



KUOW, PSPR Board: September 22, 2022 Meeting Agenda

KUOW

Sep 22, 2022 at 4:30 PM PDT to Sep 22, 2022 at 6:30 PM PDT

- I. Welcome and Call to Order** **4:30 PM**
 - A. Land Acknowledgment**
 - B. Meeting Objectives**
 - C. Invitation to Disclose Possible Conflicts of Interests**
 - D. Invitation for Additional Agenda Topics**
 - E. Approval of June 23, 2022 Board of Directors Meeting Minutes**
- II. Station Business & Updates** **4:35 PM**
 - A. On-Site Committee and Board Meetings**
 - B. Updated Strategic Impact Framework**
 - C. NPR Network Initiative**
 - D. RET Update**
 - E. FY YTD Financials**
 - 1. Cash Flow Navigation**
 - 2. Dashboard Report**
 - 3. Tonnage Report**
- III. Committee Business & Updates**
 - A. Reach & Resource** **5:05 PM**
 - 1. Meeting Minutes**
 - 2. Committee Update**
 - B. Finance & FISC Committee** **5:15 PM**
 - 1. FIN Committee Update**
 - a. No Meeting Update**
 - b. Station Audit Update**
 - 2. FISC Committee Update**
 - a. Meeting Minutes**
 - b. ESG Allocations Update**
 - c. Bernstein Q2 Report**
 - C. Strategic Planning Committee** **5:25 PM**
 - 1. Meeting Minutes**
 - 2. SPC Committee Update**
 - a. Retreat Debrief**

D. Governance Committee Update	5:35 PM
1. Meeting Minutes	
2. GOV Committee Update	
3. Governance Recruitment Subcommittee Update	
a. Resolution on 2023 Community Directors Nominations	
4. Board Attendance & Engagement	
E. DEI Update	5:55 PM
1. Meeting Minutes	
2. DEI Philosophy	
3. DEI Trainings Update	
IV. Executive Committee Update	6:05 PM
A. No UW Foundation Update	
B. CEO 2023 Goals Update	
V. Other Business/Public Comment	6:10 PM
A. Resolution of Appointment of Authorized Representatives	
VI. Open Session Adjourn	
VII. Executive Session	6:15 PM
<i>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.</i>	
VIII. Executive Session Adjourn	



APPROVED KUOW, PSPR Board:

September 22, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Sept 22, 2022 at 4:30 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, Connie Kravas, David Landau, Heidi de Laubenfels, Liam Lavery, Andy McGovern, Filiz Efe McKinney, Roshni Naidu, Claire O'Donnell, Jon Schorr, and Ian Warner

Members Absent: Michelle Merriweather, Virginia Anderson, Wassef Haroun, Randy Hodgins, David Iyall, Christopher Jay, and Sharon Kioko

Staff Present (Remote): Shawnteasha Crow, Caryn Mathes, Fieta Robinson, Janice McKenna, Kerry Swanson, Matt Albertson, Gina Kilbridge, and Amanda Winterhalter

Staff Present (In-Person): Ryleigh Brimhall

I. Welcome and Call to Order

- i. Vice Chair Irwin Goverman welcomed the Committee members.
- ii. The meeting was called to order at 4:34 PM.
- iii. Mr. Goverman stated UW Land Acknowledgement.
- iv. Mr. Goverman welcomed additional topics to the agenda.
- v. Invitation to Disclose Possible Conflicts of Interests
 - i. Mr. Goverman asked directors to disclose any conflicts of interest. There were none.
- vi. Approval of June 23, 2022 Board of Directors Meeting Minutes
 - i. The draft minutes were not approved at this time and would be presented at the next Board of Director Meeting.

II. Station Business & Updates

- i. On-Site Committee and Board Meetings
 - i. Ms. Mathes discussed the topic of returning to on-site committee and board meetings. It was determined that committee meetings would be decided by the committee chair for in-person/hybrid and virtual meetings. The board meetings would be held in-person/hybrid in the new year.

- ii. Updated Strategic Impact Framework
 - i. Ms. Mathes updated the board on the updated SIF (Strategic Impact Framework). With the SIF expanded and more defined, SIF was being integrated and defined into departmental work plans and individual employee targets.
- iii. NPR Network Initiative
 - i. Mr. Swanson highlighted some of the changes made to welcome the NPR Network, including updated branding to KUOW's podcasts, the dropping of the "Initiative" in "NPR Network Initiative" to solely the NPR Network, and inclusion of national spots in KUOW's podcasts.
- iv. FY YTD Financials
 - i. Ms. Mathes briefly highlighted the YTD Financials in relation to the SIF.

III. Committee Business & Updates

- i. Reach & Resource (Presenters: Claire O'Donnell)
 - i. Ms. O'Donnell also highlighted Mr. Swanson's NPR Network presentation for the R&R committee. She updated the Board on the 2023 Engagement Form and reminded the Board of the upcoming Pledge Drive.
- ii. Finance & FISC Committee
 - i. FIN Committee Update
 - a. Mr. Lavery mentioned the upcoming station audit, as there was no Finance Committee meeting this quarter.
 - ii. FISC Committee Update
 - a. Mr. Ashida presented the changes in ESG Allocations to 60% of KUOW's short and long-term stocks and bonds.
- iii. Strategic Planning Committee
 - i. Mr. McGovern mentioned the SIF and NPR Network presentations to SPC. Mr. McGovern also presented the Board Retreat's action items and debrief. He invited the Board to the upcoming SPC meeting to see the staff deep dive.

iv. Governance Committee Update

- i. Mr. Landau discussed the draft of the 2023 Committee and Board Structure, Board Recruitment update, and Board Attendance.

ii. Motion:

- a. Mr. Goverman called to approve resolution to elect six new Board Members to the KUOW PSPR. Motion moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With minor corrections, the motion was carried.

v. DEI Update

- i. Mr. Warner presented the DEI Philosophy Statement and DEI Training sessions.

