



Puget Sound Public Radio
EXECUTIVE Committee Meeting
Thursday, September 9, 2020
4:30 PM – 6:00 PM

Meeting Objectives

- Get current on committee work
- Solidify FY22 Board Composition
- Confirm CEO Annual Goals
- Set the Agenda for Full Board Meeting on September 23, 2021

Specific Questions We Will Address

- *How can we improve the board's effectiveness?*
- *What should FY22 leadership look like?*
- *How do we best engage new board members?*

AGENDA

4:30 -4:35 PM	1. Welcome, Check-In and Call to Order	Heidi de Laubenfels
	2. Meeting Objectives	
	3. Invitation to Disclose Possible Conflicts of Interests	
	4. Invitation for Additional Topics	
ACTION	5. Approval of the June 10, 2021 – EXEC Meeting Minutes	Exhibit 1

4:55 - 5:50PM	6. Committee Updates		
(10 min)	A. Development Committee Update (4:55– 5:05)	Exhibit 2	Filiz Efe McKinney
	➤ Committee/Board Engagement Update		
	➤ UW Foundation Update		Christopher Jay
	➤ Development Campaigns/Collaborations		
(10 min)	B. Finance Committee & FISC Update (5:05 – 5:15)	Exhibit 3a	Jon Schorr
	➤ FISC Investment Update	Exhibit 3b	Christopher Jay
(10 min)	C. Strategic Planning Committee Update (5:15-5:25)	Exhibit 4	Andy McGovern
	➤ Advancing Retreat Content		
(25 min)	D. Governance Committee Update (5:25-5:50)	Exhibit 5a	David Landau
	➤ Board DEI Training Feedback	Exhibit 5b	
	➤ Board Surveys		
	• Biennial Board Assessment Survey Results	Exhibit 5c	
	• Board Profile Update (September 2021)		
	➤ Governance Recruitment Subcommittee Update		
ACTION	• Current Slate of Prospects	Exhibit 5d	
	• Meet & Greet with Board Inductees		
	➤ 2022 Board Composition		
ACTION	• Discuss Committee Assignment and Board Officers		
	• Recommendation to Re Elect 2022 Board Members	Exhibit 5e	

An Executive Session can be called at any time during the meeting based on the following criteria: To consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.



Puget Sound Public Radio
EXECUTIVE Committee Meeting
Thursday, September 9, 2020
4:30 PM – 6:00 PM

4:40-4:55 PM	7. EXEC Committee Business		
	➤ September 23 Board Meeting Agenda ➤ Update CEO FY22 Annual Goals ➤ Other Business	Exhibit 6	Heidi de Laubenfels Caryn Mathes Heidi De Laubenfels
5:50- 5:55 PM	8. Station Business		Caryn Mathes
	➤ FY 2022 YTD Financials • Cash Flow Navigation • Dashboard Report ➤ Racial Equity Team Update	Exhibit 7	
5:55- 6:00 PM	9. Executive Session		Heidi de Laubenfels
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6:00 PM	10. Adjourn		Heidi de Laubenfels

Next Board Committee Meetings

September

Thursday, September 30: Strategic Planning Committee, 3:30 -5:00 PM

October

Tuesday, October 5: Governance Committee, 3:00 – 4:30 PM

Wednesday, October 13: Strategic Planning Committee, 3:30 – 5:00 PM

Wednesday, October 20: Development Committee, 3:30 – 5:00 PM

Tuesday, October 26: FISC Meeting, 3:30 – 4:30 PM

Tuesday, October 26: Finance Committee Meeting, 4:30 -6:00 PM

November

Thursday, November 3: Executive Committee Meeting, 4:30 – 6:00 PM

PSPR Full Board Meetings

September

Thursday, September 23: Board of Directors, 4:30 – 6:30 PM

November

Thursday, November 18: Annual Board Retreat, 4:30 – 8:00 PM

December

Friday, December 10: Board Orientation, 3:30 – 6:00 PM

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APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
THURSDAY, SEPTEMBER 9, 2021
4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the "Committee") of the KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on September 9, 2021, via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Christopher Jay (Vice-Chair), Andy McGovern (Secretary), Jon Schorr (Treasurer), Caryn Mathes (President), David Landau, Randy Hodgins and Mark Ashida (IPC)

ABSENT: Filiz Efe McKinney and Virginia Anderson

ALSO ATTENDING: Jenna McKenna and Ryleigh Brimhall

I. Meeting Called to Order & Announcements

Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:32 PM. There were no Conflicts of Interest. Ms. de Laubenfels welcomed additional topics to the agenda.

