



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING
THURSDAY, SEPTEMBER 12, 2019
4:30 PM – 6:30 PM**

Location: 2nd floor Large Conference Room, KUOW PSPR Station

Dial-In: US: +1 646 876 9923 or +1 669 900 6833

Meeting ID: 792 573 210

<https://washington.zoom.us/j/792573210>

MEETING AGENDA					
4:30 – 4:35 PM	I.	Welcome and Call to Order	Exhibit #	Page #	Mark Ashida
		a. Invitation to Disclose Possible Conflicts of Interests			
		b. Invitation for Additional Agenda Topics			
		c. Approval of Agenda	Exhibit 0	Pg 1	
(ACTION)		d. Approval of June 27, 2019 Board of Directors Meeting Minutes	Exhibit 1	Pg 3-7	
4:35 – 4:55 PM	II.	Panel Discussion: Covering Local News			KUOW Journalists
		Overview: Moderated by Jill Jackson, Reporters will discuss: What motivates KUOW reporters? What challenges them? How do they know their work is making an impact? A panel of reporters from KUOW’s newsroom will share their perspectives on reporting the news of our region.			Jill Jackson Ann Dornfeld Patricia Murphy John Ryan
4:55 – 5:35 PM	III.	Committee Business & Minutes			Mark Ashida
		a. Development Committee	Exhibit 2	Pg 8-9	Heidi de Laubenfels
(4:55-5:05)		➤ August 7, 2019 Meeting Minutes	2a.		
		➤ Importance of Journalist’s voices	2b.		
		b. FISC/Finance Committee	Exhibit 3		Jon S. & Chris J.
(5:05-5:15)		➤ August 20, 2019 Meeting Minutes	3a.	Pg 10	
		➤ Fiscal Year End/Q2 Investment Rpt.	3b.	Pg 11-54	
		➤ Finance Reporting Change – GAAP Guidelines	3c.	Pg 55	
(5:15-5:25)		c. Governance Committee	Exhibit 4		Virginia & Colleen
		➤ July 31, 2019 Meeting Minutes	4a.	Pg 56-57	
		➤ September 6, 2019 Meeting Minutes	4b.		
		➤ Board Recruitment Guidelines	4c.	Pg 58	
		➤ Board Meet & Greets			
(5:25-5:30)		d. Strategic Planning Committee	Exhibit 5		Shauna C. & Nick P.
		➤ August 12, 2019 Meeting Minutes	5a.	Pg 59	
		➤ 2022-2025 SBP Agency Update	5b.	Pg 60-68	

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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(5:30-5:35)	e. Racial Equity Update ➤ 8/13 & 9/3 Meeting Report	Exhibit 6	Pg 69-70	David Roberts
Minutes Only	f. Executive Committee ➤ August 29, 2019 Meeting Minutes	Exhibit 7	Pg 71-72	Mark Ashida
5:35 – 6:10 PM	IV. Station Business	Exhibit 8		Caryn Mathes
(10 min)	a. FY20 KPI & Dashboard Report (pre-read)	8a	Pg 74-83	
(5 min)	b. Cash Flow Tracking	8b	Pg 84	
(10 min)	c. Maximizing Marketing	8c	Pg 85-94	Marketing Team
(10 min)	d. Quarterly Audience Report	8d	Pg 95-105	Jennifer Strachan
6:10– 6:15 PM	V. Other Business/Public Comment			Mark Ashida
6:15 PM	VI. Open Session Adjourn			Mark Ashida
6:15– 6:30 PM	VII. Executive Session	Exhibit 9	106-107	Mark Ashida
6:30 PM	VIII. Executive Session Adjourn			Mark Ashida

UPCOMING MEETINGS

September

- September 17, 2019 Sound Voices Luncheon
- September 18, 2019 Strategic Planning Committee – Intentional Futures Presentation

October

- October 9, 2019 Development Committee
- October 10, 2019 Governance Committee
- October 10, 2019 Special Joint Meeting w Executive and Governance Committees
- October 22, 2019 Finance and Audit Committee
- October 29, 2019 Strategic Planning Committee

November

- November 1, 2019 Executive Committee Meeting
- November 14, 2019 Annual Board Meeting at UW Club

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**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
SEPTEMBER 12, 2019 MEETING
4:30 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at 4518 University Way NW Suite 310 at KUOW Puget Sound Public Radio on September 12, 2019 at 4:30 PM.

PRESENT: Mark Ashida (Board Chair), Haeryung Shin, Andy McGovern, Caryn Mathes, Chris Jay, Colleen Echohawk, Filiz Efe McKinney, Heidi de Laubenfels, Jon Schorr, Sharon Kioko, Randy Hodgins, Irwin Gorman, David Roberts, Shauna Causey., Nick Patrick, Hanson Hosein, David Landau

ALSO ATTENDING (STAFF): Fieta Robinson, Patricia Murphy, Esmey Jimenez, Ann Dornfeld, Jill Jackson, Stewart Meyer, Jennifer Strachan, Elizabeth Hovance, Teo Popescu, Charlotte Duren, Arvid Hokanson

I. Meeting Called to Order

Chair Mark Ashida welcomed the members and called the meeting to order at 4:37 pm. Mr. Ashida asked directors if there were any conflicts of interest. No conflicts were expressed.

Approval of Minutes

Mr. Ashida called for a motion to approve the June 27, 2019 Board of Directors Meeting minutes. Minutes included the FY2020 budget. Haeryung Shin moved and Heidi de Laubenfels seconded. With no objections, the Board approved the minutes as presented.

II. Panel Discussion: Covering Local News

Jill Jackson, KUOW News Director, moderated a panel of station news reporters who discussed reporter motivations, challenges and how they measure their impact in covering regional news.

III. Committee Reports

Development Committee

Heidi de Laubenfels emphasized the importance of the journalist’s voices in helping donors recognize the impact of their investment in journalism when they choose to support the organization.

FISC/Finance Committee

Christopher Jay gave an update on the Fiscal Year End/Q2 Investment Report. He stated the funds were being managed according to the Board’s policy statement. Overall the investments were doing very well. Bernstein had one recommendation, to be more selective with investment choices. It wouldn’t change the risk profile, it would provide the organization with more control over portfolio.

Governance Committee

Colleen Echohawk gave an update on the new board member recruitment status. She shared the committee recruitment guidelines and stated that invitations and Board Meet and Greets with potential new board members were well underway.

09.12.2019 BOD MINUTES

Strategic Planning Committee

Nick Patrick and Shauna Causey gave an update on the two potential consulting partners under consideration. One organization has already presented, they encouraged all board members to try to attend each presentation if possible, especially board members participating on the FY2020 strategic planning committee.

Racial Equity Update

David Roberts shared his experience attending the racial equity committee meetings. He said he considers the committee's work remarkable. He emphasized the measureable increase in staffing diversity and concentrated effort to incorporate diversity into station hiring practices. He noted that an organization-wide comprehensive staff training is under development with dates yet to be determined.

Executive Committee

Mark Ashida had no executive committee updates. He did emphasize that the next two committee meetings will involve selecting the new board members as well as what committee information should be moved forward for the entire board discussion during the November 14 annual meeting.

