

**APPROVED MEETING MINUTES**  
**KUOW Puget Sound Public Radio**  
**EXECUTIVE COMMITTEE**  
**AUGUST 16, 2017 MEETING**  
**12:00 p.m. – 1:30 p.m.**

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Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on August 16, 2017 at 12:00 PM.

**PRESENT:** Haeryung Shin, Indranil Ghosh, Randy Hodgins, Robert Stokes, Jon Schorr Caryn Mathes (President & CEO),

**CONFERENCING:** Steve Hill and Judith Endejan,

**ALSO ATTENDING (STAFF):** Fieta Robinson (Executive Assistant & Board Liaison)

**GUESTS:** None

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**I. Meeting Called to Order**

Chair Haeryung Shin welcomed the Committee members and called the meeting to order at 12:00 pm.

**II. Conflict of Interests**

There were no conflict of interests.

**III. Approval of Minutes**

Ms. Shin called for the approval of the Minutes of the May 18, 2017 Executive Committee Meeting. Mr. Stokes motioned to approve, Mr. Schorr seconded; with no objection or changes, the Committee approved the minutes as presented.

**IV. Committee Business**

Governance.

Ms. Shin informed the Committee that Mr. Hill has decided not to seek a second three year term and will be retiring as a Board member in November 2017. She thanked him for his service and leadership on the PSPR Board. Mr. Hill will continue to serve as a non-voting member of the Finance & Audit Committee, if approved by the Board.

Mr. Stokes gave an update board recruitment and presented the slate of candidates for Community Directors in November 2017. He spoke about the recruitment process and the number of vacancies the Committee will strive to fill over the fiscal year. The Committee discussed the board committee and leadership survey results. Majority of the Directors chose to be re-appointed to their current committees. A few Directors expressed their desire to move into leadership positions. Mr. Stokes will finalize the proposal for 2018 board and committee membership to present for review at the September Board Meeting.

Mr. Stokes reported that he is working with Management to find a vendor for a new Director/Officer Insurance policy. Currently, the Board is under insured. There was discussion surrounding the rules

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or law for state entities providing D/O coverage for independent managing boards. According to the PSPR/UW Operating Agreement, certificates of coverage are due to the University of Washington in October 2017.

Finance and Audit.

Mr. Schorr and Mr. Hill reported that are working on the revised Investment Policy Statement that incorporates the Endowment Policy. A draft will be presented at the next Executive Committee.

**V. Station Report**

Management presented a lease amendment no. 4 to sync the lease for second floor space in the 4518 building with the lease of the 3<sup>rd</sup> floor space in the 4518 building to the year 2028. The Committee reviewed and discussed the amendment and associated costs. Members approved the draft lease amendment no.4 as presented to move forward for discussion and approval by the Board.

Ms. Mathes review the new SBP work plan dashboard and key objectives in its linked goal tracking document. Future dashboard reports will display the top six primary goals for the fiscal year. A copy of the dashboard will be presented to the full board.

Ms. Mathes gave a hiring and recruitment update. She shared a spreadsheet with a timeline for expected hires, share her concerns about the pace and HR administrative obstacles outside of KUOW's control. There is difficulty in securing diverse candidates due to salary grade caps and obtaining applicants in the field. The Committee discussed various methods to increase the pool of applicants and strategies to cultivate students in communication and journalism programs.

**VI. Other Business**

The Committee discussed the agenda topics for the next PSPR Board meeting on November 3, 2017.

**VII. Adjournment**

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 1:25 PM. *The next meeting of the Committee will take place on 19 October 2017.*

Respectfully Submitted by  
Haeryung Shin, Chair  
Fieta Robinson, Board Liaison

**APPROVED MEETING MINUTES**  
**KUOW Puget Sound Public Radio**  
**EXECUTIVE COMMITTEE**  
**October 19, 2017**  
**12:00 p.m. – 1:30 p.m.**

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW in the Performance Studio B on October 19, 2017 at 12:00 PM.