II. Approval of Minutes

Ms. de Laubenfels then called for the approval of Minutes from the June 10, 2021, Joint Finance & Executive Committee meeting. Jon Schorr moved to approve, Mark Ashida seconded; the motion was carried, the Committee approved the minutes as presented.

III. Committee Business

Development Committee

Mr. Jay provided his first UW Foundation update and his orientation experience.

Finance & FISC Update

Mr. Jay discussed the 2nd Quarter Investment Report provided by Bernstein. He mentioned that there was a new program from Bernstein for Socially Responsible Investing with Bonds. He also highlighted that KUOW is outperforming its benchmarks in returns.

Strategic Planning Committee (SPC)

Mr. McGovern reviewed the proposed list of action items from the board retreat in May 2021. He also presented a technique for in-meeting discussion and feedback.

Governance Committee

Mr. Landau presented on the feedback provided from the DEI Training from July 2021. The three main action items were creating intentional space for discussion, deepening understanding of the board's current DEI efforts and goals, and ensuring that the board's actions are aligning with KUOW's stated DEI goals.

He also presented the feedback from the 2021 Board Assessment. A key theme was culture, with action items for more structured onboarding support and mentorship, clearer succession plans for board leadership and committee leadership, and more discussion during meetings. Also, there was commentary on expanding the Development Committee's purpose to further engagement and support between board and staff. Finally, there was a request for even more transparency about the board recruitment process. Mr. Brimhall provided a brief update on the implementation of the new board portal. Mr. Landau reminded the committee about the timeline for the upcoming Board Informational Survey.

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
THURSDAY, SEPTEMBER 9, 2021
4:30 PM – 6:00 PM

Motion to Nominate the Current Board Prospects

Mr. Ashida moved to approve nomination of the current Board Prospects. Mr. Jay seconded. The motion was approved, with all in favor for it to be presented at the next board meeting.

Motion to Recommendation to Re Elect 2022 Board Members

Mr. Goverman moved to approve re-election of 2022 Board Members up for new terms, and Mr. Schorr seconded. The motion was approved with all in favor of it being presented at the annual board meeting in November.

IV. Executive Committee

Ms. Mathes provided an update on her FY22 CEO Goals. Some of the highlighted FY22 CEO goals were focused on developing the Chief Operations Officer position, refining key metrics for the Strategic Impact Framework, and facilitating board engagement.

Ms. de Laubenfels clarified items for the next full board meeting, and briefly discussed the potential of creating a new DEI committee for the coming FY22 board year.

V. Station Report

Ms. Mathes presented the YTD financials and cash flow. She highlighted that philanthropy was at 425% of their monthly goal, and year over year total audience was at 104% of their July monthly goal. KUOW ended July 2021 strong, with 132 operating days in cash reserve – well over the board-mandated the 91 days.

VI. Executive Session

There was no Executive Session called at this meeting.

VII. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting at 6:02 PM.

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



Puget Sound Public Radio
EXECUTIVE Committee Meeting
Thursday, November 3, 2021
4:30 PM – 6:00 PM

Meeting Objectives

- Get current on committee work
- Solidify FY22 Board Roster, Dates, & Committee Structure
- Finalize the Agenda for Annual Board Meeting on November 18, 2021

Specific Questions We Will Address

- *What should FY22 leadership & structure look like?*
- *How can we set ourselves up for the strongest year possible?*