Station Business

Caryn Mathes shared both the KPI dashboard report through September and the Cash Flow Tracking report. The marketing team, led by Stewart Meyer, provided information on how the organization is maximizing marketing activities. Arvid Hokanson shared the quarterly audience report.

Other Business/Public Comment

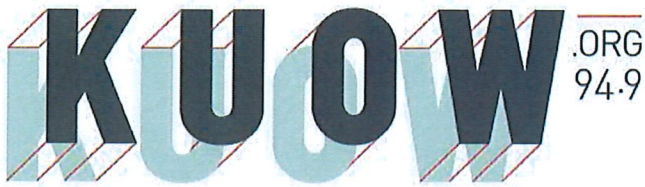
There was no other business or public comments.

Executive Session and Adjournment

Mark Ashida adjourned the meeting at 6:00 pm and entered the executive session at 6:01 pm. Which ended at 6:29 pm.

The next Board of Directors meeting will be the annual meeting taking place on Thursday, November 14 @ 4:30 PM at the UW Club.

Respectfully Submitted,
Andy McGovern, Secretary
Michele Patience Staal
KUOW PSPR Board Liaison (temporary)



ANNUAL MEETING OF THE
PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
THURSDAY, NOVEMBER 14, 2019
4:30 PM - 8:00 PM MEETING

Location: UW Club, 4020 E. Stevens Way N.E., Seattle WA 98195

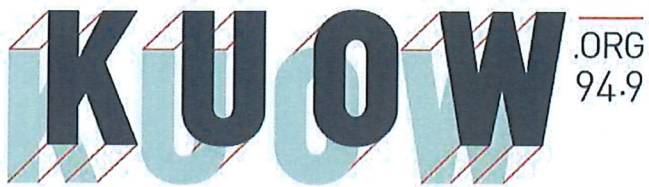
4:30* PM – 6:45 PM, Yukon Pacific Room (Annual Meeting) *Directors-Elect Arrive at 5:00pm

6:45 PM – 8:00 PM, Lake Washington Room (Board Reception)

AGENDA

4:30 – 4:35	1. Call to Order, Welcome & Introductions		Mark Ashida
	2. Invitation to Disclose Possible Conflicts of Interest		
(ACTION)	3. Approval of September 12, 2019, PSPR Board Mtg. Minutes	Exhibit 1	
4:35 – 4:45	4. Election of FY20 Board Directors, Officers and Committee Members		
(ACTION)	A. 2020 Board Member Nominees/Bios	Exhibit 2	Mark Ashida/
	B. Resolution to Elect New Members & University Director	Exhibit 2a	Virginia Anderson
	C. Resolution to re-elect Continuing Community Directors		
(ACTION)	D. Resolution to Elect PSPR Board Leadership (Slate of Officers)	Exhibit 3	Virginia Anderson
(ACTION)	E. Resolution to Appoint Committee Members	Exhibit 4	Virginia Anderson
4:45 – 5:00	5. Recognition of Retiring Directors & Board Chair		
	A. Wier Harman		Virginia Anderson
	B. Hanson Hosein		Randy Hodgins
	C. Haeryung Shin		Caryn Mathes
	D. Passing of Gavel – Ashida to de Laubenfels		
5:00 – 5:05	6. Introduction and Welcome to New Board Members		
	A. Wassef Haroun		Heidi de Laubenfels
	B. Liam Lavery		
	C. Erika Nesholm		
	D. Lisa Nitze		
	E. Robert Palmatier		
5:05 – 5:35	7. Committee Reports		

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4:30* PM – 6:45 PM, Yukon Pacific Room (Annual Meeting) *Directors-Elect Arrive at 5:00pm

6:45 PM – 8:00 PM, Lake Washington Room (Board Reception)

Development Committee

Heidi de Laubenfels

- Sound Voices Luncheon Debrief
- Fall Pledge Drive Overview

Exhibit 5

Finance Committee

Jon Schorr/Chris Jay

- Bernstein Quarterly Investment Report
- Peterson Sullivan Audit Draft
- Roth Endowment

Exhibit 6

Exhibit 7

Exhibit 8

Strategic Planning

Shauna
Causey/Nicholas
Patrick
Caryn Mathes

- Strategic Plan Consultant Update
- Tee up Staff Strategy Presentations in State of the Station Section

5:35-6:45

State of the Station & Presentations

5:35-5:45

Topline Dashboard

Caryn Mathes

5:45-6:15

What's Next Strategically?

Exhibit 9

Jennifer Strachan

6:15-6:20

Foundational Work – LEADING THE NATION

Caryn Mathes

6:20-6:25

- Revenue Innovation Project

Exhibit 10

6:25-6:30

- Racial Equity & Inclusion

Exhibit 11

6:30-6:40

*Question and Answers

All

6:40 – 6:45

Announcements

Heidi de Laubenfels

- **New Board Member Orientation** – Friday, December 13, (11:30 am Photos) 12:00pm – 3:00 pm Orientation
- **Email** to discuss Directors and Officers Limit of Liability Coverage Policy (Policy auto renews in January 2020)
- **2020 Proposed Board Committee Dates** (Draft Calendar in this Appendix)

First 2020 Board of Directors Meeting –

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THURSDAY, NOVEMBER 14, 2019
4:30 PM - 8:00 PM MEETING

Location: UW Club, 4020 E. Stevens Way N.E., Seattle WA 98195

4:30* PM – 6:45 PM, Yukon Pacific Room (Annual Meeting) *Directors-Elect Arrive at 5:00pm

6:45 PM – 8:00 PM, Lake Washington Room (Board Reception)

Thursday, February 27, 2020

- Committee Leadership: Please review work plans and be prepared to present at meeting (Committee Work Plans in this Appendix)

6:45 PM

Adjourn

Heidi de Laubenfels

6:45 – 8:00
PM

8. Board Reception

Announcements:

Supporting Documents

- Exhibit 1 – PSPR Board Meeting Minutes
- Exhibit 2 – Board Member Nominees Bios
- Exhibit 2a – Resolution to Elect New Board Members/Re-elect Continuing Community & University Director
- Exhibit 3 – Resolution to Elect Board Officers
- Exhibit 4 – Resolution to Appoint Committee Members
- Exhibit 5 – Fall Pledge Drive Overview
- Exhibit 6 – Bernstein Quarterly Investment Report
- Exhibit 7 – Resolution to Adopt Peterson Sullivan Audit Draft
- Exhibit 8 – Roth Endowment
- Exhibit 9 – What's Next Strategically?
- Exhibit 10 – Revenue Innovation Project
- Exhibit 11 – Racial Equity & Inclusion

Annual Meeting Zoom Call-In Information

Join Zoom Meeting: <https://washington.zoom.us/j/792573210>

Dial-In: +16699006833 (PST) +16468769923 (EST)

Meeting ID: 792 573 210

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APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 14, 2019 4:30 P.M. – 8:00 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 The UW Club, 4020 E. Stevens Way N.E., Seattle WA 98105.

