



## **KUOW, PSPR September 19 Board Meeting (IN-PERSON) RSVP REQUIRED**

KUOW

Thursday, September 19, 2024 at 4:30 PM PDT to Thursday, September 19, 2024 at

6:30 PM PDT

### **Agenda**

#### **Meeting Purpose**

The meeting's purpose is to discuss the recruitment slate, approve the slate, discuss exiting and renewing members, Committee Summaries, 2024 Orientation, CEO FY25 Goals, KUOW App Demo, and Review UUR and Station Financials.

#### **Meeting Objective**

1. Approve June 27th Meeting minutes
2. Review 2025 Member Slate, Renewing, & Exiting Members
3. Approve the Slate and Renewing Members

#### **Meeting Questions**

Have you downloaded the KUOW App?

#### **I. Welcome & Call to Order**

**4:30 PM**

Presenter: Andy McGovern

##### **A. Land Acknowledgment**

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

##### **B. Board Engagement Through an Equity Perspective**

*We encourage all Board members to consider these guiding questions as they engage in their work:*

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

##### **C. Overview of Meeting Purpose**

##### **D. Invitation for Additional Topics**

**E. Invitation to Disclose Possible Conflicts of Interest**

**F. Approval of June 27th Board Meeting Minutes**

*Note: Corrections were made to the minutes as of 9/19/2024 at 3:10 PM. Most of which were minor adjustments but there was a significant correction to the FIN/EXEC Meeting Section.*

**G. Welcome to the New News Director, Jason Pagano**

**4:35 PM**

Guests: Marshall Eisen, Jason Pagano

**II. Committee Business**

**A. Governance Committee**

Presenter: Raina Wagner

- 1. July 11th Draft Minutes**
- 2. Aug 27 Draft Minutes**
- 3. Exhibits**
- 4. 2024 Orientation & 2025 Retreat Taskforce**

**4:40 PM**

**B. Diversity, Equity, and Inclusion**

Presenter: Ian Warner

- 1. Aug 8th Draft Minutes**
- 2. Exhibits**
- 3. KUOW Team Agreements Update**

**4:45 PM**

**C. Finance & Audit**

Presenter: Mark Ashida

- 1. Aug 22nd Draft Minutes**
- 2. Exhibits**
- 3. ESG Percentage Increase Update**

**4:50 PM**

**D. Reach & Resource**

Presenter: Claire O'Donnell

- 1. Aug 5th Draft Minutes**
- 2. Exhibits**

**E. Executive Committee**

Presenter: Andy McGovern

- 1. Sept 5th Draft Minutes**
- 2. No UW Foundation Update (No Meeting This Quarter)**
- 3. Campbell & Campbell President & General Manager Search Update**

**4:55 PM**

Presenter: Ian Warner

**III. Station Business**

**A. KUOW App Demo**

**5:00 PM**

Presenter: Annette Promes

**B. CEO FY25 Performance Goals**

**5:15 PM**

Presenter: Caryn Mathes

**C. Statement of Editorial Independence Discussion (Async)**

**5:20 PM**

Presenters: Kerry Swanson, Caryn Mathes

## **D. UUR Dashboard**

**5:25 PM**

Presenter: Kerry Swanson

## **E. YTD/Monthly Financial Summary**

**5:35 PM**

Presenters: Jessica Dial, Kerry Swanson

## **F. Racial Equity Team Update (Async)**

The meeting began by Fieta sharing a story about an individual who was in the Zoom room, but whose identity was not revealed. This individual was with a "diverse group" when they had an encounter with the police. The point of this story was to offer an opportunity for us to reflect on our roles as bystanders, in addition to reflecting on experiences with racism and how folks are impacted in different ways. Hilary shared more about the racial equity team successes of FY24, including launching the racial equity toolkit pilot, various lunch and learns (for example Drag Queen Jeopardy and Juneteenth celebration), and RET trainings.

Caryn amplified how UW President Cauce has prioritized DEIB, and sadly, how rare this is becoming. In higher education institutions across the country, many DEIB departments and leaders are having to take their work "underground" due to the increased politicization of equity work.

In our meeting, various committees shared updates, and it was great to hear how Dr. Michelle Majors is going to be working with staff and involved with KUOW outside of a board context. (I really enjoyed the training she provided to the board on restorative conflict).