IV. Executive Committee Update

- i. Mr. Goverman mentioned that there was no UW Foundation Update and the process of CEO 2023 Goals through the committees.

V. Other Business

- i. Resolution of Appointment of Authorized Representatives
 - i. Ms. McKenna presented a resolution that would allow herself and Caryn Mathes, as backup, to access charitable gift funds.
- ii. **Motion:**
 - a. Mr. Goverman asked for a motion to approve the resolution to appoint authorized representatives of KUOW/PSPR Charitable Gift. Motion moved by Liam Lavery and motion seconded by Jon Schorr. With no objections, The motion was carried.

VI. Public Comment

- i. There were no public comments made at the meeting.

VII. Open Session Adjourn

- i. Mr. Goverman adjourned the public session of the Executive Committee meeting at 6:15 pm. There was no Executive Session called.



KUOW, PSPR Board: November 17, 2022 Meeting

KUOW

Nov 17, 2022, at 4:30 PM PST to Nov 17, 2022, at 8:30 PM PST
Seattle Asian Art Museum & Zoom

Agenda

Doors Open at 4:00 PM

I. Welcome & Meeting Overview

4:30 PM

Presenter: Christopher Jay

A. Meeting Housekeeping

B. Announcement of Quorum

Presenters: Ryleigh Brimhall, Shawnteasha Crow

II. Welcoming New Members

4:32 PM

Presenter: Christopher Jay

III. Land Acknowledgment

4:34 PM

Presenter: Christopher Jay

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

The University of Washington and KUOW 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.

IV. Conflict of Interest

4:35 PM

Presenter: Christopher Jay

V. Consent Agenda

4:36 PM

Presenter: Christopher Jay

A. Approval of Board of Director Meeting Minutes

1. June Board of Directors Draft Meeting Minutes

2. September Board of Directors Draft Meeting Minutes

B. Approval of 2023 Board Directors, Officers, Re-Election of Member and Committee Structure

1. Board Officer Nominations

2. Re-election of Members

3. Appointment of Committee Directors

C. Resolution Regarding Acceptance of the Audit

VI. Passing of the Gavel

4:38 PM

Presenter: Caryn Mathes

A. Christopher Jay to Andy McGovern

VII. Committee Reports

4:40 PM

Presenter: Andy McGovern

A. Governance

Presenter: Irwin Gorman

1. Draft Meeting Minutes

2. Committee Update

B. DEI

Presenter: Ian Warner

1. Draft Meeting Minutes

2. Committee Update

C. R&R

Presenter: Claire O'Donnell

1. Draft Meeting Minutes

2. Committee Update

D. SPC

Presenter: Andy McGovern

1. Draft Meeting Minutes

2. Committee Update

E. FIN/FISC

Presenters: Liam Lavery, Mark Ashida

1. Draft Meeting Minutes

2. Committee Update

F. EXEC

Presenter: Christopher Jay

1. Draft Meeting Minutes

2. Committee Update

VIII. Recognition of Retiring & Resigning Board Directors

5:10 PM

A. Jon Schorr

Presenter: Mark Ashida

B. Virginia Anderson

Presenter: Heidi de Laubenfels

C. Liam Lavery

Presenter: Sharon Kioko

D. Lisa Nitze

Presenter: Caryn Mathes

IX. BREAK

5:20 PM

X. FY22 State of the Station Report

5:30 PM

Presenter: Caryn Mathes

XI. KUOW Racial Equity Team Update

5:40 PM

Presenter: Fieta Robinson

XII. NPR Network Update & Discussion

5:50 PM

Presenter: Kerry Swanson

Guests: Brendan Sweeney, Michaela Gianotti-Boyle, Jemma Hovance

XIII. Digital Strategy Presentation

6:30 PM

Guests: Rami Al-Kabra, Lainie Cosgrove, Jemma Hovance

XIV. KUOW & TikTok Presentation

6:45 PM

Guest: Teo Popescu

XV. Public Comment **6:55 PM**

XVI. Closing Remarks **7:02 PM**

XVII. Adjourn Open Session

XVIII. Executive Session **7:07 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.

XIX. Adjourn Executive Session

XX. Post Meeting Reception **7:15 PM**



APPROVED KUOW, PSPR Board: November 17, 2022 Meeting Minutes

Location: Zoom & In-Person | Nov 17, 2022, at 4:30 PM

In-Person Location: Seattle Asian Art Museum: 1400 E. Prospect St. Seattle, WA 98112

Attendance

Members Present (In-Person): Mark Ashida, Irwin Goverman, Wassef Haroun, Randy Hodgins, Christopher Jay, Sharon Kioko, Heidi de Laubenfels, Liam Lavery, Andy McGovern, Claire O'Donnell, Ian Warner

Members Present (Remote): Virginia Anderson, Carmen Cano, Connie Kravas, Jon Schorr, Raina Wagner, Sharon Nyree Williams

Members Absent: Michelle Merriweather, Jessie Harris, David Iyall, David Landau, Filiz Efe McKinney, Roshni Naidu

Staff Present (In-Person): Rami, Al-Kabra, Ryleigh Brimhall, Shawnteasha Crow, Arvid Hokanson, Caryn Mathes, Janice McKenna, Kerry Swanson

Staff Present (Remote): Lainie Cosgrove, Michaela Gianotti-Boyle, Jemma Hovance, Teo Popescu, Brendan Sweeney

Guest Present (Remote): Matt Albertson, Whitney Henry-Lester, Gina Kilbridge, Sunnie Malik, John Ryan, Lucy Soucek.