PRESENT: Haeryung Shin, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Wier Harman, Vivian Phillips, Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein, Randy Hodgins, Paul Butler, Caitlin Duffy, Chris Jay, David Roberts, Filiz Efe McKinney, Heidi de Laubenfels, David Landau, Demetria Elmore, Aaron Rocke, Irwin Goverman, Ian Warner, Sharon Kioko, Caryn Mathes

GUEST: Liam Lavery, Lisa Nitze, Wassef Haroun, Robert Palmatier (absent Erika Nesholm)

ALSO ATTENDING (STAFF): Jennifer Strachan, Rashad Brown, Maurice Rankin, Ryleigh Brimhall, Michele Patience Staal

ABSENT: Shauna Causey

I. MEETING CALLED TO ORDER

Chair Mark Ashida welcomed the members and guests. Mr. Ashida called the meeting to order at 4:35 pm. He invited attending members, staff and guests to introduce themselves.

Mr. Ashida asked directors to disclose any conflicts of interest. There were none.

II. BOARD BUSINESS

Approval of September Board of Director Minutes

Mr. Ashida called for a motion to pass the September 12, 2020 meeting minutes. A motion was duly made and seconded; with no objections, the Board approved the minutes as presented.

Approval of Content Agenda

Mr. Ashida 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. Mr. Ashida welcomed the new Directors to the meeting, as they were already seated at the table.

Election and Re-election of Community Board Members

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 Community Directors of the PSPR Board for a three-year term ending in 2022.

- Wassef Haroun
- Liam Lavery
- Erika Nesholm
- Lisa Nitze

III.

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 2022.

- Robert W. Palmatier

IV.



APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING **Thursday, November 14, 2019** **4:30 P.M. – 8:00 P.M.**

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 2022.

- Virginia Anderson
- Andy McGovern
- Nicholas Patrick
- Jon Schorr

Election of 2020 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 the following Directors to serve as Board Officers and Committee Chairs for a one-year term expiring in 2020 at the annual meeting or until their successor is elected and qualified:

Executive Committee

1. Heidi de Laubenfels, Board Chair
2. Andy McGovern, Vice Chair and Secretary
3. Jon Schorr, Treasurer/Finance, Co-Chair
4. Mark Ashida, Immediate Past Chair
5. Chris Jay, FIN Investment Subcommittee, Chair
6. Sharon Kioko, Governance Co-Chair, Lead
7. Virginia Anderson, Governance, Co-Chair
8. Filiz Efe McKinney, Development, Chair
9. Irwin Gorman, Strategic Planning, Co-Chair, Lead
10. Shauna Causey, Strategic Planning, Co-Chair
11. Randy Hodgins, UW Licensee Director
12. Caryn Mathes, President

PSPR 2020 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 2020 or until her/his successor is elected and qualified:

Finance & Audit Committee

1. Jon Schorr, Chair
2. Chris Jay
3. Randy Hodgins
4. Irwin Gorman
5. Sharon Kioko
6. Liam Lavery

Governance Committee

1. Sharon Kioko, Co-Chair Lead
2. Virginia Anderson, Co-Chair
3. Paul Butler
4. Colleen Echohawk
5. David Landau
6. Erika Nesholm
7. Aaron Rocke

Strategic Planning Committee (SPC)

1. Irwin Gorman, Co-Chair, Lead
2. Shauna Causey, Co-Chair
3. Mark Ashida
4. Demetria Elmore
5. Indranil Ghosh
6. Andy McGovern
7. Lisa Nitze
8. Nicholas Patrick
9. Aaron Rocke



APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING **Thursday, November 14, 2019** **4:30 P.M. – 8:00 P.M.**

Development Committee

1. Filiz Efe McKinney, Chair
2. Virginia Anderson
3. Caitlin Duffy
4. Wassef Haroun
5. Robert Palmatier
6. Vivian Philips
7. David Roberts
8. Ian Warner

Finance/ Investment Subcommittee (FISC)

1. Chris Jay, Chair
2. Jon Schorr
3. Sharon Kioko



APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 14, 2019 4:30 P.M. – 8:00 P.M.

V. COMMITTEE REPORTS

Development Committee

Ms. de Laubenfels gave an update on the Sound Voices Luncheon, reporting that the friend raising event met and exceeded all of the established attendance and revenue metrics and goals. She also shared that the Fall Fund (pledge) Drive went very well. It met and exceeded its targeted goals.

Finance Committee

Mr. Jay provided an update on the current state of the US economy and the investment markets, as well as the status of KUOW's current investment portfolio.

Mr. Schorr presented an overview of the Wayne C. Roth Endowment fund. The purpose of the fund is to provide for individual training and professional development opportunities for employees of KUOW, in furtherance of their careers in public media. Mr. Schorr also presented the results of the financial audit for FY19. The financial audit received an unmodified, or "clean" opinion with no adjustments or management letter for this year. He then requested for the full Board to approve the audit as submitted. Ms. Ashida made a motion to approve the audit, Ms. Anderson seconded the motion; the audit was unanimously approved by the Board.

Strategic Planning. Committee

Ms. Mathes updated the Board on the status on the process of identifying a consultant to help develop the 2022-2025 Strategic Business Plan (SBP). She shared that while two agencies the Committee had already met were still under consideration, she had been given names of additional consulting agencies from industry colleagues and would like to interview other agencies as well. She will provide an update of her findings to the Strategic Planning Committee during the next regularly scheduled meeting in January 2020.

VI. RECOGNITION OF RETIRING DIRECTORS

Ms. Mathes, Ms. de Laubenfels and fellow Directors, expressed their appreciation for the retiring board directors Haeryung Shin, Wier Harman and Hansen Hosein, acknowledging their years of service, commitment and contribution to KUOW and the PSPR Board. Mark Ashida's service as board chair was also acknowledged and thanked in a tribute by Ms. Shin.

VII. STATE OF THE STATION & PRESENTATIONS

Topline Dashboard

Ms. Mathes provided an overview of KUOW's business strategy which reflected the FY2020 area of focus. The business strategy encompassed all areas of KUOW's work, with a central focus of continued growth.

What's Next Strategically?

Ms. Strachan provided the Board with the Station's long term strategic planning goals as pertains to audience and marketing. She focused on the topic of listener content trends and preferences; on behalf of Mr. Meyer, the Station's Chief Marketing Officer, who was absent, an overview of listener centric audio best practices and trends.

Foundational Work – Leading the Nation

Ms. Mathes provided an overview of the Station's Revenue Innovation Project. The project will span three years with a goal of trying to find innovative ways to reduce the reliance on pledge drives and generate funding from digital audiences.



APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 14, 2019 4:30 P.M. – 8:00 P.M.

Ms. Mathes also presented a Power Point presentation discussing the Station's foundational work around racial equity and inclusion. She shared that the draft presentation has received positive feedback about the Station's work to date. KUOW will seek opportunities to present on the topic at national conferences.

VIII. ANNOUNCEMENTS

Ms. de Laubenfels invited all directors to attend the new Board Member Orientation on Friday, December 13, 2019, being held at KUOW. She also said that she would be conducting an email discussion with all Board Members regarding the Limit of Liability Coverage Policy, a 3M renewal, which is set to renew in January 2020. Ms. de Laubenfels again asked for the Committee Chairs to review the proposed 2020 Board Committee meeting dates with their respective committees. She requested any changes be provided to her by December 6, 2019. Ms. de Laubenfels also shared each Board Committee's 2019 Work Plan and requested that each Committee review their plan in their first meeting in 2020.