**PRESENT:** Haeryung Shin, Indranil Ghosh, Judith Endejan, Robert Stokes, Jon Schorr and Caryn Mathes (President & CEO),

**CONFERENCING:** Steve Hill and Randy Hodgins

**ALSO ATTENDING:** Fieta Robinson, Mark Ashida, Janice McKenna

**GUESTS:** None

**I. Meeting Called to Order**

Chair Haeryung Shin welcomed the Committee members and called the meeting to order at 12:03 pm.

**II. Conflict of Interests**

Ms. Endejan reported that the Swartz, Woods & Miller, the law firm that the UW/KUOW legal counsel for FCC related matters merged with her company Garvey, Schubert and Barer.

**III. Approval of Minutes**

Ms. Shin called for the approval of the Minutes of the August 16, 2017 Executive Committee Meeting. Ms. Endejan motioned to approve, Mr. Schorr seconded; with no objection or changes, the Committee approved the minutes as presented.

**IV. Committee Business**

Finance and Audit.

Mr. Schorr gave an overview of the changes in the revised Investment Policy Statement (IPS) that incorporates the Endowment Policy. He acknowledged and thank Mr. Hill for his work on the project. With help from John Patnaude of Bernstein, Mr. Hill and Mr. Schorr had been working on a redraft of the IPS for the Investment Funds of PSPR. The objectives of the redraft was to 1) simplify and streamline the document to make it consistent with a “delegation” document from the Board to the Finance/Audit committee, staff, and investment managers; 2) have the IPS reflect the current working relationship between the Board and the investment firm; and to provide clarity on the investment objectives and allocations for funds that are reserve or likely to be used in a 3-7 year time frame.

The Committee reviewed the redrafted IPS. There were a number of questions about the long term reserves fund, its % allocation and overall purpose; and impact on the board designated endowment fund policy. Mr. Schorr will work with his committee to incorporate the suggested changes to the policy. A revised redraft will be presented for review in the beginning of 2018.

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**EXECUTIVE COMMITTEE**  
**October 19, 2017**  
**12:00 p.m. – 1:30 p.m.**

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Governance.

Mr. Stokes gave a status update on the University Director appointment to the Board. President Cauce's recommendation will move forward for approval at the annual board meeting.

New director orientation will take place on December 8, 2017. The committee discussed the draft agenda and timing. Materials will be sent to new directors prior to the meeting for review. There was discussion about the 2018 board retreat format, agenda and purpose. Management will work with Mr. Stokes on drafting a plan.

The Committee was made aware of the deadline to provide D/O certificates of insurance to UW Regents. Mr. Stokes will work with management on getting a quote for board approval and renewing PSPR coverage.

Executive Committee.

Ms. Shin discussed the timeline for committee chairs to update their 2018 work plan. Members were provided with a proposed 2018 Board and Committee meeting calendar for their review and input before the annual meeting. The meeting cadence is scheduled in a manner to promote the flow of information from committee to committee and around management' reporting timeline. There was a brief conversation on best hours for meeting to ensure quorum, as well as the pros and cons of in person vs video conference attendance.

Strategic Planning.

Mr. Ashida gave an update on progress year to date on the main initiatives. He reported that the station is making great progress. Ms. Mathes spoke about the upcoming podcasts and interests from several organizations for partnership on its content.

**V. Annual Board Meeting**

The Committee discussed the agenda topics for the next PSPR Board meeting on November 3, 2017. They agreed to use a consent agenda to allow more time for station presentations.

**VI. Adjournment**

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 1:43 PM. *The next meeting of the Committee will take place on 14 of February 2018 .*

Respectfully Submitted by  
Haeryung Shin, Chair  
Fieta Robinson, Board Liaison

## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio

#### EXECUTIVE COMMITTEE

**December 8, 2017**

**10:00 AM – 11:30 AM**

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW in the UW Alumni Bldg., Fireplace Room on December 8, 2017 at 12:00 PM.

**PRESENT:** Haeryung Shin, Randy Hodgins, Virginia Anderson, Heidi de Laudenfels, Robert Stokes, Andy McGovern, Jon Schorr and Caryn Mathes (President & CEO)

**ALSO ATTENDING:** Fieta Robinson, Janice McKenna

**GUESTS:** Major Gifts Team, Jenny Asarnow, Robert Chinn Foundation

**I. Meeting Called to Order**

Chair Haeryung Shin welcomed the Committee members and guests. The meeting was called to order at 11:00 am.