I. Welcome & Meeting Overview

- i. Mr. Jay called the meeting to order at 4:36 pm.
- ii. Meeting Housekeeping
 - i. Mx. Brimhall went over the meeting housekeeping remarks around virtual and in-person engagement.
- iii. Announcement of Quorum
 - i. Mx. Brimhall announced that the meeting had reached quorum.
- iv. Welcoming New Members
 - i. Mr. Jay welcomed and acknowledged the new board members in the room and in Zoom.
- v. Land Acknowledgment
 - i. Mr. Jay read the land acknowledgment.
- vi. Invitation to Disclose Possible Conflict of Interest
 - i. Mr. Jay asked the Committee to disclose any conflicts of interest, and none were expressed.

II. Approval of Consent Agenda

- i. **Motion:** Mr. Jay called for a motion for the Approval of the Consent Agenda. The motion was moved by Virginia Anderson and motion seconded by Mark Ashida. Without objection, the consent agenda was approved.

- ii. The following was included in the Consent Agenda:
 - i. June Board of Directors Draft Meeting Minutes
 - ii. September Board of Directors Draft Meeting Minutes
 - iii. Approval of 2023 Board Officer Nominations
 - iv. Approval of 2023 Directors' Re-Election
 - v. Approval of 2023 Committee Re-Elections
 - vi. Resolution Regarding Acceptance of the Audit
- iii. Ms. Anderson asked the Chair to announce the New Board Officers for the record.
 - i. The incoming KUOW/PSPR Board Officers are:
 - a. Andy McGovern, Chair
 - b. Irwin Gorman, Vice Chair
 - c. Heidi de Laubenfels, Secretary
 - d. Sharon Kioko, Treasurer
 - e. Chris Jay, Immediate Past Chair

III. **Passing of the Gavel**

- i. Ms. Mathes expressed gratitude and words of appreciation for Chris Jay's service as Board Chair. Mr. Jay handed the gavel to his successor Andy McGovern. Mr. McGovern then led the rest of the meeting as the newly appointed Chair.

IV. **Committee Reports:** Each committee Chair shared brief highlights of their committee's accomplishments for the year.

- i. **Governance** - Mr. Gorman gave an overview of the Governance committee highlights, including completion of the Board Recruitment Cycle, planning Orientation, and proposing the Committee Slate.
- ii. **DEI** – Mr. Warner shared that in the first year of the DEI Committee, the committee completed their Purpose and Philosophy Statement, continued in connecting DEI to board work, and amplified DEI work within KUOW. Lastly, Mr. Warner introduced the new Vice Chair, Sharon Nyree Williams, to the Committee.
- iii. **R&R** – Mrs. O'Donnell highlighted Connie Kravas joining the R&R Committee as the new Vice Chair as well as a more finalized version of the Board Engagement Form. The Board Engagement Form includes many options for members to support the Station, including social media engagement and philanthropic opportunities.
- iv. **SPC** – Mr. McGovern's highlights of the year for the SPC committee included working on the May Retreat, advising on the Strategic Impact Framework (SIF), and hosting a series of KUOW Staff Topic Deep Dives.

- v. **FIN/FISC** – Mr. Lavery’s overview of the Finance committee included welcoming Sharon Kioko as the new chair, Jamie Robinson and David Chan as new members, and acceptance of the Audit. Mr. Ashida shared that the Finance Investment Sub Committee welcomed David Chan as Vice Chair and that the Committee worked alongside Bernstein to get the ESG investments up to 60% and will continue to motor the performance of the portfolio and its alignment with KUOW’s goals and values.
- vi. **EXEC** – Mr. Jay concluded Committee Reports by highlighting the support provided to Ms. Mathes, working with Mr. Swanson, and supporting in the C-Suite search.

V. Recognition of Retiring & Resigning Board Directors

- i. Mr. Ashida gave recognition and words of appreciation to Jon Schorr for his years of service.
- ii. Ms. de Laubenfels gave recognition and words of appreciation to Virginia Anderson for her years of service.
- iii. Ms. Kioko gave recognition and words of appreciation to Liam Lavery for his years of service.
- iv. Ms. Mathes gave recognition and words of appreciation to Lisa Nitze for her years of service and support of the SIF development.

VI. FY22 State of the Station Report

- i. Ms. Mathes presented the State of the Station Report, including the status of the station during Covid, recovering and reconnecting with the staff, new staff hiring, and focusing on the future of staff engagement. In addition to that, Ms. Mathes shared the usage of the Transformational Organization Culture Assessment (TOCA), TinyPulse, and the Racial Equity Team (RET) to engage, support, and acknowledge the staff. Ms. Mathes concluded her report by going over the October financials packet and taking questions from the Committee with the support of Ms. McKenna.