IX. ADJOURNMENT

There being no further business, Ms. de Laubenfels adjourned the PSPR Board meeting at 6:51 PM. *The next meeting of the Board will take place on Thursday, February 27, 2020.*

Respectfully submitted,

Andy McGovern, Secretary

XXXXXXXX



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	b. Invitation for Additional Agenda Topics			
	c. Approval of Agenda	Exhibit 0	Pg 1-2	
(ACTION)	d. Approval of November 3, 2019 Board of Directors Annual Meeting Minutes	Exhibit 1	Pg 3-6	
4:35 – 5:35 PM	II. Committee Business & Minutes			Heidi de Laubenfels
	a. Executive Committee	Exhibit 2		Heidi de Laubenfels
(4:35-4:55)	➤ February 13, 2020 Meeting Minutes	2a.	Pg 7-10	
	➤ GM Performance Evaluation Process & Timeline	2b.	Pg 11	Andy McGovern
	➤ FY20 GM Goals Review	2c.	Pg 12	
	➤ Board Communication Task Force			Heidi de Laubenfels
(4:55-5:05)	b. Development Committee	Exhibit 3		Filiz Efe McKinney
	➤ January 22, 2020 Meeting Minutes	3a.	Pg 13-15	
	➤ Development Playbook	3b.	Pg 16-22	
	➤ Board Ambassadors – Notes from the Field	3c.	Pg 23-27	
	➤ Top Three Priorities			
(5:05-5:15)	c. FISC/Finance Committee	Exhibit 4		Jon S. & Chris J.
	➤ January 28, 2020 Meeting Minutes	4a.	Pg 28-29	
	➤ 2019 Year End Investment Rpt.	4b.	Pg 29-76	
	➤ Responsible Investing	4c.	Pg 77-84	
	➤ Form 990	4d.	Pg 85-118	
	➤ Top Three Priorities			
(5:15-5:25)	d. Governance Committee	Exhibit 5		Virginia & Sharon
	➤ January 14, 2020 Meeting Minutes	5a.	Pg 119-121	
	➤ Board Retreat and Theme			
	➤ Top Three Priorities			
(5:25-5:45)	e. Strategic Planning Committee	Exhibit 6		Shauna & Irwin

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MEETING AGENDA

- February 3, 2020 Meeting Minutes 6a. Pg 122-124
- New Strategic Approach for 2022 SBP 6b. Pg 125
 - Timeline and Guest Speakers 6c. Pg 126

5:45 – 6:10 PM	III. Station Business	Exhibit 7	Caryn Mathes
(5 min)	a. YTD KPI Dashboard Report	7a	Pg 127-133
(5 min)	b. Cash Flow Tracking & Dec Financials	7b	Pg 134-139
(5 min)	c. Digital Restructure	7c	Pg 140
(10 min)	d. Seattle Now	7d	Pg 141-144 Jennifer Strachan
6:10– 6:15 PM	IV. Other Business/Public Comment		Heidi de Laubenfels
6:15 PM	V. Open Session Adjourn		Heidi de Laubenfels
6:15– 6:30 PM	VI. Executive Session		Heidi de Laubenfels
6:30 PM	VII. Executive Session Adjourn		Heidi de Laubenfels

UPCOMING MEETINGS

March

- March 10, 2020 Governance Committee Meeting
- March 18, 2020 Development Committee Meeting
- March 23, 2020 SPC - Strategic Framing Speaker Session (Paul Jacobs)

April

- April 7, 2020 Finance & Audit Committee (Deep Dive w Resource)
- April 14, 2020 Governance Committee Meeting
- April 23, 2020 Executive Committee
- April 30, 2020 Board of Directors Meeting



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
FEBRUARY 27, 2020 MEETING
4:30 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the "Board") of KUOW/Puget Sound Public Radio ("KUOW") was held at 4518 University Way NW Suite 310 at KUOW Puget Sound Public Radio on February 27, 2020 at 4:30 PM.

PRESENT: Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Vivian Phillips, Randy Hodgins, Caitlin Duffy, Mark Ashida, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Gorman, Ian Warner, Sharon Kioko, Caryn Mathes (President & CEO), Nicholas Patrick, David Roberts, Erika Nesholm, Indranil Ghosh, Liam Lavery, Wassef Haroun, Colleen Echohawk and Aaron Rocke

ABSENT: Demetria Elmore, Shauna Causey, Heidi de Laubenfels (Chair), Virginia Anderson, Lisa Nitze, Paul Butler and Robert W Palmatier

ALSO ATTENDING (STAFF): Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Melissa Laird, Matt Albertson and John Ryan

I. Meeting Called to Order

Vice Chair Andy McGovern welcomed the members and guests. Mr. McGovern called the meeting to order at 4:35 PM. Directors were invited to disclose any conflict of interest. There were none.

Approval of Minutes

Mr. McGovern called for a motion to approve the November 14, 2020 Board of Directors Annual Meeting minutes. Mr. Gorman moved, and Mr. Schorr seconded. With no objections, the Board approved the minutes as presented.

II. Committee Reports

Development Committee

Ms. McKinney gave a Development Committee update noting to review Development Playbook. Ms. Phillips presented strategies on how to reach out and engage potential donors. The goal of engaging with community is to increase revenue, expand audiences, and trust building.

FISC/Finance Committee

Mr. Schorr reviewed the Bernstein Report and discussed Socially Responsible Investing. Socially Responsible Investing is a purpose driven equity allocation allows a company to invest in corporations that demonstrate strong Environmental, Societal Impact and Governance (ESG) structures and practices. Mr. Schorr confirmed to file Form 990 before the end of the month. Mr. Schorr is also working the Investment Policy Statement with the focus on increase revenue despite decrease in pledge drive.

Governance Committee

Dr. Kioko gave an update on the program and speakers for the Board Retreat on May 16, 2020 at Seattle Art Museum. The committee will finalize the program by the next board meeting. Mr. Landau is the leading the revision of the conflict of interest policy and board responsibilities. A draft will be presented for full board review and consideration.

Strategic Planning Committee

Mr. Goverman working on development of a new strategic approach for Strategic Business Plan 2022. Strategic Business Plan 2022 will need a complete redesign with examining and challenging goals. In partnership with Management, SPC will invite key leaders in specific industries to speak to the Board Leadership Team. These conversations are to help shape the reframing of the 2022 Strategic Business Plan.

Executive Committee

Mr. McGovern gave an update on the General Manager Evaluation Survey process and tool. Members decided to include the GM's dashboard/KPIs goals to the survey. The evaluation will open on April 30th until May 15th. A Taskforce was created to research options for board engagement and communication in between meetings. Task Force will include Mr. Rocke, Mr. Warner, Mr. Goverman, and Ms. Elmore.

III. Station Business

Cash Flow Tracking & Dec Financials

Ms. Mathes gave an update on the dashboard/KPIs and FY20 second quarter revenue and expenses. In total, gross revenue was up year-to-date December, by 3.3% over budget, \$326.7K, and 13.4% over last year, \$1,203.6K. Year to date ("YTD") operating expenses are \$747.9K under budget. In summary, Overall, YTD net from operations was better than budget by \$747.9K due to increases in revenues and timing decreases in spending. In summary, overall year-to-date net from operations was better than budget due to increases in revenues and timing decrease in spending.

Digital Restructure

Ms. Mathes presented the findings from Point B's suggested Digital Restructure. KUOW is currently on target with implementing this plan. She reported the management is actively recruiting for the Senior Director of Digital Product position.