**II. Robert Chinn Foundation**

The Robert Chinn Foundation presented the Executive Committee Team a grant award for the KUOW, RadioActive Youth Program. Karen Wong President, Robert Chinn Foundation Board of Director and Peter Tsai, Board Director, gave an overview for their foundation and outlined opportunities for partnerships with KUOW and PSPR. The Committee and Management expressed their gratitude for the grant.

**III. Approval of Minutes**

Ms. Shin called for the approval of the Minutes of the October 19, 2017. Executive Committee Meeting. Ms. Anderson motioned to approve, Mr. Schorr seconded; with no objection or changes, the Committee approved the minutes as presented.

**IV. Committee Business**

Governance.

Mr. Stokes gave a status update on the D/O certificates of insurance. Mr. Stokes is working with management on finalizing the insurance for board review. A copy of the certificate will be provided to the University of Washington as required by the Operating Agreement. Ms. Shin and Mr. Stokes spoke briefly about the 2018 Annual Board Retreat. The retreat will be structured similar to the 2017 meeting structure and is tentatively scheduled in March 2018.

Executive Committee.

Ms. Shin asked committee members to review the updated committee charters and work plans for each committee and provide feedback for discussion at the next meeting.

**V. Racial Equity Team Update**

Ms. Anderson gave a progress report on the work of the KUOW Racial Equity Team. Committee members were provided with the current Board statement on Racial Equity and Diversity for their

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review and feedback. Ms. Anderson suggested offering a voluntary attendance meeting open to all board members to get an update on what is happening with the racial equity committee work from Ms. Mathes and to discuss issues important to the board members.

**VI. Executive Session**

The Committee went into executive session to discuss matters relating to employees with legal counsel. This meeting required the confidential advice of counsel and any information obtained is privileged.

**VII. Adjournment**

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 11:35 AM. *The next meeting of the Committee will take place on **28 of February 2018.***

Respectfully Submitted by  
Haeryung Shin, Chair  
Fieta Robinson, Board Liaison

**APPROVED MEETING MINUTES**  
**KUOW Puget Sound Public Radio**  
**EXECUTIVE COMMITTEE**  
**February 28, 2018**  
**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 at the offices of KUOW in the Performance Studio on February 28, 2018.

**PRESENT:** Haeryung Shin, Randy Hodgins, Virginia Anderson, Heidi de Laubenfels, Andy McGovern, Mark Ashida, Jon Schorr and Caryn Mathes (President & CEO)

**ABSENT:** (None)

**ALSO ATTENDING:** Fieta Robinson and Matt Albertson

**I. Meeting Called to Order**

Chair Haeryung Shin welcomed the Committee members and guests. The meeting was called to order at 4:03 PM.

**II. Approval of Minutes**

Ms. Shin called for the approval of the Minutes of the December 8, 2017. Executive Committee meeting. Ms. de Laubenfels moved to approve, Ms. Anderson seconded; with no objections or changes, the Committee approved the minutes as presented.

**III. Committee Business**

*Executive Committee.*

Ms. Shin reported that Mr. Stokes gave his resignation to the KUOW/PSPR Board. His resignation leaves vacant the position of Governance Committee chair. Ms. Shin recommended Director Indranil Ghosh be appointed as Chair to that Committee, and proposed an additional candidate/prospect as a non-voting member to the committee. The Executive Committee was in favor to appointment Mr. Ghosh as Governance Chair until the next annual Board meeting; and to reach out to the named prospect for the Governance Committee. Mr. Ashida moved to approve, Mr. Hodgins seconded; the recommendations will move forward to the Board for approval at the next meeting.

*Board Retreat*

The Annual Board Retreat will be postponed until late April or early May. Ms. Shin proposed an outline for the retreat. The Committee discussed various speakers and the meeting format. Members were asked to assist in the planning of the retreat this year.

Ms. Shin asked Committee members to review the updated Committee charters and work plans for each committee and provide feedback for discussion at the next meeting.