VII. KUOW Racial Equity Team Update

- i. Ms. Robinson and Ms. Peacock presented the RET goals and Northstar and how it connects to the SIF. Additionally, they shared out the Racial Equity, Diversity, and Inclusion (REDI) plan and wins of the year. Lastly, Ms. Robinson and Ms. Peacock previewed what is to come in 2023 from RET: DEI Training series, Lunch & Learns, and concluded their presentation with questions from the Committee.

VIII. NPR Network Update & Discussion

- i. Mr. Swanson, Ms. Horvance, Mrs. Gianotti Boyle, and Mr. Sweeney co-presented on the NPR Network and the implementation and future state of KUOW alongside the NPR Network. Ms. Horvance presented the NPR+ Bundle and the new rates. Mrs. Gianotti Boyle presented on the NPR Promo Exchange the data gained in the new promo testing.

Mr. Sweeney presented on building sustainable audiences and the challenges of audience discovery, and how the NPR Network will positively impact KUOW. The group concluded their presentation with questions from the Committee.

IX. Digital Strategy Presentation

- i. Mr. Al Kabra presented on the Digital Product Framework and its focus on the user experience. The Digital Product team is focused on executing their observations from 2022 into 2023, and key action items for the Digital Product team include overhauling the donor experience, testing, learning, and implementing feedback, and the user experience on mobile devices. The group concluded their presentation with questions from the Committee.

X. KUOW & TikTok Presentation

- i. Ms. Popescu presented on the launching of TikTok and the growth of the following on that platform. Ms. Popescu's presentation concluded with sharing KUOW's most popular TikTok, performance on the app, and questions from the Committee.

XI. Public Comment

- i. Mr. McGovern asked if there was a public comment, and it was confirmed that there were no public commentators in attendance in person. Mr. McGovern asked if there was any public comment from guests in attendance virtually via Zoom, and there was. John Ryan (KUOW staff) provided public comment around the SAG-AFTRA and the negotiations with UW and KUOW and encouraged the board to engage with the Content team. Mr. McGovern thanked Mr. Ryan for attending and providing public comment.

XII. Closing Remarks & Adjournment

- i. Mr. McGovern thanked the Committee and staff for their participation and contributions to the Annual Meeting. With there being no further business, Mr. McGovern adjourned the public portion of the meeting at 7:12 pm.

XIII. Executive Session

- i. Mr. McGovern called for an Executive Session to discuss proprietary station business.

XIV. Adjourn Executive Session

- i. Mr. McGovern adjourned the Executive Session of the meeting at 7:31 pm.



KUOW, PSPR February 23 Board Meeting (IN-PERSON) RSVP REQUIRED

KUOW

Feb 23, 2023 at 4:00 PM PST to Feb 23, 2023 at 7:30 PM PST

Agenda

I. Station Tour (optional) 4:00 PM

II. Break 4:20 PM

III. Welcome & Call to Order 4:30 PM

Presenter: Andy McGovern

A. Land Acknowledgement

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. Meeting Objectives

D. Invitation to Disclose Possible Conflicts of Interest

E. Invitation for Additional Agenda Topics

F. Approval of Annual Meeting Minutes

IV. Staff Presentation: RadioActive 4:35 PM

Presenters: Kelsey Tolchin Kupferer, Marian Mohamed, Antonio Nevarez

V. Station Business & Updates 4:55 PM

A. GM Performance Goals Review & Discussion

Presenter: Caryn Mathes

1. Cash Flow Navigation

2. Dashboard Report

3. Tonnage Report

December & January Reports

VI. Committee Business & Updates

A. Committee's Meeting Summary Report

5:15 PM

B. Governance

Presenter: Irwin Goverman

- 1. January 18 Draft Meeting Minutes**
- 2. Combined Governance Project Timelines**

C. Strategic Planning

Presenter: Roshni Naidu

- 1. January 23 Draft Meeting Minutes**
- 2. NPR Network Update**

D. Diversity, Equity and Inclusion

Presenter: Ian Warner

- 1. January 26, Draft Meeting Minutes**
- 2. TOCA Results**

E. Finance & FISC

Presenters: Sharon Kioko, Mark Ashida

- 1. January 30 Draft Meeting Minutes**
- 2. Bernstein Q4 Investment Report**

F. Reach & Resource

Presenter: Claire O'Donnell

- 1. January 31, Draft Meeting Minutes**
- 2. Reach & Resource Staff Department Update**

G. Executive

Presenter: Andy McGovern

- 1. February 9, Draft Meeting Minutes**

VII. Other Business

6:00 PM

VIII. Public Comment

6:10 PM

IX. Open Session Adjournment

X. Executive Session

6:20 PM

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- to consider matters relation 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 service whenever the premature exposure of such purchase would compromise the business interest of any such organizations.