Seattle Now

Ms. Strachan presented on new daily news podcast, Seattle Now. Seattle Now has a focus on local news in Seattle and surrounding new area. Patricia Murphy is the current host. Each episode will be less than 10 minutes and posted each weekday. Seattle will be available on majority of podcast streaming platforms.

IV. Other Business/Public Comment

Public Comment presented by John Ryan, current Environmental Report and SAG-AFTRA union steward, related to a recent union staff member layoff from KUOW.

V. Executive Session and Adjournment

Mr. McGovern adjourned the meeting at 6:10 PM and entered an executive session at 6:15 PM. The executive session ended at 6:25PM.

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.

The next Board of Directors meeting will be taking place virtually on Thursday, April 30, 2020 at 4:30 PM via Zoom.

Respectfully Submitted,
Andy McGovern, Secretary
Fieta Robinson
KUOW PSPR Board Liaison



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS VIRTUAL MEETING
THURSDAY, APRIL 30, 2020
4:30 PM – 6:30 PM**

Virtual Meeting: <https://washington.zoom.us/j/792573210>

Dial-In: US: +1 646 876 9923 or +1 669 900 6833

Meeting ID: 792 573 210

MEETING AGENDA

4:30 – 4:37 PM	WELCOME & OPENING REMARKS	Exhibit #	Page #	Heidi de Laubenfels
	1) CALL TO ORDER			Chair, de Laubenfels
	a. Virtual Meeting Guidelines			
	b. Invitation to Disclose Conflicts of Interests		Pg 1	
	c. Invitation for Additional Agenda Topics			
	d. Approval of Agenda	Exhibit 0		
(ACTION)	e. Approval of February 27, 2020 Board of Directors Meeting Minutes	Exhibit 1	Pg	
4:37 – 5:35 PM	STATION BUSINESS	Exhibit 2		
	2) STATE OF THE STATION			Caryn Mathes
	a. YTD KPI Dashboard Report Q&A (pre-read)	Exhibit 2a		
	b. YTD Financials and Cashflow	Exhibit 2b		
	c. Audience Trends	Exhibit 2c		Jennifer Strachan
	d. Audience Development & Fundraising	Exhibit 2d		Stewart Meyer
5:35-6:05 PM	COMMITTEE BUSINESS & MINUTES	Exhibit 3 - Exhibit 6		
	3) EXECUTIVE COMMITTEE	Exhibit 3		
(5:35-5:45)	a. February 13, 2020 Meeting Minutes	Exhibit 3a	Pg	Heidi de Laubenfels
	b. GM Performance Evaluation Survey			Andy McGovern
	c. Board Communication Task Force			Irwin Gorman & Aaron Rocke
(5:45-5:55)	4) GOVERNANCE COMMITTEE	Exhibit 4		Virginia Anderson & Dr. Sharon Kioko
	a. March 10, 2020 Meeting Minutes	Exhibit 4a	Pg	
	b. April 14, 2020 Meeting Minutes	Exhibit 4b	Pg	
	c. Board Retreat			
	d. Board Engagement Survey			
	e. Top Three Priorities			
(5:55-6:00)	5) FISC/FINANCE COMMITTEE	Exhibit 5		Jon S. & Chris J.
	a. Investment Report Update			
	• Socially Responsible Investment Opportunity			
	b. Top Three Priorities			
(6:00-6:05)	6) DEVELOPMENT COMMITTEE	Exhibit 6		Filiz Efe McKinney
	a. March 18, 2020 Meeting Minutes	Exhibit 6a	Pg	
	b. Emeritus Board Campaign			
	c. Board Engagement Campaign			
	d. Top Three Priorities			

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**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS VIRTUAL MEETING
THURSDAY, APRIL 30, 2020
4:30 PM – 6:30 PM**

Virtual Meeting: <https://washington.zoom.us/j/792573210>

Dial-In: US: +1 646 876 9923 or +1 669 900 6833

Meeting ID: 792 573 210

(6:05-6:10)	7) Strategic Planning Committee a. Strategic Reframing Speaker Series • Mid-Point Summary • Next Speaker – 5/15 @ 1PM	Exhibit 7 Exhibit 7a Pg.	Shauna Causey & Irwin Goverman
6:10– 6:20 PM	OTHER BUSINESS/PUBLIC COMMENT ➤ Board Directors Additional Topics ➤ Public Comment		Heidi de Laubenfels
6:20 PM	ADJOURN OPEN SESSION		Heidi de Laubenfels
6:20– 6:30 PM	EXECUTIVE SESSION <i>An Executive Session can be called at any time 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
6:30 PM	ADJOURN Executive Session		Heidi de Laubenfels

UPCOMING MEETINGS

May

- May 15, 2020 SPC: Strategic Reframing Speaker Session (Tom Webster)
- May 20, 2020 Development Committee Meeting
- May 28, 2020 Joint Meeting of the Finance and Strategic Planning Committees (1st Budget Hearing)

June

- June 2, 2020 Governance Committee Meeting
- June 11, 2020 Joint Meeting of the Finance and Executive Committees (2nd Budget Hearing)
- June 25, 2020 Board of Directors Meeting (FY21 Budget Approval)

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**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
APRIL 30, 2020 MEETING
4:30 p.m. – 6:00 p.m.**

APPROVED MINUTES

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 April 30, 2020 at 4:30 PM via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Caryn Mathes (President & CEO), Vivian Phillips, Randy Hodgins, Caitlin Duffy, Mark Ashida, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Gorman, Sharon Kioko, Nicholas Patrick, David Roberts, Erika Nesholm, Liam Lavery, Wassef Haroun, Colleen Echohawk, Aaron Rocke, Demetria Elmore, Shauna Causey, Virginia Anderson, Lisa Nitze and Paul Butler

ABSENT: Ian Warner, Indranil Ghosh and Robert W Palmatier

ALSO ATTENDING: (KUOW Staff) Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Melissa Laird, Matt Albertson, Janice McKenna, Sarah Freeman, Rashad Brown, Dane Johnson, Hollie Seiler, Aimee White and Maurice Rankin; **(Members of the Public)** Nancy Garland (UWAG), Karen Hirsch (Ostara), James Baptiste and Joan Tornow

I. Meeting Called to Order

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

Approval of Minutes

Ms. de Laubenfels called for a motion to approve the February 27, 2020 Board of Directors Meeting minutes. Mr. Gorman moved, and Mr. Haroun seconded. With no objections, the Board approved the minutes as presented.

II. Station Business

Cash Flow Tracking & Financials

Ms. Mathes gave a deep dive overview of the FY20 projected end of year financials. Membership is currently at 22K over goal and Business Support is at 90% of goal despite COVID-19 financial struggles. Philanthropy is projected to about 1.3 million, about 65% of their goal. Major Gifts Team is also working on a Board and an Emeritus Board Campaign as well as a Top 400 Donor campaign. KUOW has received a grant from the Federal CARES Act. KUOW will continue to apply for grants that become available. Regarding expenses, there is a reduction against budget of more than 1.2 million while maintaining audience content service at pre-COVID-19 levels. If the stock market remains stable, KUOW will end FY20 with the Board mandated 91-day operating margin intact.