*Finance/Audit Committee.*

Members reviewed and discussed the draft redlined Investment Statement Policy (IPS). The IPS includes the KUOW/PSPR Endowment Policy. Mr. Schorr recommended that the IPS as presented be moved forward to the Board for approval. Ms. Anderson moved, Mr. McGovern seconded; there were no objections.

*Investment Subcommittee*

**APPROVED MEETING MINUTES****KUOW Puget Sound Public Radio****EXECUTIVE COMMITTEE****February 28, 2018****4:30 PM – 6:00 PM**

The Finance and Audit Committee proposed the creation of a standing Investment Subcommittee (FISC). The subcommittee will have responsibility for oversight, hiring, and termination of managers and advisors engaged for the investment of the PSPR/KUOW Investment Pool, and will report on these actions at regular meetings of the Finance and Audit Committee.

The Finance Committee recommended the following members to the serve as voting members of the Investment Subcommittee for a one-year term ending in November 2018: Directors Susan Sigl and Christopher Jay; and Cameron Hewes and Steve Hill, as non-director appointees.

There were no objections. The proposals will move forward to the Board for approval at the next meeting.

*Development Committee.*

Ms. de Laubenfels gave an overview of the updated Development Purpose Statement/Charter. She also spoke about the creation of a Development Playbook with guidelines for Board members. Ms. Anderson spoke about postponing the Sound Voices Luncheon and the plans for acquiring guest speaker. Members were provided with the updated work plan that lists specific events.

*Strategic Planning Committee.*

Mr. Ashida gave a brief update on their February 16, 2018 meeting. Management gave an update on the digital platform and presented on their smart speaker strategy. The next meeting will be a deep dive into the strategic business plan goals and initiatives. They will be focusing on reviewing and/or refining specific goals based on relevance.

**IV. Station Business**

Ms. Mathes gave an overview of the 4516 lease and its operating expense. She explained that there will be an expense increase of ~12% in sq. ft. cost due to the next base rate CPI increase in fiscal year 2019. The final draft lease will be presented to the Board at the next meeting for their approval.

**V. Executive Session**

The Committee went into executive session to discuss personnel matters and the confidential advice of legal counsel.

**VI. Adjournment**

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 6:04PM. *The next meeting of the Committee will take place on 16 of May 2018.*

Respectfully Submitted by  
Haeryung Shin, Chair  
Fieta Robinson, Board Liaison



## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio

#### EXECUTIVE COMMITTEE

May 16, 2018

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 at the offices of KUOW in the Performance Studio on May 16, 2018.

**PRESENT:** Haeryung Shin, Randy Hodgins, Virginia Anderson, Heidi de Laubenfels, Andy McGovern, Mark Ashida, Jon Schorr and Caryn Mathes (President & CEO)

**ABSENT:** Susan Sigl

**ALSO ATTENDING:** Fieta Robinson and Justis Phillips

**I. Meeting Called to Order**

Chair Haeryung Shin welcomed the Committee members and guests. The meeting was called to order at 4:31 PM.

**II. Approval of Minutes**

Ms. Shin called for the approval of the Minutes of the February 28, 2018 Executive Committee meeting. Ms. Anderson moved to approve, Mr. Ashida seconded; with minor grammatical changes and no objections, the Committee approved the minutes as presented.

**III. Agenda Approval**

Ms. Shin moved to approve adjusting the agenda to shift the Executive Session and Station Business Report to the beginning of the meeting and table the Board Recruitment update until the next meeting. The Committee approved the change to the meeting agenda.

**IV. Station Business**

*KUOW Lease Amendment No. 5*

Ms. Mathes gave an overview of the final building lease that includes the second floor of the 4516 Building, provided a cost analysis and update on additional operating expenses. She explained that lease amendment incorporates 4516 into the premises, and is coterminous with 4518 and 4522. There will be an expense increase of ~12% in sq. ft. cost due to the next base rate CPI increase in fiscal year 2019; and the monthly rent for the storage space through the term of the lease.

Ms. Shin called for a motion to recommend putting forth the KUOW Lease Amendment No. 5 at the next Board meeting on May 24, 2018 for review and approval. Mr. Ashida moved, Mr. McGovern seconded; with no objections the Committee approved.