AGENDA

4:30 -4:35 PM	1. Welcome, Check-In and Call to Order			Heidi de Laubenfels
	2. Meeting Objectives			
	3. Invitation to Disclose Possible Conflicts of Interests			
	4. Invitation for Additional Topics			
ACTION	5. Approval of the September 9, 2021 – EXEC Meeting Minutes	Exhibit 1		
4:35 - 5:35PM	6. Committee Updates			
(10 min)	A. Development Committee Update (4:35– 4:45)	Exhibit 2a		Filiz Efe McKinney
	➤ Committee/Board Engagement Update			
	➤ Resolution of Change to Committee Name	Exhibit 2b		
ACTION				
(15 min)	B. FIN/FISC Update (4:45 – 5:00)	Exhibit 3a		Chris Jay
	➤ Q3 2021 Quarterly Investment Review	Exhibit 3b		Jon Schorr
ACTION	➤ Investment Statement Policy [Revised]	Exhibit 3c		
ACTION	➤ Motion to Approve PPP Loan Allocation			
	➤ Draft 2022 FIN & FISC Workplans	Exhibit 3d		
(10 min)	C. Strategic Planning Committee Update (5:00-5:10)	Exhibit 4a		Andy McGovern
	➤ Advancing Retreat Content	Exhibit 4b		
	➤ Draft 2022 SPC Workplan	Exhibit 4c		
(25 min)	D. Governance Committee Update (5:25-5:50)	Exhibit 5a		David Landau
ACTION	➤ 2022 Proposed Directors, Officers and Committee Members Slate	Exhibit 5b		
	➤ DEI Committee			
ACTION	• Motion to approve formation of DEI Committee with Purpose, Name, and Charter to Board Approval	Exhibit 5c		
	➤ Onboarding/Offboarding Members			
	➤ Draft 2022 GOV Workplan	Exhibit 5d		

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Puget Sound Public Radio
EXECUTIVE Committee Meeting
Thursday, November 3, 2021
4:30 PM – 6:00 PM

5:35-5:45 PM	7. EXEC Committee Business		
	➤ UW Foundation Update		Christopher Jay
	➤ November 18 Annual Board Meeting Agenda	Exhibit 6a	Heidi de Laubenfels
	➤ BOD & Committee Meeting Dates	Exhibit 6b	
	➤ 2022 Executive Committee Meeting Dates		
	• Thu, February 10, 2022		
	• Thu, April 21, 2022		
	• Thu, June 09, 2022 (Joint w. FIN – Budget Hearing)		
	• Thu, September 08, 2022		
	• Thu, November 3, 2022		
	➤ Other Business		Heidi De Laubenfels
5:45- 5:55 PM	8. Station Business		Caryn Mathes
	➤ FY 2022 YTD Financials		
	• Cash Flow Navigation	Exhibit 7a	
	• Dashboard Report	Exhibit 7b	
	➤ Racial Equity Team Update		
5:55- 6:00 PM	9. Executive Session		Heidi de Laubenfels
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6:00 PM	10. Adjourn		Heidi de Laubenfels

PSPR Full Board Meetings

November

Thursday, November 18: Annual Board Retreat, 4:30 – 8:00 PM

December

Friday, December 10: Board Orientation, 3:30 – 6:00 PM

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APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
WEDNESDAY, NOVEMBER 3, 2021
4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the "Committee") of the KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on November 3, 2021, via Zoom.

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

ALSO ATTENDING: Fieta Robinson and Ryleigh Brimhall

I. Meeting Called to Order & Announcements

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

II. Approval of Minutes

Ms. de Laubenfels then called for the approval of Minutes from the September 9, 2021, Executive Committee meeting. Mr. Jay moved to approve, Mr. Landau seconded; the motion was carried, the Committee approved the minutes as presented.

III. Committee Business

Development Committee

Ms. McKinney provided an update on the Development committee. Development committee has decided to expand their purpose to encompass how the committee intends to deepen engagement between the board, staff, and community. With this expanded purpose, there was a need for updating the committee's name as well.

Resolution of Change to Committee Name

Ms. de Laubenfels called to approve the change of the name of Development committee to Reach & Resource committee. Ms. McKinney moved to approve, and Mr. Landau seconded. The motion was approved, with all in favor for it to be presented at the Annual Board Meeting.

Finance & FISC Update

Mr. Schorr briefly updated the committee on PPP loan funding and allocation, as well as Mr. Lavery's work with the updated IPS. Mr. Jay discussed the 3rd Quarter Investment Report provided by Bernstein. He mentioned the alignment between how Bernstein and IPS name different account types.