XI. Executive Session Adjournment

XII. Board Social Hour

6:30 PM



APPROVED KUOW, PSPR February 23 Board Meeting Minutes

KUOW – Zoom & In-Person | Feb 23, 2023, at 4:30 PM PST

In-Person Location: KUOW - 4518 University Way NE

Virtual Location: Zoom

Attendance

Members Present (In-Person): Mark Ashida, David Chan, Irwin Gorman, Randy Hodgins, David Iyall, Connie Kravas, Andy McGovern, Jamie Robinson, Raina Wagner, Ian Warner

Members Present (Remote): Enrique Cerna, Sharon Kioko, David Landau, Michelle Merriweather, Roshni Naidu, Claire O'Donnell,

Members Absent: Carmen Cano, Wassef Haroun, Jessie Harris, Christopher Jay, Heidi de Laubenfels, Filiz Efe McKinney

Staff Present (In-Person): Ryleigh Brimhall, Shawnteasha Crow, Caryn Mathes, Kerry Swanson, Sharon Nyree Williams

Staff Present (Remote): Jessica Dial, Fieta Robinson

Guest Present (In-Person): Marian Mohamed, Antonio Nevarez, Kelsey Tolchin-Kupferer

Guest Present(Remote): Matt Albertson, Gina Kilbridge

I. Welcome & Call to Order

- I. Mr. McGovern called the February Board Meeting to order at 4:40pm.
- II. Land Acknowledgement
 - I. Mr. McGovern read the KUOW/PSPR Land Acknowledge, acknowledging the Indigenous tribes and nations in the Puget Sound area.
- III. Board Engagement Through An Equity Perspective
 - I. Mr. McGovern read DEI questions to provide a framework of equity to encourage Board members to engage in the meeting through an equity lens.
- IV. Invitation to Disclose Possible Conflicts of Interest
 - I. Mr. McGovern asked the Board to disclose any conflicts of interest and none were expressed.
- V. Overview of Meeting Purpose & Invitation for Additional Topics
 - I. Mr. McGovern gave an overview of the meeting's purpose including a staff presentation from RadioActive, station business, and the new process for committee report outs using the new summary system. Mr. McGovern asked the Board if there were any additional topics for discussion to be considered and none were added.
- VI. Approval of the Annual Meeting Minutes
 - I. **Motion:** Mr. McGovern called for a motion to approve the November 17th Annual Meeting Minutes.

- II. Motion moved by Connie Kravas and motion seconded by Ian Warner. Without any objection, the meeting minutes were approved.

II. Staff Presentation: RadioActive

- I. Ms. Tolchin-Kupferer presented to the Board an informational presentation on the youth radio program RadioActive. RadioActive program participants stand to gain skills in radio journalism and two RadioActive Alumni Ms. Mohamed and Mr. Nevarez presented their award-winning stories to the Board and took questions.

III. Station Business & Updates

- I. GM Performance Goals Review & Discussion
 - I. Ms. Mathes presented to the Board an overview of her accomplishments on her yearly goals. Included in her presentation was progress on staff engagement through the Gallup survey, progress on the Racial Equity Team via the Measurement Committee, the hiring update for the C-Suite open roles, and lastly a digital update from the Digital Product Team. Ms. Mathes concluded her presentation by taking questions from the Board.

IV. Committee Business & Updates

- I. Committee's Meeting Summary Report
 - I. Each committee chair submitted a summary of their committee meeting in the Committee Summary Report. The Board took time to silently read the document and draft their questions, comments, and reflections. Points of conversation included, the May Retreat, Board Recruitment, Board service through Equity, the Investment portfolio, and overall Board engagement.

V. Public Comment

- I. There was no public comment made in-person or virtually via Zoom.

VI. Open Session Adjournment

- I. With no further business, Mr. McGovern adjourned the open session meeting at 6:30pm and went into Executive Session.

VII. Executive Session Adjournment

- I. Mr. McGovern called for an Executive Session to discuss proprietary information in relation to the station and concluded the Executive Session at 6:33pm.



KUOW, PSPR April 27 Board Meeting

KUOW

Apr 27, 2023 at 4:30 PM PDT to Apr 27, 2023 at 6:30 PM PDT

Agenda

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

A. Land Acknowledgement

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. Invitation to Disclose Possible Conflicts of Interest

D. Overview of Meeting Purpose

E. Invitation for Additional Agenda Topics

F. Approval of February 23 Board of Directors Meeting Minutes

II. Audience Next Report

4:35 PM

Presenter: Arvid Hokanson

III. TOCA Results & Key Takeaways

4:50 PM

Guest: Scott Winn

IV. Committee Updates

5:00 PM

Committee Summary for Review

- 10 minutes for reading
- 15 minutes for discussion

A. Governance Committee

1. March 2nd Governance Meeting Minutes (approved)	
2. DRAFT March 28th Governance Meeting Minutes	
B. Strategic Planning Committee	
1. DRAFT March 6th SPC Meeting Minutes	
C. Diversity, Equity and Inclusion	
1. DRAFT March 23rd DEI Committee Meeting Minutes	
D. Reach & Resource	
1. DRAFT March 30th R&R Committee Meeting Minutes	
2. Department Summaries	
3. Digital Product Presentation	
4. Audience Next Preview	
E. Finance & FISC	
1. DRAFT April 4th FIN Committee Meeting Minutes	
F. Executive Committee	
1. February 9th Exec Committee Meeting Minutes (approved)	
V. Retreat Update	5:25 PM
Presenter: Heidi de Laubenfels	
VI. Users, Usage and Money	5:35 PM
Presenter: Kerry Swanson	
VII. Station Business & Updates	
A. CEO Self-Assessment	5:50 PM
1. CEO Assessment Timeline	
Presenter: Irwin Goverman	
B. YTD Financials	6:05 PM
1. Dashboard Report	
2. Tonnage Report	
VIII. RET Update	6:15 PM
Presenter: Fieta Robinson	
IX. Other Business	
X. Upcoming Meetings	
<u>Board Retreat @ the Burke</u>	
• May 6th 9am-3pm	
XI. Public Comment	6:20 PM
XII. Open Session Adjournment	
XIII. Executive Session	

An Executive Session can be called at any time during the meeting based on the following criteria:

- to consider matters relation 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 service whenever the premature exposure of such purchase would compromise the business interest of any such organizations.