Going into FY21, there are assumptions of an economic recession, colleague nonprofits are going to struggle, competing priorities for philanthropists, sponsorships being down, and societal shutdown precludes live events. The anticipated net revenues are going to be down by \$760K from FY20 and will cause a \$900K deficit. There is no current plan to dip into Board mandated 91-day operating fund because that fund is our back up in a catastrophic emergency, such as an event when no fundraising can be done. Ms. Mathes outlined what cuts have been made and discussed reductions in operating cuts per department. May 15th, 2020 is the deadline to reassess FY 21 revenue projections and finalize

any necessary reduction in workforce. The announcement for any reduction in personnel or work hours will be made on June 1st, 2020.

Audience Trends

Ms. Jennifer Strachan discussed current audience trends. There is significant decrease in audience “out of home” listening during drive time hours and a decrease overall in radio broadcast listeners. Morning “Drive Times” seen increase in listeners later in the morning. The Record is having significant increase in listeners during the Stay-at-Home Order. Digital Streaming and Weekly Podcast Downloads are seeing an increase in listeners/users. KUOW is seeing historic numbers on kuow.org with four million-page views with continuing of 400K page views weekly.

Audience Development & Fundraising

Mr. Stewart Meyer gave an update on revenue and audience development. Mr. Meyer spoke about Membership’s fundraising campaigns - “We’re in this together” Campaign, “1-Day Drive to raise \$1million” Campaign, “Giving Tuesday” campaign, and “GiveBIG Wednesday” campaign. Currently, approximately \$ 1.2 million dollars have been raised, and there is an increase of 1840 Evergreen “sustaining” donors. Mr. Meyer provided the next steps for a “Thanks-a-thon”.

Mr. Meyer discussed on Major Gifts Campaign to raise 1,200,000 by June 30. Major Gifts is targeting “Top 400” major donors and prospects. They surpassed this goal and have reached out to 1300+ total. KUOW Governing Board assisting with its own \$50,000 goal. Emeritus Board assisting with a \$100,000 goal. Major Gifts has submitted \$100,000 grant proposal to Facebook. The Campaign results thus far: \$581,819 pledged (48% to goal). The KUOW PSPR Board has raised \$66,950 (134% of Goal).

Mr. Meyer informed that the pandemic as had an impact on Business Support, there is nearly \$600K shortfall in revenues. Business Support is checking-in with current clients; offering to pivot their messaging and offering loyal, longtime supporters bonus spots for staying on. They are also calling on businesses that need messaging right now (e.g., online courses, tutoring services, telehealth, online exercise classes, online retailers, etc.) and reaching out to offer non-profit supporters bonus spots. Mr. Meyer announced that Ms. Courtney Miller has been hired as the Director of Business Support.

Mr. Meyer discussed audience engagement and adjustments to new consumption habits. Marketing has stepped up on various emails a week to members. Emails highlight KUOW content and community connection. KUOW has expanded to using YouTube and was approved as verified non-profit which allows KUOW to fundraise on the platform. Community Engagement and Events Team are working on several virtual events - “That’s Debatable” and “Are We Going to Be OK?”.

Mr. Meyer highlighted trends and future consumption habits as a result of the Stay-At-Home Order. The COVID-19 pandemic has only accelerated changes that were already in process including the major shift over to On-demand streaming, increase use of Social Media, and leaning further into KUOW Mission and Values. KUOW will need to push up the timeline to invest in the Digital Roadmap, maintaining cross-platform agility, and continuing to build deep partnership with those who share our mission/values.

III. Committee Reports

Ms. Mathes introduced the new Assistant Attorney General, Nancy Garland, for KUOW from UW.

Executive Committee

Ms. de Laubenfels announced that the GM Performance Evaluation Survey is due on May 15th, 2020. Mr. McGovern advised the board to read Ms. Mathes’ self-evaluation prior to completing the survey.

Ms. de Laubenfels highlighted the work of the Board Communication Task Force. One result of this work was a panel with the Newsroom Staff and the Board. Mr. Rocke will be scheduling future dates and times for the Board Virtual Happy Hour. Management decided on key topics/themes for the Board deep dive conversations KUOW Leadership. Deep dive topics will be announced by Ms. de Laubenfels and meeting will be scheduled accordingly.

Governance Committee

Dr. Sharon Kioko confirmed the cancellation of the Board Retreat on May 16, 2020. The contracted strategic reframing speaker will be rescheduled to May 15, 2020. The retreat will be held on Thursday Sept 24th, 2020 two hours before the full Board meeting. The goal is to have in-person meeting to discuss and develop Board Norms. Governance will do a 1-2-1 check-in with board members about board terms and time commitment that might have changed due to pandemic. The Board & Committee Leadership Survey is scheduled for June 2020.

FISC/Finance Committee

Mr. Christopher Jay gave an update on the current investment landscape. As of March 31st, 2020, KUOW's investment portfolio had a loss \$1.3 Million but investments have still outperformed compared to other investors. Bernstein expects continue instability in the stock markets and it will take time to recoup on losses. KUOW's portfolio is performing as expected and KUOW's Risk Profile is in line with the endowment and long-term accounts. Mr. Jay also updated the board on researching Socially Responsible Investments with Bernstein. Mr. Jon Schorr shared the Finance Committee's current priorities are to review the information about Socially Responsible Investments from Bernstein, finalize changes to the ISP, and review and implement the proposed FY21 Budget.

Development Committee

Ms. Filiz Efe McKinney discussed COVID-19 impact on development and the shifts in KUOW fundraising methods and partnership with community engagement. She also highlighted the successful Board Fundraising campaign and the upcoming Thank-A-Thon.

Strategic Planning Committee

Ms. de Laubenfels briefly spoke about the ongoing Strategic Reframing Speakers Series. Ostara Consulting will be providing a Mid-Point distillation summary in August 2020 to further SBP 2022 discussion.

IV. Other Business/Public Comment

Public Comment presented by Joan Tornow, a community member, about KNKX contracted meteorologist releasing FY 2015 Board Members' emails on personal public website for malicious purposes.

V. Executive Session and Adjournment

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:17PM. The executive session ended at 6:31 PM.

Executive Session Notice

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organizations.

The next Board of Directors meeting will be taking place virtually on Thursday, June 25, 2020 at 4:30 PM via Zoom.

Respectfully Submitted,
Andy McGovern, Secretary
Fieta Robinson, KUOW PSPR Board Liaison



KUOW, PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING (ANNUAL BUDGET)
THURSDAY, JUNE 25, 2020
4:30 – 6:30 PM

Location: Virtual Meeting Via Zoom

Registration Link is Below

<https://washington.zoom.us/join/tJMlfumtrzwGN0wVaP4bzkadtQogPfs2bir>

Meeting ID: 978 9051 7729

MEETING OBJECTIVES

Objectives:

- Finalize the FY20-FY21 budget
- Present, discuss and vote on the President & GM's goals for the coming fiscal year
- Engage board members' thinking in a conversation about objectivity and ethics in a time of profound activism

Questions:

- Does the plan for FY20-FY21 spending match KUOW's priorities?
- Is the President & GM set up to achieve and demonstrate success by the end of the next fiscal year?