Motion to Adopt the Revised ISP

Ms. de Laubenfels called for a motion to adopt the revised ISP with amended language to the Annual Board Meeting. Mr. Schorr moved to adopt, Mr. Jay seconded, the motion was carried, The Committee approve the motion.

Motion to Approve PPP Loan Allocation

Ms. de Laubenfels called for a motion to approve PPP Loan Allocation to the Annual Board Meeting. Mr. Schorr moved to adopt, Mr. Jay seconded, the motion was carried, The Committee approve the motion.

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
WEDNESDAY, NOVEMBER 3, 2021
4:30 PM – 6:00 PM

Strategic Planning Committee (SPC)

Mr. McGovern provided an overview of the recent meeting including highlighting on the Senior Director of Digital Product, Mr. Rami Al-Kabra's presentation, and the new experimentation of having Ms. Mathes provide a "What's New with KUOW" section of the SPC meeting. SPC, also, discussed Ms. Mathes' response to the retreat action items proposals.

Governance Committee

Mr. Landau briefly presented the 2022 board member slate. The committee discussed the members resigning and retiring. He also spoke on the necessary creation of the DEI Committee to further align the board's DEI Goals to the DEI Goals of the station.

Motion to Approve 2022 Proposed Directors, Officers and Committee Members Slate

Ms. de Laubenfels called to approve 2022 Proposed Directors, Officers and Committee Members Slate. Mr. Ashida moved to approve, and Ms. McKinney seconded. The motion was approved, with all in favor for it to be presented at the Annual Board Meeting.

Motion to Approved formation of the DEI Committee

Ms. de Laubenfels called to approve formation of DEI Committee with Purpose, Name, and Charter. Mr. Hodgins moved to approve, and Mr. Landau seconded. The motion was approved, with all in favor for it to be presented at the Annual Board Meeting.

IV. Executive Committee

Ms. de Laubenfels presented the draft agenda for the Annual Board meeting and walked through the entire itinerary from the consent agenda, staff presentations, and on-site COVID policies.

V. Station Report

Ms. Mathes presented the YTD financials and cash flow. She highlighted that philanthropy was at 147% of their monthly goal, and business Support was at 106% of their September monthly goal. KUOW ended September 2021 strong, with 127 operating days in cash reserve – well over the board-mandated the 91 days.

VI. Executive Session

There was no Executive Session called at this meeting.

VII. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting at 6:02 PM.

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



KUOW, Executive Committee: February 10, 2022 Meeting

KUOW

Feb 10, 2022 at 4:30 PM PST to Feb 10, 2022 at 6:00 PM PST
Remotely via Zoom

Agenda

I. Welcome and Call to Order

4:30 PM

Presenter: Christopher Jay

A. Meeting Objectives

Presenter: Christopher Jay

Finalize Full BOD Meeting Agenda

Approval of Minutes

Approval of IPS

B. Invitation to Disclose Possible Conflicts of Interest

Presenter: Christopher Jay

C. Invitation for Additional Agenda Topics

D. Approval of Agenda

Presenter: Christopher Jay

E. Approval of November 03, 2021, Executive Committee Meeting Draft Minutes

Presenter: Christopher Jay

II. Committee Business & Updates

A. Reach & Resource Committee

4:35 PM

Presenter: Claire O'Donnell

1. Meeting Minutes

2. R&R Committee Update

B. Finance & FISC Committee

4:40 PM

1. Meeting Minutes

2. FIN Committee Update

Presenter: Liam Lavery

a. Approval of IPS

b. Approval of Continual Operational Expense with New Position

3. FISC Committee Update

Presenter: Mark Ashida

C. Strategic Planning Committee**4:50 PM**

Presenter: Andy McGovern

1. Meeting Minutes**2. SPC Committee Update****D. Governance Committee Update****4:55 PM**

Presenter: David Landau

1. Meeting Minutes**2. GOV Committee Update****3. Governance Recruitment Subcommittee Update****E. DEI Committee****5:05 PM**