XIV. Executive Session Adjournment



APPROVED: KUOW, PSPR April 27 Board Meeting Minutes

KUOW – Zoom & In-Person | Apr 27, 2023 at 4:30 PM PDT

In-Person Location: KUOW Conference Room 4518 University Way NE

Virtual Location: Zoom

Attendance

Members Present: Mark Ashida, Enrique Cerna, David Chan, Heidi de Laubenfels, Irwin Gerverman, Wassef Haroun, Jessie Harris, Randy Hodgins, Christopher Jay, Sharon Kioko, Connie Kravas, David Landau, Caryn G. Mathes, Filiz Efe McKinney, Andy McGovern, Roshni Naidu, Claire O'Donnell, Jamie Robinson, Raina Wagner, Sharon Nyree Williams

Members Absent: Carmen Cano, David Iyall, Michelle Merriweather, Ian Warner

Staff Present (In-Person): Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

Guests: Karen Hirsch, Scott Winn

Members of the Public: Steve Alexander, Natalie Newcomb, Matt Albertson, Gina Kilbridge, Kyong Kim, Kate Thayer

- I. **Welcome & Call to Order** | Mr. McGovern called the April Board Meeting to order at 4:36pm.
 - a. Land Acknowledgement
 - i. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, acknowledging the Indigenous tribes and nations of the Puget Sound area.
 - b. Board Engagement Through an Equity Perspective
 - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centering equity at the Board meeting and in discussion.
 - c. Invitation to Disclose Possible Conflicts of Interest
 - i. Directors were invited to disclose any conflict of interest. There were none.
 - d. Overview of Meeting Purpose
 - i. Mr. McGovern did not give an overview of the meeting since everyone had a copy of the meeting agenda accessible to them.
 - e. Invitation for Additional Agenda Topics
 - i. Mr. McGovern asked the Committee for any additional agenda topics, and none were expressed.
 - f. Approval of February 23 Board of Directors Meeting Minutes
 - i. Mr. McGovern called for a motion to approve the February 23rd Meeting minutes.
 - ii. **Motion** moved by Heidi de Laubenfels and motion seconded by Chris Jay. Without any objection, the meeting minutes were approved.
- II. **Audience Next Report** | Mr. Hokanson presented the first phase of the Audience Next Report provided by consultants of KUOW. Key takeaways from the report are:
 - a. Across all age groups, respondents consume most of their news and information digitally.
 - b. 58% of all respondents prefer to consume news and information on a smartphone. Among 18–24-year-olds, 70% prefer to get news and information on a smartphone.
 - c. Accessibility of content matters; 32% indicate they go back to their most popular sources because they make content easy to find and access. Only trust, reliability, and consistency ranked above ease of access (41%).

- d. Respondents use social media more days per week, on average, (4.4) to get news and information than they do with other tools. Search engines (4.3 average days per week), and news websites or apps (4.0 days per week) are also frequently used.
- e. Most respondents prefer to use news websites and apps more and social media less for news and information, but preferences differ across age groups.
- f. Audiences that are college educated, White, and age 25-34 have the largest gaps between how much they value local news and how satisfied they are with coverage.

Committee members discussed the details, timeline, and purpose. KUOW Management continue to keep the Committee updated and will return with answers to questions asked.

III. TOCA Results & Key Takeaways | KUOW Racial Equity Consultant Scott Winn presented a summary of the Transforming Organizational Culture Assessment (TOCA). Mr. Winn shared that the TOCA is a tool with the goal of understanding internal organizational workplace culture by promoting racial equity and examining and addressing white dominate culture. The Committee is still interested in some version of the TOCA being taken by the Board and the DEI Committee is still discussing this potential survey.

Key takeaways from the assessment were:

- a. 112 out of 134 employees responded to the survey, with 59 (44%) identifying at “Black, people of color, and/or multiracial” (referred throughout this document as “people of color”), and 75 (56%) identifying as white.
- b. The first TOCA Survey was in 2020 and we are using that as a baseline to compare it with the 2022 data.
- c. Overall there was progress in 2022. Employee responses to the survey demonstrated an increased perception that KUOW is transforming its culture and practices towards becoming, as listed in the REDI Plan, “an anti-racist organization that contributes to achieving racial equity in the Puget Sound region.”
- d. There are two areas for prioritized attention.
 - Increase employees (in particular Senior Leadership) skills in giving and receiving feedback and have feedback lead to individual and organizational transformation.
 - Clarity is needed on measurements for success - particularly the importance of looking at progress on external, community indicators of racial equity.
- e. Overarching 2022 Recommendations
 - Continue to socialize and strategize implementation of the “Becoming an Anti-Racist Culture at KUOW” document that was adopted as part of the 2020 TOCA Assessment.
 - Conduct a workshop on and formalize ongoing discussions concerning the impact of white dominant norms and center cultural norms that focus on racial equity to counter it.

IV. Committee Updates | Mr. McGovern requested the Committee to review the Committee Summaries documented. Due to time, questions and comments on the Committee Summaries were tabled. Summaries are listed in order of Committee meetings.

