



Annual Board Meeting Agenda

KUOW

Nov 18, 2021 at 4:30 PM PST to Nov 18, 2021 at 8:00 PM PST

Seattle Asian Art Museum: 1400 E Prospect St, Seattle, WA 98112

Agenda

- I. Call to Order, Welcome & Introductions** **4:30 PM**
Presenter: Heidi de Laubenfels
- II. Invitation to Disclose Possible Conflicts of Interest** **4:31 PM**
Presenter: Heidi de Laubenfels
- III. Consent Agenda** **4:32 PM**
Presenter: Heidi de Laubenfels
 - A. Approval of September 23, 2021 Board Mtg Minutes**
 - B. Approval of 2022 Board Directors, Officers and Committee Members**
 - 1. Resolution to Re-elect Community Board Directors**
 - 2. Resolution to Elect 2022 Board Officers**
 - 3. Approval of 2022 Committee Members**
 - 4. Resolution to Elect University Director**
 - C. Resolution to Create the DEI Committee**
 - D. Resolution to Change the Name of the Development Committee**
 - E. Resolution Regarding Acceptance of The Audit**
 - F. Resolution to Approve PPP Loan Fund Allocation**
- IV. Motion to Approve Resolution to Codify Liaison to Racial Equity Team**
Presenter: Heidi de Laubenfels
- V. Passing of the Gavel** **4:34 PM**
Presenter: Caryn Mathes
 - A. Heidi de Laubenfels to Christopher Jay**
- VI. Committee Reports & Work Plans**
 - A. Governance Committee** **4:35 PM**
Presenter: David Landau
 - 1. Board Orientation & DEI Training Expectations**
 - 2. 2022 Work Plan**

B. Reach & Resource Committee	4:40 PM
Presenter: Claire O'Donnell	
1. 2022 Work Plan	
C. Strategic Planning Committee	4:45 PM
Presenter: Andy McGovern	
1. Retreat Action Proposals	
2. 2022 Work Plan	
D. Finance & Audit / FISC	4:50 PM
Presenter: Liam Lavery	
1. 3rd Quarterly Investment Report	
Presenter: Christopher Jay	
2. 2022 Work Plans	
E. Executive Committee	4:55 PM
Presenter: Christopher Jay	
1. 2022 Board and Committee Meeting Dates	
2. 2022 PSPR Board Roster	
3. 2022 Work Plan	
VII. Recognition of Retiring & Resigning Board Directors	5:00 PM
Presenter: Christopher Jay	
A. Shauna Causey	
Presenter: Irwin Goverman	
B. Vivian Phillips	
Presenter: Connie Kravas	
C. David Roberts	
Presenter: Heidi de Laubenfels	
D. Colleen Echohawk	
Presenter: Ian Warner	
E. Caitlin Duffy	
Presenter: Andy McGovern	
F. Nicholas Patrick	
Presenter: Heidi de Laubenfels	
G. Robert Palmatier	
Presenter: Heidi de Laubenfels	
VIII. 10 MINUTE BREAK	5:15 PM
IX. State of the Station & Presentations	
A. GM/President's Station Report	5:25 PM
Presenter: Caryn Mathes	
B. Marketing Update Report	5:40 PM
Presenter: Michaela Gianotti	
C. Radioactive's New Podcast	5:50 PM
Presenter: Kelsey Kupferer	
They can never lock your mind up.' Three stories from juvenile jail	

D. (5 MINUTE BREAK)

6:00 PM

E. Fireside Chat With New Senior Leadership

6:05 PM

Presenter: Heidi de Laubenfels

Guests: Gigi Douban, Steve Alexander, Rami Al-Kabra

X. Public Comment

6:50 PM

Presenter: Christopher Jay

XI. Closing Remarks & Adjourn

6:55 PM

Presenter: Christopher Jay

XII. Annual Meeting Reception

7:00 PM



APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 18, 2021 4:30 P.M. – 8:00 P.M.

Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on November 18, 2021 at 4:30 PM at Seattle Asian Art Museum, 1400 E Prospect St, Seattle, WA 98112.

PRESENT: Christopher Jay (Chair), Heidi de Laubenfels (Immediate Past Chair), Irwin Goverman (Vice Chair), Andy McGovern (Secretary), Liam Lavery (Treasurer), John Schorr, Filiz Efe McKinney, David Landau, Randy Hodgins, Sharon Kioko, Shauna Causey, David Roberts, Virginia Anderson, Lisa Nitze, Mark Ashida, Caryn Mathes (President & CEO), Nicholas Patrick, Wassef Haroun, Claire O'Donnell, Ian Warner, Connie Kravas, Michelle Merriweather, Roshni Naidu, Jessie Harris and David Iyall

ALSO ATTENDING: (KUOW Staff) Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Janice McKenna, Michaela Gianotti, Kelsey Kupferer, Jennifer Strachan, Matthew Albertson, Steve Alexander, Gigi Douban, Rami Al-Kabra

I. MEETING CALLED TO ORDER

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:43 pm. She invited attending members, staff and guests to introduce themselves.

Ms. de Laubenfels asked directors to disclose any conflicts of interest. There were none.

II. BOARD BUSINESS

Approval of Consent Agenda

Ms. de Laubenfels called for a motion to pass the consent agenda. A motion was duly made by Mr. Jay and seconded by Mr. Goverman, with no objections, the Board approved the consent agenda as presented. Ms. de Laubenfels welcomed the new Directors to the meeting.