At Kerry's invitation, Raina and Gabrielle shared their perspectives on being invited into the space. Raina mentioned how impressed she is by the robust antiracist commitment of the staff, and Gabrielle shared how it's encouraging that KUOW values connection between staff and board

## **IV. Additional Topics**

## **V. Upcoming Meetings**

### **DEI**

- Thurs. Oct 3rd
  - 3:30 - 5:00PM

### **GOV**

- Tue. Oct 8th
  - 3:00 - 4:30PM

### **R&R**

- Wed. Oct 9th
  - 3:30 - 5:00PM

**FIN**

- Thurs. Oct 17th
  - 3:30 - 5:00PM

**VI. Public Comment**

**5:40 PM**

**VII. Adjournment of Open Session**

**VIII. Executive Session**

**5:45 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.

**A. Discussion on Recruitment Slate**

**B. Discussion of Board Engagement**

**C. Discussion of Board Leadership**

**IX. Adjournment of Executive Session**

**X. Return to Open Session**

**A. Motion to Approve of 2025 Reelection of Community Directors**

**6:20 PM**

**B. Motion to Approve the 2025 Community Director Slate**

**6:25 PM**

**C. Resolution**

**XI. Adjournment**



# APPROVED KUOW, PSPR Board Meeting Minutes

KUOW – Virtual & In-Person | Thursday, September 19th, 2024 at 4:30 PM PDT

In-Person Location | 4518 University Way NE Seattle, WA 98105

Virtual Location | Zoom

## Attendance

**Members Present:** Mark Ashida, Laura Cañate, David Chan, Gabrielle Nomura Gainor, Irwin Goverman, Sarah Norris Hall, Wassef Haroun, Randy Hodgins, David Landau, Heidi de Laubenfels, Andy McGovern, Michelle Merriweather, Kevin Schofield, Raina Wagner, Ian Warner, Caryn Mathes

**Members Absent:** Karen Hirsch, David Iyall, Christopher Jay, Roshni Naidu, Claire O'Donnell, Lucrezia Paxson, Jamie Robinson, Sharon Nyree Williams

**Staff Present:** Ryleigh Brimhall, Jessica Dial, Marshall Eisen, Jayme McKinney, Jason Pagano, Annette Promes, Kerry Swanson

**Members of the Public:** n/a

I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:31 PM.

a) Land Acknowledgement

1. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, which acknowledges the Indigenous tribes and nations of the Puget Sound area.

b) Board Engagement Through an Equity Perspective

1. Mr. McGovern had the Committee silently read and reflect upon the DEI questions centered on equity for the meeting and discussion.

c) Invitation to Disclose Possible Conflicts of Interest

1. Mr. McGovern asked the Committee to disclose any conflicts of interest. None were expressed.

d) Overview of Meeting Purpose

1. Mr. McGovern went over the meeting's purpose, which was to celebrate and confirm the upcoming slate for 2025.

e) Invitation for Additional Topics

1. Mr. McGovern asked the Committee to disclose any conflicts of interest. None were expressed.

f) Approval of June 27th Board Committee Meeting Minutes

1. Mr. McGovern called for a motion to approve the June 27th Board Meeting minutes.
2. Motion moved by Heidi de Laubenfels and seconded by Wassef Haroun. With no objections, the meeting minutes were approved.

g) Welcome to the New News Director, Jason Pagano

1. Mr. Eisen Introduced Mr. Pagano as KUOW's new News Director. Mr. Pagano has been with KUOW since 2006 and has worked his way from intern to director.

II. **Committee Business** | Mr. McGovern had the Committee silently read the Committee Summary document and then led the Committee in a discussion. Copies of the Summaries the Committee Chairs provided and the discussion details are provided below.

- a) **Governance Committee** | July 11—The Committee reviewed the work plan and had a brief update on the Bylaws Task Force. They discussed the progress on recruiting Board members for 2025, including needs from exiting members. They also reviewed board member attendance.

August 27 - The Committee discussed potential personnel for the Retreat Task Force, received an update from staff on new member orientation, planned for October 2024, and acted on advancing new and returning board members to Exec. Also, they determined that staff would send out a board survey (for board and committee leadership) in early September.

- b) **Diversity, Equity, and Inclusion** | During the August 8th DEI Meeting, The Committee reviewed training feedback and discussed future training planning in preparing to create and review team agreements and several operating documents: norms statement, DEI philosophy, KUOW staff team agreements, and others, with the intent to create a 'team agreement' for the Board. The DEI Committee collaborated with Ms. Hirsch, a consultant who worked with KUOW Team Agreements, to discuss creating a draft of PSPR Board Team agreements and planning to continue work at the October DEI meeting, with an open invitation to all Board Members.

- c) **Finance & Audit** | The Committee reviewed processes and minutes during the August 22nd Finance and Audit Meeting. They had some glitches in our April, May, and June minutes, which will be sorted out. They heard a report from Bernstein on the Endowment. Returns have been positive. They had asked Bernstein to analyze the impact of 65% and 70% Socially Responsible Portfolios, and the conclusion was that there was very little, if any, difference. The Finance and Audit committee will take up the allocation in our next meeting. Mr. Swanson warned us that the auditors were getting a late start, which could cause the F&A committee to have an ad hoc meeting later in the year to approve the audit results. Mr. Swanson also presented the station results for July.