- a. Governance Committee (GOV) Summary:
 - i. The meeting encompassed all the workplan/scheduled items:
 - 1. Recruiting for Board Members
 - a. Number of Recruits needed as updated by Board Retention
 - b. Skillset Priorities: Growth and Product Management, Finance, Human Resources and Journalism

- c. Increased Efforts to recruit to diversity and inclusion goals
 - d. Email to all Board Members [regarding Recruitment]
 - ii. Mentoring Program Status
 - iii. Retreat Collaboration and Planning with SPC – especially Engagement and Scenario Planning
 - iv. Updates/reviews of Board Policies and Bylaws
- b. Strategic Planning Committee (SPC) Summary:
 - i. Kerry enabled a rich, lively discussion about strategy by sharing with the committee an overview of the station's fiscal year 2024 SIF, featuring an overarching goal (to double audience and revenue between 2022-2030), two "big bets" for the year, and strategies, tactics and metrics associated with each SIF outcome. We took time to independently read and comment, then discuss. Audience was a key focus in the meeting: Who are we trying to reach, and how? What do we know about audience segments, and how is that informing strategy and tactics? On what basis does KUOW think growing content will help grow revenue? How are innovation experiments tied to outcomes? The conversation led to discussion of the relationship between KUOW and NPR, and how that relates to the strategic priorities.
- c. Diversity, Equity and Inclusion Committee (DEI) Summary:
 - i. We heard an RET update that included discussion of a Manager Equity Training workshop. We were also joined by GOV Committee leadership to discuss integration of our DEI lens in their work.
- d. Reach and Resource Committee (R&R) Summary:
 - i. The R&R committee met virtually on March 30th and heard presentations from Rami representing the Digital Product updates and Arvid previewing the Audience Report. In Rami's presentation he shared with the Committee updates made to the website including font, color, style and typography. The next step for the Digital Product team is to conduct A/B testing to monitor traffic and engagement. And the Committee is excited to hear about these updates and how they will impact future donations as well. In Arvid's presentation he previewed the Audience Next Survey and will be giving a full presentation to the Board at the April meeting. Within the Audience Next Survey Arvid mentioned the potential opportunity for the Board to engage in observing future focus groups. Lastly, the Committee reviewed the Revenue Department's Summaries and asked questions. All of these presentations and summaries are in the packet for review.
- e. Finance and Audit Committee (FIN) Summary:
 - i. The meeting focused on the Station's budget for FY 2024 (July 1, 2023 – June 30, 2024). Courtney Miller provided a detailed outline of expected revenue projections from Business Support, noting that the Station is currently projecting a softening in revenues, especially from national businesses. Local business support is also softening, but projections were stronger. Courtney's presentation also highlighted a decline in live listening audience and this has a direct impact on business support that is highly dependent upon ads based on KUOW's market share in the region.

Rashad Brown provided a detailed outline of revenue projections from Memberships. Highlights from the presentation were that membership retention rates are comparable to other stations in the region; however, donor conversion is showing erosion. Rashad's team is focused on recruiting members and keeping members engaged, and limiting attrition.

Steve Alexander provided a detailed outline of revenue projections from Philanthropy. Again, revenues from Philanthropy in 2024 will be slightly lower as large and unexpected gifts were received in 2023, and there is no expectation that those revenues will be recurring in the future.

Kerry Swanson and Caryn Mathes provided an overview of the Station's expenses and overall operating budget. The station is currently projecting a \$3.4 million deficit that reflects an 11 percent growth in the station's expenses (from \$22.3M to \$24.9M), and a modest decline in revenues (from \$21.9M to \$21.53). FY 2023 included one-time sources of revenue that are not included in FY 2024 budget.

f. Finance, Investment Sub Committee (FISC) Summary: The FISC did not have a meeting, therefore there is no summary for the sub committee.

g. Executive Committee (EXEC) Summary:

- i. We tried the preread format for committee updates for the first time at exec committee (this doc), which worked well to leave space for attendee participation and will become standard practice for all exec and full board. Director retention and engagement continue to be top of mind. Andy is prioritizing meeting with all directors who expressed in the recent Gov survey that they may not return next year. Caryn and Kerry discussed plans to reduce spending in the upcoming budget to minimize the projected budget deficit. We were joined by Scott Winn to discuss the TOCA results, which will be brought to full board. Heidi gave an update on retreat planning, which will also be recapped at full board. We reviewed an earlier version of the Users Usage Money diagram, which the station has revised and Kerry will present at full board.

V. **Retreat Update** | Consultant Karen Hirsch and Ms. de Laubenfels to shared with the Committee a final update on the May Board Retreat. Ms. de Laubenfels presented on the agenda of the day and Karen discussed the guest speakers and their presentation on scenario planning.

VI. **Users, Usage and Money (UUM)** | Mr. Swanson presented an updated version of the UUM diagram from the April 13 Executive Meeting. In 2022 KUOW saw more of their audience consuming audio via mobile or digital devices versus traditional broadcast, this is something KUOW must respond and pivot towards to continue to remain relevant in the public radio. With that, Mr. Swanson met with Senior Leadership to take the initial framework of UUM started by Mr. McGovern to improve upon how KUOW and NPR products can create more users and increase revenue. Mr. McGovern requested that staff presentations to the Board orient around UUM.

VII. **Station Business & Updates**

- a. CEO Assessment: Mr. Gorman presented an overview of the CEO Assessment process and timeline. Mr. Gorman shared how the data is collected by unique survey links and the importance of Directors completing their surveys on time.
- b. Year-To-Date (YTD) Financials: Ms. Mathes and Ms. Dial provided an overview of the YTD financials including softness seen in the month of March due to listening sensitive revenue streams being impacted by audience trends.