Presenter: Ian Warner

1. Meeting Minutes**2. DEI Committee Update****III. Executive Committee Update****5:10 PM**

Presenter: Christopher Jay

A. 02.24.22 BOD Meeting Agenda**B. Discussion of SIF Implementation****C. Bylaw Review**

Presenter: Christopher Jay

D. UW Foundation Update**E. Other Business****IV. Station Business & Updates****5:20 PM**

Presenter: Caryn Mathes

A. FY YTD Financials**1. Cash Flow Navigation****2. Dashboard Report****3. Tonnage Report****B. Racial Equity Team Update****5:30 PM**

Presenter: Fieta Robinson

V. Other Business/Public Comment**5:35 PM**

Presenter: Christopher Jay

VI. Open Session Adjourn

Presenter: Christopher Jay

VII. Executive Session**5:40 PM**

Presenter: Christopher Jay

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

VIII. Executive Session Adjourn

Presenter: Christopher Jay

Next Executive Meeting- April 21, 2022



KUOW, Executive Committee:

February 10, 2022 Meeting APPROVED Minutes

Feb 10, 2022 at 4:30 PM PST
@ Remotely via Zoom.com

Attendance

Members Present (Remote):

Mark Ashida, Ryleigh Brimhall, Randy Hodgins, Christopher Jay (Chair), David Landau, Heidi de Laubenfels(Immediate Past Chair), Liam Lavery(Treasurer), Caryn Mathes (President &CEO), Andy McGovern (Secretary), Claire O'Donnell, Fieta Robinson, Kerry Swanson, Ian Warner

Members Absent:

Irwin Goverman

I. Welcome and Call to Order

Chair Chris Jay welcomed the Committee members. The meeting was called to order at 4:31 PM. Mr. Jay welcomed additional topics to the agenda.

A. Invitation to Disclose Possible Conflicts of Interest

There were no Conflicts of Interest.

B. Approval of November 03, 2021, Executive Committee Meeting Draft Minutes

Motion:

Mr. Jay then called for the approval of Minutes from the November 3, 2021, Executive Committee meeting.

Motion moved by Randy Hodgins and motion seconded by David Landau.

The motion was carried, the Committee approved the minutes as presented.

II. Committee Business & Updates

A. Reach & Resource Committee

Ms. O'Donnell provided a brief update on Reach & Resource's first committee meeting. Reach & Resource committee had staff departments speak on their departments and provided insight on how this committee and the board could support these departments.

B. Finance & FISC Committee

Mr. Lavery discussed the 4th Quarter Investment Report provided by Bernstein and the investment manager review.

Motion:

Mr. Jay called for a motion to adopt the revised ISP with amended language to the Full Board Meeting.

Motion moved by David Landau and motion seconded by Heidi de Laubenfels. The motion was carried, The Committee approve the motion.

Motion:

Mr. Jay called a motion to approve of Continual Operational Expense with New Position.

Motion moved by Andy McGovern and motion seconded by Mark Ashida. The motion was carried, The Committee approve the motion.

C. Strategic Planning Committee

Mr. McGovern provided an update on SPC. SPC had Senior Director of Digital Product, Mr. Rami Al-Kabra, present a draft of his digital roadmap and strategic vision, and SPC discussed this presentation.

D. Governance Committee Update

Mr. Landau provided an update on Governance's four pillars: Recruitment, Board Retreat, Board Engagement, & Training. Recruitment focused on evaluating anticipated expertise gaps on the Board. The Board Retreat was scheduled for May 21 and evaluation on the main topic and focus of the retreat continues. Governance provided new members with space to meet with more experienced board members. Mr. Landau highlighted training opportunities for the board, including through Board Source and Staff Lunch & Learns.

E. DEI Committee

Mr. Warner discussed the progress of the first DEI Committee meeting. The DEI Committee reviewed their charter and purpose. DEI Committee was leading the Board's DEI Training.

III. Executive Committee Update

Mr. Jay discussed the full board agenda, and, 2022 bylaw review. Mr. Hodgins provided a brief update on the UW Foundation. Mr. Jay and the committee discussed the SIF implementation.

IV. Station Business & Updates

Ms. Mathes provided an update on the station business. Ms. Mathes introduced Kerry Swanson. Ms. Robinson provided a brief update on Racial Equity Team (RET). . RET was recruiting, preparing for the TOCA, caucus groups, and the Dec 2021 Gallup Poll results.