AGENDA

4:30 -4:35 pm	I. Welcome and Call to Order & Overview of Meeting II. Invitation to Disclose Possible Conflicts of Interests III. Approval of February 27, 2020 BOD Minutes	Exhibit 1	Heidi de Laubenfels
4:35-5:15 pm	IV. President & GM Report ➤ FY20-FY21 YTD Budget Overview • Key Elements of FY2020 Performance • Current Thinking on Core Objectives Going Forward • FY2021 Opportunities and Assumptions • Proposed FY2021 Budget and Priorities	Exhibit 2	Caryn Mathes
(ACTION)	➤ Approval of FY2021 Budget ➤ June Gallup Survey Results	Exhibit 3	Heidi de Laubenfels Caryn Mathes
5:15-5:55 pm (ACTION)	V. Committee Business ➤ Executive Committee • GM Performance Review and Goals ➤ Development Committee Update • NPR Salon Series • UW Foundation Update ➤ Governance Committee Update • Survey Reminder & Purpose ➤ Strategic Planning Committee Update • Next Steps on Strategic Reframing of Pillars	Exhibit 4 Exhibit 5 Exhibit 6 Exhibit 7	Heidi de Laubenfels Filiz Efe McKinney Sharon Kioko Irwin Goverman

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KUOW, PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING (ANNUAL BUDGET)
THURSDAY, JUNE 25, 2020
4:30 – 6:30 PM

Location: Virtual Meeting Via Zoom

Registration Link is Below

<https://washington.zoom.us/meeting/register/tJMlfumtrzwtGN0wVaP4bzkadtQogPfs2bir>

Meeting ID: 978 9051 7729

5:55 – 6:20 pm	VI. Board Discussion ➤ Reporter Objectivity and Ethics	Exhibit 9	Caryn Mathes Heidi de Laubenfels
6:20 – 6:30 pm	VII. Executive Session		Heidi de Laubenfels
6:30 pm	VIII. Adjourn		Heidi de Laubenfels

NEXT MEETING DATES

Thursday, September 24, 2020 Board of Directors & Retreat

Thursday, November 19, 2020 Annual Board of Directors

SUPPORTING DOCUMENTS

- Exhibit 1 – February 27 Board of Directors Meeting Minutes
- Exhibit 2 – FY 2020 YE and FY2021 Business Strategies & Draft Budget Proposal
- Exhibit 3 – Summer Gallup Results
- Exhibit 4 – GM FY20 Performance Review and FY21 Performance Goals
- Exhibit 5-8 – Committee Minutes
- Exhibit 9 – Email re: Reporter Ethics

HOMEWORK FOR SECTION VI

1. The Margaret Sullivan column from The Washington Post:
https://www.washingtonpost.com/lifestyle/media/whats-a-journalist-supposed-to-be-now--an-activist-a-stenographer-youre-asking-the-wrong-question/2020/06/06/60fdb86-a73b-11ea-b619-3f9133bbb482_story.html
2. This episode of the WAMU nationally syndicated program 1A: <https://the1a.org/segments/when-journalists-say-theyre-objective-what-does-that-even-mean/>

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**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
JUNE 25, 2020 MEETING
4:30 p.m. – 6:00 p.m.**

APPROVED MINUTES

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 June 25, 2020 at 4:30 PM via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Caryn Mathes (President & CEO), Vivian Phillips, Caitlin Duffy, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Gorman, Sharon Kioko, Mark Ashida, Nicholas Patrick, David Roberts, Erika Nesholm, Liam Lavery, Wassef Haroun, Aaron Rocke, Demetria Elmore, Virginia Anderson, Lisa Nitze and Paul Butler

ABSENT: Ian Warner, Indranil Ghosh, Shauna Causey, Colleen Echohawk, Randy Hodgins and Robert W Palmatier

ALSO ATTENDING: (KUOW Staff) Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Melissa Laird, Matt Albertson, Janice McKenna, Sarah Freeman, Hollie Seiler and Aimee White

(Members of the Public) Nancy Garland (UWAG)

I. Meeting Called to Order

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

Approval of Minutes

Ms. de Laubenfels called for a motion to approve the April 30, 2020 Board of Directors Meeting minutes. Mr. Gorman moved and Mr. Haroun seconded. With no objections, the Board approved the minutes as presented.

II. President & GM Report

FY20 – FY21 YTD Budget Overview

Key Elements of FY2020 Performance

Ms. Caryn Mathes spoke on Key Elements of FY20 Performance. 73% of KPIs are trended at/ above goals. KUOW had achieved fiscal stability due to innovative fundraising alternatives and aggressive cost cutting during the pandemic. No year-end draw on reserves anticipated. KUOW’s relatively stable year-end position was due to rapid and creative response by the leadership team and prudent fiscal management.

06.25.2020 APPROVED BOD MINUTES

Current Thinking on Core Objectives Going Forward

Ms. Mathes discussed the proposed FY21 Six Core Objectives; Expand Local Content, Diversify and Deepen Digital Presence, Reimagine Community Engagement, Grow Audience and Membership, Advance Organizational Excellence & Leadership, and Grow Revenue.

FY2021 Opportunities and Assumptions

Ms. Mathes highlighted on the growth opportunities for KUOW in FY21. These opportunities are directly related to the FY21 Core Objectives included continued or increased pressure with Innovative Revenue Strategy, Robust Major Giving, Original Programming, Digital Presence, Pursue New Audiences on new Platforms, and Tight Strategic Focus on Truth and Transparency.

Proposed FY2021 Budget and Priorities

Ms. Mathes presented on the End of FY20 with approximated 1.3 M profit. With the expected Business Climates and Fundraising Climate for the next two years to be challenging, there was projected negative year and operating positions for FY 21 at -658K and FY 22 at -628K. Ms. Mathes highlighted the priorities for FY21 to focus on the capacity to create and distribute innovative experiences on new platforms, and, Marketing to build connections, to develop audiences and amplify impact of our content.

Approval of FY2021 Budget

Ms. de Laubenfels called for a motion to approve the FY21 KUOW Budget. Ms. Anderson moved, and Mr. Goverman seconded. With no objections, the Board approved the FY2021 Operating Budget and Capital Budget as presented:

End of Page

See Next Page for “Adoption of the Fiscal Year 2021 Budget”

**PSPR Board of Directors (“PSPR Board”)
Adoption of the Fiscal Year 2021 Budget**

WHEREAS, KUOW Management prepared a proposed operating and capital budget for Puget Sound Public Radio (“PSPR”) for the fiscal year beginning July 1, 2020 and ending June 30, 2021 (FY2021); and

WHEREAS, the PSPR Finance & Audit Committee and the Strategic Planning Committee reviewed the FY2021 proposed budget and requested modifications; and

WHEREAS, the Finance & Audit Committee and the Strategic Planning Committee then reviewed the FY2019 proposed budget as modified, which modified proposed budget is attached as Exhibit A hereto and made a part hereof (the “FY2021 KUOW Proposed Budget”); and

WHEREAS, the Finance & Audit Committee and the Executive Committee then reviewed the FY2021 KUOW Proposed Budget; and

WHEREAS, the PSPR Board has now reviewed and discussed the FY2019 KUOW Proposed Budget; and

WHEREAS, the FY2021 KUOW Proposed Budget includes as a source of revenue \$168,909 representing a distribution from the PSPR Endowment Fund equal to four percent (4%) of the PSPR Endowment Fund account balance as of December 31, 2019;

NOW, THEREFORE, IT IS HEREBY:

RESOLVED that the PSPR Board of Directors adopts the FY2021 KUOW Proposed Budget as the operating and capital budget of PSPR for the fiscal year beginning July 1, 2020 and ending June 30, 2021; and

RESOLVED FURTHER, that the PSPR Board of Directors authorizes and ratifies a distribution from the PSPR Endowment Fund in the amount of \$168,909 and directs that the distribution be used to support the programs, operations and activities of KUOW during the fiscal year beginning July 1, 2020 and ending June 30, 2021.

