Framework (SIF) including the North Star, the six outcomes, strategies that feed into the stated outcomes, and potential metrics to determine efficiency of those strategies.

Governance Committee

Mr. Jay called for the Approval of Resolution of Interim Treasurer, Finance Chair, & Committee Assignments. A motion was duly made by David Landau and seconded by Randy Hodgins. With no objections, the motion was approved to move to the Full Board Meeting.

Mr. Landau provided a brief overview of the board retreat's purpose, the finalization of speakers, and the agenda of the retreat. Mr. Landau summarized on the recruitment plan and the continued narrowing down of the prospect list. He also highlighted the progress for the Biennial Board Assessment and the DEI board training.

V. Station Report

Ms. Mathes updated the committee on UW's current work re-entry plan.

VI. Executive Session

With no further business, Mr. Jay adjourned the meeting and called for an Executive Session at 5:58 PM.

VII. Adjournment

With no further business, Mr. Jay adjourned the Executive Session at 6:03 PM.

Respectfully Submitted by
Christopher Jay, Vice Chair
Fieta Robinson, Board Liaison



Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJAcu2srDouGtyEKZmv2FJDsQaTR4d47mHd>

After registering, you will receive a confirmation email containing information about joining the meeting.

Meeting Objectives

- Review the FY22 Budget and prepare it for full Board review
- Set the Agenda for Full Board Meeting on June 24, 2021

Specific Questions We Will Address

- *Does the FY2022 budget proposal appropriately align with KUOW's strategic business plan?*

AGENDA

4:30-4:40 PM	1. Welcome, Check-In and Call to Order 2. Meeting Objectives 3. Invitation to Disclose Possible Conflicts of Interests 4. Invitation for Additional Topics 5. Approval of the April 22, 2021 – EXEC Meeting Minutes	Exhibit 1	Heidi de Laubenfels
ACTION			
4:40- 5:35 PM	6. President & GM Report ➤ FY21 YE Update Through April 2021 • Core Initiatives • FY21 YTD Budget ➤ FY22 Proposed Budget • FY22 Proposed Initiatives • FY22 Budget Review ➤ Q&A – Questions and Comments on Budget Presentation (Link to FY22 Budget Power Point doc on SharePoint) ➤ Finance Recommendation to Executive Committee	Exhibit 2	Caryn Mathes
ACTION			Jon Schorr
5:35 - 5:50PM	7. Committee Updates A. Development Committee Update ➤ Quick Summary of Developments B. Finance Committee & FISC Update ➤ Investment Statement Policy (ISP) C. Governance Committee Update ➤ Board Surveys • Biennial Board Assessment Survey (June 2021) • Board Profile Update (September 2021) ➤ Governance Recruitment Subcommittee Update ➤ Board DEI Training Update ➤ Board Retreat Summary	Exhibit 3 Exhibit 4 Exhibit 5 Exhibit 5a Exhibit 5b Exhibit 6 Exhibit 7	Filiz Efe McKinney Liam Lavery David Landau
5:50-5:55 PM	8. EXEC Committee Business ➤ June 24th Board Meeting Agenda ➤ Update on CEO Annual Evaluation (Off-schedule) ➤ Other Business		Heidi de Laubenfels Christopher Jay
ACTION			

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Puget Sound Public Radio
 JOINT MEETING OF EXECUTIVE & FINANCE COMMITTEES
 Thursday, June 10, 2021
 4:30 PM – 6:00 PM

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJAKcu2srDouGtyEKZmv2FJDsQaTR4d47mHd>

After registering, you will receive a confirmation email containing information about joining the meeting.

5:55- 6:00 PM **9. Executive Session** Heidi de Laubenfels

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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

6:00 PM **10. Adjourn** Heidi de Laubenfels

Next Board Committee Meetings

July

Tuesday, July 27: Governance

August

Monday, August 9: Strategic Planning

Tuesday, August 17: FISC

Wednesday, August 18: Development

Tuesday, August 31: Governance

September

Thursday, September 9: Executive

Thursday, September 30: Strategic Planning

PSPR Full Board Meetings

June

Thursday, June 24: Board of Directors, 4:30-6:30 PM

September

Thursday, September 23: Board of Directors, 4:30-6:30pm

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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio JOINT MEETING OF THE EXECUTIVE AND FINANCE & AUDIT COMMITTEES June 10, 2021 4:30 PM - 6:00 PM

Upon notice duly given, the **EXECUTIVE and FINANCE & AUDIT COMMITTEES** (the “Committees”) of the KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held virtually on June 10, 2021, at 3:30 PM via Zoom Conference.