V. Open Session Adjourn

With no further business, Mr. Jay adjourned the open session at 5:49 PM

VI. Executive Session

Mr. Jay called for an Executive Session.

VII. Executive Session Adjourn

Mr. Jay adjourn the Executive Session at 6:12pm.



KUOW, Executive Committee: April 21, 2022 Meeting

KUOW/Zoom

Apr 21, 2022 at 4:30 PM PDT to Apr 21, 2022 at 6:00 PM PDT

Agenda

I. Welcome and Call to Order

- A. Meeting Objectives**
- B. Invitation to Disclose Possible Conflicts of Interest**
- C. Invitation for Additional Agenda Topics**

- Congratulations to Filiz

D. Approval of Agenda

E. Approval of February 10, 2022, Executive Committee Meeting Draft Minutes

II. Committee Business & Updates

A. Reach & Resource Committee

- 1. Draft Minutes**
- 2. Committee Update**
 - a. Draft Board Engagement Opportunities Form**
- 3. R&R Charter & Workplan Update**

B. Finance & FISC Committee

- 1. FIN Draft Minutes**
- 2. FIN Committee Update**
 - a. Budget Deep Dive**
- 3. FISC Draft Minutes**
- 4. FISC Committee Update**
 - a. Quarter Investment Report**
 - b. Bernstein ESG**

C. Strategic Planning Committee

- 1. Draft Minutes**
- 2. Committee Update**
 - a. Audience Next Research Project**
- 3. Deep Dive Discussion**

D. Governance Committee Update

- 1. Draft Minutes**
- 2. Recruitment Update**
- 3. Training & Resources Update**
- 4. Retreat Update**

5. Resolution to Update Committee Structure

E. DEI Committee

- 1. DEI Committee Minutes**
- 2. PSPR Board DEI Philosophy**
- 3. DEI Charter & Workplan Update**
- 4. DEI Training Update**

III. Executive Committee Update

- A. 04.28.22 BOD Agenda**
- B. CEO Assessment Update**
- C. Reminder of Upcoming Budget Joint Meetings & Procedures**
- D. Other Business**

IV. Station Business & Updates

- A. Board Engagement Officer (BEO) Update**
- B. COO Update**
- C. FY YTD Financials**
 - 1. Cash Flow Navigation**
 - 2. Dashboard Summary**
 - 3. Tonnage Report**
- D. Racial Equity Team Update**

V. Other Business/Public Comment

VI. Open Session Adjourn

VII. Executive Session

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.

VIII. Executive Session Adjourn

IX. Next Executive Meeting- June 9, 2022



KUOW, Executive Committee: April 21, 2022

Meeting Approved Minutes

KUOW/Zoom

Apr 21, 2022 at 4:30 PM PDT

Attendance

Members Present (Remote):

Mark Ashida, Ryleigh Brimhall, Irwin Gorman, Christopher Jay, David Landau, Heidi de Laubenfels, Liam Lavery, Caryn Mathes, Andy McGovern, Claire O'Donnell, Fieta Robinson, Kerry Swanson, Ian Warner

Members Absent:

Randy Hodgins

I. Welcome and Call to Order

Chair Chris Jay welcomed the Committee members. The meeting was called to order at 4:33 PM. Mr. Jay welcomed additional topics to the agenda.

A. Invitation to Disclose Possible Conflicts of Interest

There were no Conflicts of Interest.

B. Approval of February 10, 2022, Executive Committee Meeting Draft Minutes

Motion:

Mr. Jay then called for the approval of the Minutes from the February 10, 2022, Executive Committee meeting.

Motion moved by Heidi de Laubenfels and motion seconded by Mark Ashida. The motion was carried, the Committee approved the minutes as presented.

II. Committee Business & Updates

A. Reach & Resource Committee

Ms. O'Donnell briefly updated the committee on the draft of the board engagement opportunities form.

B. Finance & FISC Committee

1. FIN Committee Update

Mr. Lavery highlighted on annual deep dive. The KUOW revenue generating departments discussed the year to date financials and their goals of shifting listenership and filling open employee positions.