Adopted on Thursday, June 25, 2020

Heidi de Laubenfels, Chair

06.25.2020 APPROVED BOD MINUTES

EXHIBIT A KUOW BUDGET FISCAL YEAR 2021

REVENUE	FY19 Actuals	FY20 Budget	FY20 Forecasts	FY21 Budget	FY22 Extrap
Individuals	10,372,643	10,800,000	11,212,420	11,424,000	11,700,000
Business Support	5,095,843	5,415,000	5,027,329	4,555,000	4,691,650
Gifts & Grants	1,860,996	1,990,000	1,990,000	1,135,479	1,300,000
CPB	750,693	750,000	921,648	725,000	750,000
Interest Income	187,689	150,000	164,327	79,200	79,200
Univ. of WA	133,152	135,000	131,724	134,356	137,000
Endowment	180,000	168,473	168,473	168,909	170,000
Other Revenue	25,040	26,000	53,362	32,292	32,292
Total Gross Revenue	18,606,056	19,434,473	19,669,283	18,254,236	18,860,142
Agency Fees	(869,051)	(838,556)	(810,285)	(781,865)	(803,288)
TOTAL NET REVENUE	17,737,005	18,595,917	18,858,998	17,472,371	18,056,854
EXPENSES	FY19 Actuals	FY20 Budget	FY20 Forecasts	FY21 Budget	FY22 Extrap
Chief Content Officer					
Programming/Content Mgmt	3,418,509	3,490,875	3,409,947	3,411,867	3,492,427
News	3,231,765	3,419,219	3,353,608	3,406,626	3,508,625
Local Content	1,413,679	1,595,952	1,544,023	1,566,719	1,626,253
Community Engagement	441,379	520,321	500,339	519,249	529,848
RadioActive	371,531	444,424	416,200	375,335	395,748
Total Content	8,876,863	9,470,791	9,224,117	9,279,795	9,552,900
Chief Marketing Officer					
Marketing & Comm	1,191,864	1,204,183	1,091,315	1,369,042	1,432,451
Research/IT	868,476	991,855	948,306	965,998	983,750
Digital	653,295	776,554	677,376	741,571	752,529
Development	2,278,756	2,563,089	2,164,275	2,214,160	2,256,597
Business Support	994,833	958,537	901,753	998,178	1,018,251
Total Marketing	5,987,224	6,494,218	5,783,026	6,288,950	6,443,579
President & GM					
Operations	858,756	842,411	767,248	718,874	755,173
Finance/Admin & Office of Pres	1,872,029	1,990,874	1,802,422	1,842,342	1,933,373
Total Infrastructure	2,730,785	2,833,285	2,569,671	2,561,217	2,688,545
TOTAL EXPENSES	17,594,872	18,798,294	17,576,814	18,129,961	18,685,024
NET INCOME	142,133	(202,377)	1,282,184	(657,590)	(628,170)

// FY2021 CAPITAL BUDGET

6/17/2020

	Budget	Actual	Budget	Actual	Budget	Forecast	Budget
Capital	FY2018	FY2018	FY2019	FY2019	FY2020	FY20	FY2021
Property & Equipment							
Salesforce	200,000			54,000	150,000	130,000	
Web Development	1,350,000	475,666	650,000		176,700	655,990	
Furniture	-	67,392		172,956		-	
Studio Production	466,000	-		200,958		230,000	
Other Equipment	-	10,332		19,119		7,219	
Elevator Security							40,000
Back Up generator (UPS)*					75,000	-	
Audio Vault							35,000
Video Integration-studios							41,000
Total	2,016,000	553,390	650,000	447,034	401,700	1,023,209	116,000
	Budget	Actual	Budget	Actual	Budget	Forecast	Budget
Capital-Leasehold	FY2018	FY2018	FY2019	FY2019	FY2020	FY20	FY2021
Property & Equipment							
Furniture	-		437,500	327,572	-		
Renovation/Expansion-CIP	1,056,000	-	786,911	2,397,874		222,000	
Gender neutral bathroom*					133,000		
Total	1,056,000	-	1,224,411	2,725,446	133,000	222,000	-
<i>If funds are available*</i>							
Back Up generator (UPS)*							75,000
Gender neutral bathroom*							133,000

June Gallup Survey Results

Ms. Mathes presented the KUOW Staff June Gallup Survey Results. June Survey was at 88% staff participation and was down from the 99% participation in December 2019 Gallup Survey. Although the June Gallup Survey rating increased by 2% from December 2019 rating.

III. Committee Reports

Executive Committee

Mr. Andy McGovern spoke on the GM Performance Review and Goals. Mr. McGovern discussed the results of the GM Survey including key themes, commendations, and opportunities for growth. Ms. Mathes discussed her GM goals and their alignment with the FY21 Station Goals.

Ms. de Laubenfels called for a motion to approve Caryn Mathes' GM FY 21 Goals. Ms. Anderson moved and Mr. Patrick seconded. With no objections, the Board approved the goals as presented.

Development Committee

Ms. Feliz Efe McKinney updated on the Board fundraising and Thank-a-thon success. Ms. McKinney highlighted on NPR Salon Series with 1400 RSVPS and viewed over 1500 times.

Ms. Vivian Phillips provided the update from UW Foundation. UW Foundation has had success in their "Be Boundless" Campaign. UW Medicine had made strides with research related with COVID pandemic.

Development Committee and KUOW honored Karyn Andriesen and congratulated her retirement from KUOW.

Governance Committee

Dr. Sharon Kioko provided a reminder of Board Survey. The goal of the survey was to get a sense of how the board was functioning, areas for improvement, what trainings to introduce, and who was interested in a leadership role. Dr. Kioko also requested for the Board to submit suggestions of potential members.

Strategic Planning Committee

Mr. Irwin Goverman spoke on the Next Steps on Strategic Reframing of Pillars. There are two scheduled meetings in August 2020 to discuss the summaries of the Strategic Framing Series and how it can apply to the new six core goals for FY21.

IV. Business Discussion

Reporter Objectivity and Ethics

The Board discussed on KUOW Newsroom Code of Ethics. There was a focus the potential items that may need change with relation to recent human rights movements and KUOW continued Racial Equity Work. There was further discussion on how to make sure the facts are not only accurate but presented in the correct context without personal biases/opinions.

V. Executive Session and Adjournment

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:25PM. The executive session ended at 6:45PM.

06.25.2020 APPROVED BOD MINUTES

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.

The next Board of Directors meeting will be taking place virtually on Thursday, September 24, 2020 at 4:30 PM via Zoom.

Respectfully Submitted,
Andy McGovern, Secretary
Fieta Robinson
KUOW PSPR Board Liaison