Re-election of Community Board Members

III. In accordance to Article III, Section 8 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 2024:

- Mark Ashida
- Irwin Goverman
- Sharon Kioko
- David Landau
- Ian Warner

In accordance to Article III, Section 8 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 2024:

- David Iyall



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Election of 2022 Board Officers and Committee Chairs

As recommended by the Governance Committee, and in accordance to Article IV, Section 6 of the Bylaws amended as of November 2, 2018, the PSPR Board of Directors approved the appointment of the following Directors to serve as Board Officers and Committee Chairs for a one-year term expiring in 2022 at the annual meeting or until their successor is elected and qualified:

Executive Committee

- Christopher Jay, Chair
- Irwin Goverman, Vice Chair
- Andy McGovern, Secretary
- Liam Lavery, Treasurer
- Heidi de Laubenfels, Immediate Past Chair
- Claire O'Donnell, R&R Chair
- Liam Lavery, FIN, Chair
- Mark Ashida, FISC, Chair
- David Landau, GOV, Chair
- Ian Warner, DEI, Chair
- Andy McGovern, SPC, Chair
- Randy Hodgins, Licensee Director
- Caryn Mathes, President

PSPR 2022 Committees and Appointed 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 2022 or until their successor is elected and qualified:

Finance & Audit Committee

1. Liam Lavery, Chair
2. Jessie Harris, Vice Chair
3. Randy Hodgins
4. Sharon Kioko
5. Jon Schorr
6. Irwin Goverman
7. Mark Ashida

Finance , Investment Subcommittee

1. Mark Ashida, Chair
2. Sharon Kioko, Vice Chair
3. Jon Schorr
4. Liam Lavery

Reach & Resource Committee

1. Claire O'Donnell, Chair
2. David Iyall, Vice Chair
3. Michelle Merriweather
4. Wassef Haroun
5. Filiz Efe McKinney
6. Virginia Anderson

Governance Committee

1. David Landau, Chair
2. Filiz Efe McKinney, Vice Chair
3. Sharon Kioko
4. Irwin Goverman
5. Ian Warner
6. Heidi de Laubenfels
7. Connie Kravas
8. Jessie Harris
9. Mark Ashida

Governance , Recruitment Subcommittee

1. Connie Kravas, Chair
2. Filiz Efe McKinney, Vice Chair

Strategic Planning Committee

1. Andy McGovern, Chair
2. Lisa Nitze, Vice Chair
3. Claire O'Donnell
4. Wassef Haroun
5. Virginia Anderson
6. Roshni Naidu

Diversity, Equity & Inclusion Committee

1. Ian Warner, Chair
2. Michelle Merriweather, Vice Chair
3. Virginia Anderson
4. Irwin Goverman



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IV. COMMITTEE REPORTS

Governance Committee

Mr. Landau presented the agenda for Board Orientation in December. Mr. Landau highlighted on restructured Governance Documents and the FY22 Governance Work Plan.

Reach & Resource Committee

Ms. O'Donnell gave an overview of FY22 Reach & Resource Work Plan. The Work Plan included a continued focus on the strategy and finding ways for the Reach & Resource Committee to support Staff in their fundraising and community engagement efforts.

Strategic Planning Committee (SPC)

Mr. McGovern presented on FY22 SPC Workplan and the Retreat Action Proposals.

Finance Committee

Mr. Lavery presented an update on PPP Loan's forgiveness and the current state of the US economy and the investment markets, as well as the status of KUOW's current investment portfolio.

Executive Committee

Mr. Jay highlighted the FY22 KUOW PSPR Board Calendar and consolidation of Committee Work Plans.

V. RECOGNITION OF RETIRING & RESIGNING DIRECTORS

Ms. Mathes, Ms. de Laubenfels and fellow Directors expressed their appreciation for the retiring board directors, Shauna Causey, Vivian Phillips, David Roberts, Colleen Echohawk, Caitlin Duffy, Nicholas Patrick and the resigning board director, Robert Palmatier, acknowledging their years of service, commitment and contribution to KUOW and the PSPR Board. The Board also recognized and thanked Ms. Heidi de Laubenfels for her two years as Board Chair.

VI. STATE OF THE STATION & PRESENTATIONS

GM/President's Station Report

Ms. Mathes presented an update on the Station and gratitude to staff, board, and community during the pandemic. Business Support was at 106% FYTD goals. Membership was at 82% FYTD goals. Philanthropy was at 147% of FYTD goals. KUOW had 146 days of operating cash in reserve and filled 39% of employee vacancies.

Marketing Update Report

Ms. Gianotti presented an update on the Marketing department. Marketing's FY22 priorities were: continued audience growth for digital products, set new strategic input goals aimed to support diversifying our audience across platforms, invest in tools / practices to improve efficiency of internal operations, and expand audience research to better understand market segments and audience presence on various platforms. Ms. Gianotti highlighted the efforts with emails, social media, events & partnerships, and the upcoming KUOW 70th Anniversary campaign.



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Radioactive's New Podcast

Ms. Kupferer presented on Radioactive's new podcast that came from providing workshops in youth detention centers in the Seattle area. Ms. Kupferer played an excerpt from this audio piece created by incarcerated teens.

Fireside Chat with New KUOW Leadership

Ms. de Laubenfels facilitated a discussion with Gigi Douban, Rami Al-Kabra, and Steve Alexander. The discussion was focused on getting to know KUOW's new leadership staff and what they are looking forward to creating in the future.

VII. ADJOURNMENT

There being no further business, Mr. Jay adjourned the PSPR Board meeting at 7:00 PM. *The next meeting of the Board will take place on Thursday, February 24, 2022.*

Respectfully submitted,
Andy McGovern, Secretary