- d) **Reach & Resource** | The Committee reviewed the board engagement form and asked for an update on board participation for 2024/2025 and how we operationalize better/more consistent tracking from the start of 2025. They also discussed challenges with getting to 100% board financial contribution, which is important for grants but was painful this year. They discussed whether having previously donated to KUOW should be part of what governance looks at for new board members (to ensure a track record of commitment) but could not align, so they kept this an open question. They also discussed and agreed that we should spend a few minutes at the start of annual board meetings asking board members to contribute financially (no matter how small or large). Finally, the committee discussed our ongoing approach to deep-dive topics for meetings (the board requested it, or the staff suggested it).
- e) **Executive** | The Committee's focus was to review and approve the slate of renewing and incoming directors for CY2025. Much of the discussion, as it was personnel-related, was conducted in The Exec session, but they were excited with the approval to move a great slate of directors forward to the 9/19 full board meeting. Huge gratitude to the Governance committee for conducting this heavy annual recruiting and vetting lift. All other topics discussed are covered in committee updates also in this doc. Station-wise, we discussed the FY25 CEO performance goals, and the board expressed a desire for Ms. Mathes to highlight the ones that the incoming CEO should pay particular attention to at the point of handoff of responsibilities. Ms. Mathes will bring this forward to the full board for discussion on 9/19. The Committee also discussed KUOW's proposed Statement of Editorial Independence, which the Executive Committee expressed support for but did not vote on.

- i) **Campbell & Campbell President & General Manager Search Update**

- Mr. Warner Informed the Board Members that they were in a quiet period for the executive search. Mr. Warner then added that our national experts have used their network along with ours to continue searching for our next leader. The job posting was announced publicly, and the board members can boost it on social media pages.

### III. **Station Business** | Ms. Promes gave The Board a presentation giving an overview of the KUOW Mobile App.

- a) **KUOW App Demo** | Ms. Promes gave a PowerPoint presentation to provide an overview of its features and benefits compared to the mobile website. Ms. Promes informed The Board of the new features and interactions of the mobile app. The mobile app launched as a Minimum Lovable Product in June 2024. Some features included a radio schedule, the latest newscasts, Talk to Us- feedback, Search, Newsletter Sign-up, and Alarm/ Sleep Timer. Ms. Promes provided The Board with the app's performance numbers and UUR.
- b) **CEO FY25 Performance Goals** | Ms. Mathes updated the Board on her role in the UUR: resource, development, talent, recruitment, and maintaining that resource, allocation, and strategic oversight. Ms. Mathes' specific tasks were drive, financial stability, and sustainability. The focus for the remaining months here would be on strategy and then philanthropy; there was a team success, and they were able to close on a \$500,000 gift.

Ms. Mathes went over what would remain for the new CEO to help guide and answer any questions after her departure. It would cover the specifics of working with staff to achieve a productive and efficient introduction to society and to build awareness and credibility in appropriate circles.

- c) **Racial Equity Team Update** | Ms. Mathes shared with the Committee the changing climate of Diversity, Equity, Inclusion, and Belonging (DEIB) at the University level. Ms. Mathes shared that President Cauce has prioritized DEIB and other higher education institutions are navigating the politicization of equity work as well.

At Mr. Swanson's invitation, Ms. Wagner and Mx. Gainor shared their perspectives on being invited into the space. Ms. Wagner mentioned how impressed she is by the robust antiracist commitment of the staff, and Mx. Gainor shared how encouraging it is that KUOW values the connection between staff and board.

- IV. **Additional Topics** | No additional topics were added to the public portion of the meeting.
- V. **Public Comment** | Mr. McGovern asked if there were any members of the public in attendance either virtually or in-person to make public comment. There were no members of the public and no public comment was made.
- VI. **Adjournment of Open Session** | Mr. McGovern adjourned the public portion of the meeting to go into Executive Session at 5:52 pm.
- VII. **Executive Session** | Mr. McGovern called for an Executive Session to discuss a motion to approve the 2025 slate of reelected Community Directors and to approve the 2025 new Community Directors. Mr. McGovern asked for Ms. Mathes and Mr. Swanson to be present for the discussion.
- VIII. **Adjournment of Executive Session** | Mr. McGovern adjourned the Executive Session at 6:14 pm.
- IX. **Return to Open Session** | Mr. McGovern returned the meeting to open session at 6:14 pm
  - a) **Motion to Approve the 2025 Reelection of Community Directors**
    - 1. Mr. McGovern asked for a motion to move the Recommendation of 2025 Reelection of Community Directors to the Board of Directors.
    - 2. Motion moved by David Landau and motion seconded by Irwin Goverman. With no objections, the 2025 Reelection of Community Directors was approved.
  - b) **Motion to move the 2025 Community Director Slate:**
    - 1. Mr. McGovern asked for a motion to move the 2025 Community Director Slate.
    - 2. Motion moved by David Landau and motion seconded by Mark Ashida. With no objections, the 2025 Community Director Slate was approved.
- X. **Meeting Adjournment** | Mr. McGovern adjourned the meeting at 6:19 pm