**V. Executive Session**

Ms. Shin called for immediate executive session at 4:33 pm until 4:45 pm. The Committee discussed personnel matters and the confidential advice of legal counsel.

**VI. Committee Business**

## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio

#### EXECUTIVE COMMITTEE

May 16, 2018

4:30 PM – 6:00 PM

#### Executive Committee.

- *Board Retreat*

The Annual Board Retreat was held on May 12, 2018. Ms. Shin requests feedback and key takeaways about the structure of the retreat (panels, speakers, time for conversation), as well as the content and its relevance. She asked members to consider how they would use what they learned to help move the station and Board forward. Mr. McGovern suggested elevating Earned Trust to the top of the list for strategic planning.

- *GM Performance Evaluation Process*

Ms. Shin gave an overview of the evaluation process and timeline. She encouraged Chairs to remind their members to adhere to the timeline. Members discussed potential changes to the evaluating process, survey and feedback structure to expand the evaluation to include others not in direct contact with GM. They agreed not to change the FY2018 review process. There was a suggestion to create a subcommittee to assist with redesigning the FY19 evaluation process and survey questions. Members would like to incorporate feedback/data from the internal KUOW employee engagement tool as well.

#### Governance Committee.

- *KUOW/PSPR Bylaws Revision*

Mr. Ghosh gave an update on timeline to finalize the draft revised KUOW PSPR Bylaws. Governance Committee members will discuss the revised draft at their next meeting. They plan to revisit the inclusion of additional standing committees and work to define the role of the vice chair.

- *Board Nomination*

The Governance Committee recommends to the Executive Committee the following nomination for Community Director to complete the expiring one-year term of vacant seat ending in November 2018; and be re-elected in November 2018 for a full three year term or until her/his successor is elected and qualified: **David Landau**

The Governance Committee recommends the following individual to the serve as voting Member of the PSPR Board Governance Committee for a one-year term ending in November 2018: **David Landau**

There was a discussion but no objections. The proposals will move forward to the Board for approval at the next meeting.

- *Board Recruitment*

Ms. Anderson requested that the Committee develop standard protocols and guidelines for Board recruitment to ensure consistency. She shared concerns with the current process and its misalignment with historical practices.

## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio

#### EXECUTIVE COMMITTEE

May 16, 2018

4:30 PM – 6:00 PM

#### Finance/Audit Committee.

- *Meeting Update*

Mr. Schorr recommended that members read the April 17, 2018 meeting minutes. KUOW management discussed strategies for increasing station revenue and key factors driving revenue predictions in the FY 19 Budget. They shared details of the dynamics of projecting individual donor behavior, the potential for major gifts and grants and the landscape for business revenue.

The joint Finance and SPC meeting on May 30, 2018 was canceled. Both chairs decided that it the additional budget hearing budget was no longer needed. Finance will meet with the Executive Committee to review the FY19 budget on June 20, 2018. Mr. Schorr and Mr. Ashida requested that all future, Finance and Strategic Planning Committee meetings be scheduled in the mornings or late evenings.

#### Strategic Planning Committee (SPC).

SPC and the Finance committee met on May 15, 2018 to review FY18 year-to-date updates on the strategic plan initiatives and discuss the FY19 goals and budget.

#### Development Committee.

Ms. de Laubenfels gave an update on the UW Foundation, Sound Voices Luncheon, and the Broadcast Circle event at MoHAI with Kai Risdahl. She reported that UW Foundation will do a “Deep Dive” focused on the RadioActive Program in November; the Sound Voices luncheon’s date has not been confirmed but the event will be at the Pacific Tower, 8<sup>th</sup> Floor. Members are thinking of a conversation style keynote featuring Mona Lee Locke, who is a voice in the #MeToo movement, moderated by a Content staff member.

Ms. de Laubenfels also discussed the Development Playbook – guidelines and information on a number of KUOW activities or “opportunities” that Board Directors can offer freely to a prospective donor or community engagement partner. Directors will receive a copy of the playbook at the upcoming Board meeting.

#### **VII. Adjournment**

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 5:43PM. *The next meeting of the Committee will take place on **13 of June 2018.***

Respectfully Submitted by  
Haeryung Shin, Chair  
Fieta Robinson, Board Liaison