PRESENT: Christopher Jay, Andy McGovern, Heidi de Laubenfels, Filiz Efe McKinney, Irwin Goverman, Caryn Mathes (GM), Randy Hodgins, Mark Ashida, Jon Schorr, Sharon Kioko, Connie Kravas, Wassef Haroun, Liam Lavery and David Landau (5:07 PM)

ALSO ATTENDING: Fieta Robinson, Evan McCoy, Janice McKenna and Jakob Wolf-Barnett

I. Meeting Called to Order & Announcement

Board Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:32 PM. No conflicts of interest were expressed.

II. Approval of Minutes

Ms. de Laubenfels then called for approval of the minutes from the April 22, 2021, Executive Committee meeting. Jon Schorr moved to approve, and Wassef Haroun seconded; the motion was carried, the Committee approved the minutes as presented.

III. Presentation of FYE 2021 and FY2022 Budget

FY21 YE Update Through April 2021

Ms. Mathes presented KUOW’s Fiscal Year End 2021 core objectives, assumptions and KPIs. 56% of KPIs achieved 90% or better of their goal. Employee engagement achieved 98.5% of the goal. KUOW projected year-end financial status will be closer to goal than originally calculated. In fact, KUOW’s revenue is expected to exceed budget by nearly 8% by the end of the fiscal year. Net income is projected to finish at \$902,014, compared with a budget that anticipated negative \$826,514. Fiscal stability is due to aggressive cost cutting across the organization during the pandemic. KUOW’s relatively favorable year-end position is a result of the creative and rapid response by the leadership team and prudent fiscal management, as well as diversifying into digital platforms.

FY22 Proposed Budget

Ms. Mathes discussed the proposed Core Objectives for FY2022, as well as the opportunities and key assumptions. This will be a year to reinvest after cuts were made to ensure stability through the pandemic. Ms. Mathes provided a summary of the FY2022 Operations and Capital Budgets and summarized the FY2022 focus areas for each department and anticipated KPI/Dashboard Goals. She also provided a summary of the issues that are considered “mission critical.” One of the primary goals going into FY2022 is to fill the 20+ current vacant positions at KUOW.

Finance Recommendation to Executive Committee

Ms. de Laubenfels requested a motion for the FY2022 Budget to be presented for a vote to the full Board of Directors at the June 24, 2021, meeting. Irwin Goverman so moved, and Wassef Haroun seconded. With none opposing, the FY2022 Budget Presentation moves to the full Board of Directors for approval.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio JOINT MEETING OF THE EXECUTIVE AND FINANCE & AUDIT COMMITTEES June 10, 2021 4:30 PM - 6:00 PM

IV. Committee Updates

Development Committee Update

Committee Chair Ms. McKinney requested additional support in promoting initiatives and is hoping for more Board engagement in development/fundraising. It was suggested that Steve Alexander, KUOW's new Director of Philanthropy, provide a brief overview of his vision for philanthropy at the full Board meeting in September.

Finance Committee Update

Committee Vice Chair Liam Lavery provided an update on his work to update the Board's Statement of Investment Policy to reconcile the way Bernstein provides reports with the way KUOW labels funds. Mr. Lavery will be finalizing updates with Ms. McKenna and Mr. Jay.

Strategic Planning Committee Update

Committee Chair Mr. McGovern touched on outcomes of the Board's strategic retreat on May 15 and mentioned he would provide a more robust summary at the full board meeting June 24, 2021.

Governance Committee Update

Committee Vice Chair Mr. Goverman provided an update on the Governance committee. The biannual Board Assessment Survey will be sent to directors on June 25, 2021. The purpose of the survey is to assess board effectiveness and identify areas for improvement. He discussed Ms. Kravas' work on the recruitment of new Board members. Mr. Goverman closed with the topic of the Board Retreat summary report that was produced by The Ostara Group.

V. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting for an Executive Session at 5:57 PM. The Executive Session was adjourned at 6:03 PM.

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 by

Heidi de Laubenfels, Board Chair, Chair of Executive Committee

Fieta Robinson, Board Liaison