2. FISC Committee Update

Mr. Ashida presented the quarterly investment report from Bernstein. FISC and the Executive committee had a lengthy discussion on the next steps to continue with socially responsible investments and bonds.

C. Strategic Planning Committee

Mr. McGovern highlighted on the Audience Next Research Project presented by the staff. The presentation was centered on the objectives, goals, and timeline to analyze KUOW's audience. He also updated the committee on SPC's Deep Dive into the year to date metrics and the potential metrics for FY23.

D. Governance Committee Update

Mr. Landau updated the committee on the recruitment and the soon to be released nomination form. He also presented the most recent Board Retreat agenda, objectives, and goals. He reminded the committee of the option and value of the Board Source Non-Profit Governance Training.

1. Resolution to Update Committee Structure

Motion:

Mr. Jay then called for the approval of the amended committee structure. The committee structure was amended to note that Lisa Nitze had stepped down from the board, Roshni Naidu became the SPC Vice-Chair, Heidi de Laubenfels joined SPC, and the removal of a formal GOV Recruitment Subcommittee.

Motion moved by Andy McGovern and motion seconded by Irwin Goverman. The motion was carried, the Committee approved the resolution as presented.

E. DEI Committee

Mr. Warner presented and discussed the DEI Training sessions. The DEI Training was split into two session to allow better integration of concepts. He also updated the committee on the DEI committee's progress on PSPR Board DEI Philosophy, their workplan and their charter.

III. Executive Committee Update

A. CEO Assessment Update

Mr. Goverman presented the CEO Assessment Timeline and highlighted the difference between last year and this year assessment.

IV. Station Business & Updates

A. Board Engagement Officer (BEO) Update

Ms. Robinson announced the hiring of two Board Engagement Officers (BEO), Ryleigh Brimhall and Shawnteasha Crow.

B. COO Update

Mr. Swanson briefly presented his development of the COO position by interviewing staff and board members, and creating how this position will align with the org chart and the work with the CEO.

V. Open Session Adjourn

With no further business, Mr. Jay adjourned the open session and the meeting at 6:05 PM.



KUOW, Joint FIN/EXEC Committee: June 9, 2022 Meeting

KUOW – Zoom & In-Person | Jun 9, 2022 at 3:30 PM – 5:00 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105

Virtual Location: Zoom

Agenda

I. Welcome and Call to Order 3:30 PM

- A. Meeting Objectives**
- B. Invitation to Disclose Possible Conflicts of Interest**
- C. Invitation for Additional Agenda Topics**
- D. Approval of Agenda**
- E. Approval of Draft Minutes**
- F. Approval of Draft Minutes**

II. Budget & GM Report 3:35 PM

Presenter: Caryn Mathes

- A. FY23 Budget Presentation**
- B. Q&A**
- C. FIN Recommendation to EXEC Committee**

III. Committee Business & Updates 4:25 PM

A. Reach & Resource Committee

Presenter: Claire O'Donnell

- 1. Meeting Minutes**
- 2. R&R Committee Update**
 - a. Draft Engagement Form**
 - b. Workplan Updates**

B. Finance & FISC Committee

Presenters: Liam Lavery, Mark Ashida

- 1. Meeting Minutes**
- 2. Approval of Amendment to the ISP by Bernstein**

C. Strategic Planning Committee

Presenter: Andy McGovern

- 1. SPC Committee Update**

D. Governance Committee Update

Presenter: David Landau

- 1. Meeting Minutes**
- 2. GOV Committee Update**
 - a. Recruitment**
 - b. Trainings**

c. Retreat Debrief

d. Defining Member Leave of Absences

e. BEO Project- Board Operation Manual Update

Presenter: Shawnteasha Kirkwood-Coleman

E. DEI Committee

Presenter: Ian Warner

1. Meeting Minutes

2. DEI Committee Update

IV. Executive Committee Update

4:45 PM

A. 06.23.22 BOD Meeting Agenda

B. CEO Assessment Update

Presenter: Irwin Goverman

C. UW Foundation Update

D. Other Business

V. Other Business/Public Comment

4:50 PM

VI. Open Session Adjourn

VII. Executive Session

4:55 PM

An Executive Session can be called at any time during the meeting based on the following criteria: To consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

VIII. Executive Session Adjourn

IX. Approval of Finance Draft Minutes



APPROVED

KUOW, Joint FIN/EXEC Committee: June 9, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Jun 9, 2022 at 3:30 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote) Mark Ashida, Irwin Goverman, Jessie Harris, Christopher Jay, Sharon Kioko, Liam Lavery, Andy McGovern, Janice McKenna, Claire O'Donnell, Jon Schorr

Members Absent: Michelle Merriweather, Virginia Anderson, Wassef Haroun, Randy Hodgins, David Iyall, Connie Kravas, David Landau, Heidi de Laubenfels, Filiz Efe McKinney, Roshni Naidu, Ian Warner

Staff Present (In-Person): Ryleigh Brimhall, Shawnteasha Crow

Staff Present (Remote): Caryn Mathes, Kerry Swanson

I. Welcome and Call to Order

- i. Mr. Jay called the meeting to order at 3:34pm.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. Jay asked for the committee members to disclose any possible conflicts of interest and there were none made.
- iii. Approval of Exec Committee Draft Minutes
 - i. **Motion:** Mr. Jay called for a motion to approve the April 21, 2022 Exec Committee meeting minutes.
 - ii. Motion moved by Mark Ashida and motion seconded by Irwin Goverman.
 - iii. With no objections, the April 21, 2022 Exec Committee meeting minutes were approved.
- iv. Approval of SPC/FIN Joint Committee Draft Minutes
 - i. **Motion:** Mr. Harris called for a motion to approve the May 26, 2022 SPC/FIN Joint Committee meeting minutes.
 - ii. Motion moved by Mark Ashida and motion seconded by Irwin Goverman.
 - iii. With no objections, the May 26, 2022 SPC/FIN Joint Committee meeting minutes were approved.

II. Budget & GM Report

- i. Ms. Mathes led a presentation and discussion on the FY 2023 Draft Budget Proposal. In this presentation, Ms. Mathes reviewed FY22 Strategic Impact Framework, outlined FY23 Strategic Impact Framework, key outcomes, and the FY 2023 Draft Budget Proposal.
- ii. **Motion:** Mr. Jay called for a motion to approve adding the FY23 Draft Budget Proposal to the June Board meeting agenda.
 - i. Motion moved by Mark Ashida and motion seconded by Irwin Goverman.
 - ii. The motion was carried and the FY23 Draft Budget Proposal was approved to be brought to the June Board meeting.

III. Committee Business & Updates

- i. Reach & Resource Committee
 - i. Ms. O'Donnell presented on key projects and updates from the Reach and Resource committee.

- ii. Finance & FISC Committee
 - i. Mr. Lavery provided an update on the form 990 and the amendment request from Bernstein investment group.
 - ii. **Motion:** Mr. Lavery moved for the updated amendment to KUOW's IPS to be approved by the Executive committee to be added to the June Board meeting agenda.
 - iii. Motion moved by Liam Lavery and motion seconded by Jessie Harris.
 - iv. The motion carried and the amended IPS was approved to be brought to the June Board meeting.
- iii. Strategic Planning Committee Update
 - i. Mr. McGovern provided an update on the SPC committee's goal to create strategic action recommendations from the May Board retreat.
- iv. Governance Committee Update
 - i. In the absence of Mr. Landau and Ms. McKinney, Mx. Brimhall provided updates on the Governance committee including new board recruitment and the board manual.
- v. DEI Committee Update
 - i. In the absence of Mr. Warner, Mx. Brimhall provided updates on the July and September DEI trainings.
- vi. Executive Committee Update
 - i. Mr. Jay highlighted that the June Board meeting agenda will be focused on the FY23 Draft Budget Proposal and approval as well as important takeaways from FY22 CEO assessment.
 - ii. CEO Assessment Update
 - 1. Mr. Gorman provided a status update on the CEO Assessment and feedback delivery process.

IV. Other Business

- i. Mx. Brimhall mentioned starting in June there will be a public space held for individuals who want to make a public comment at Board and committee meetings.

V. Adjourn

- i. Mr. Jay adjourned the joint FIN/Exec Committee meeting at 4:58pm.