VIII. **Racial Equity Team (RET) Update** | Ms. Robinson gave the Committee an update on the RET and the work the team is doing. Since the February Board Meeting, the RET has met twice and has begun implementing

micro trainings rooted in equity lead by Scott Winn. The team also worked on their Racial, Equity, Diversity and Inclusion (REDI) plan to ensure it is in alignment with the Strategic Impact Framework (SIF).

- IX. Public Comment** | Mr. McGovern asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was one public comment made by Natalie Newcomb in person regarding SAG-AFTRA negotiations.
- X. Open Session Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 6:30pm and went into Executive Session with Caryn Mathes and Kerry Swanson to discuss proprietary information related to the Station.
- XI. Executive Session Adjournment** | Mr. McGovern adjourned the Executive Session at 6:55pm.



KUOW, PSPR June 22 Board Meeting (IN-PERSON) RSVP REQUIRED

KUOW

Jun 22, 2023 at 4:30 PM PDT to Jun 22, 2023 at 6:30 PM PDT

4518 University Way NE

Agenda

I. Welcome & Call to Order

4:30 PM

A. Land Acknowledgement

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. Invitation to Disclose Possible Conflicts of Interest

D. Overview of Meeting Purpose

- 1) Committee Business
- 2) FY24 Operating and Capital Budget Presentation

E. Invitation for Additional Agenda Topics

F. Approval of April 27th Board of Directors Meeting Minutes

II. Committee Business & Updates

4:33 PM

A. Committee Summaries

B. Reach & Resource

1. DRAFT May 2nd Meeting Minutes
2. R&R Department Summaries
3. Listener Feedback w/ Community Engagement

C. Finance & FISC

1. DRAFT May 4th Meeting Minutes (FISC)
 - a. Bernstein Quarterly Investment Report Q1
2. DRAFT May 25th Meeting Minutes (FIN)

D. Strategic Planning

1. DRAFT May 25th Meeting Minutes
2. 2023 Retreat Summary

E. Governance

1. Draft May 30th Meeting Minutes
2. Alternative Recruitment Strategies

F. Diversity, Equity and Inclusion

1. DRAFT May 11th Meeting Minutes

G. Executive

1. UW Foundation Update

III. Station Business & Updates

A. FY24 Budget Presentation and Q&A

5:03 PM

Presenter: Caryn Mathes

B. Resolution to Approve FY24 Budget

C. FY YTD Financials

1. Dashboard Report
2. Tonnage Report

D. Resolution for Authorized Signer with Bank of America

IV. Other Business

V. Public Comment

6:18 PM

VI. Open Session Adjournment

6:28 PM

VII. Executive Session

Topic: CEO Assessment

An Executive Session can be called at any time during the meeting based on the following criteria:

- to consider matters relation 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 service whenever the premature exposure of such purchase would compromise the business interest of any such organizations.

VIII. Executive Session Adjournment



APPROVED KUOW, PSPR June 22 Board Meeting Minutes

KUOW – Zoom & In-Person | Jun 22, 2023 at 4:30 PM PDT

In-Person Location: 4518 University Way NE

Virtual Location: Zoom

Attendance

Members Present: Mark Ashida, David Chan, Irwin Gorman, Wassef Haroun, Randy Hodgins, Sharon Kioko, Connie Kravas, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Filiz Efe McKinney, Roshni Naidu, Claire O'Donnell, Jamie Robinson, Raina Wagner, Ian Warner

Members Absent: Carmen Cano, Enrique Cerna, Jessie Harris, David Iyall, Christopher Jay, David Landau, Michelle Merriweather, Sharon Nyree Williams

Staff Present: Ryleigh Brimhall, Lainie Cosgrove, Shawnteasha Crow, Jessica Dial, Fieta Robinson, Kerry Swanson

Members of the Public: Matt Albertson, Steve Alexander, Rami Al-Kabra, Gina Kilbridge, Ross Reynolds

I. Welcome & Call to Order | Mr. McGovern called the meeting to order at 4:32pm.

- a. Land Acknowledgement
 - i. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, acknowledging the Indigenous tribes and nations of the Puget Sound area.
- b. Board Engagement Through an Equity Perspective
 - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centering equity at the Board meeting and in discussion.
- c. Invitation to Disclose Possible Conflicts of Interest
 - i. Directors were invited to disclose any conflict of interest. There were none.
- d. Overview of Meeting Purpose
 - i. Mr. McGovern went over the purpose of the meeting which included Committee business and the FY24 Operating and Capital Budget Presentation.
- e. Invitation for Additional Agenda Topics
 - i. Mr. McGovern asked the Committee for any additional agenda topics, and none were expressed.
- f. Approval of April 27th Board of Directors Meeting Minutes
 - i. Mr. McGovern asked for a motion to approve the April 27th Meeting Minutes.
 - ii. **Motion** moved by Randy Hodgins and motion seconded by Irwin Gorman. With no objections, the April Minutes were approved.

II. Committee Business & Updates | The Committee reviewed the Committee Summaries document and took time for questions and discussion. Summaries are listed in order of Committee meetings.

- a. Reach & Resource (R&R) Summary
 - i. We reviewed written department summaries for each of the teams, where we discussed some softness in membership contributions and business support. We had two deep dives into social media (including how the board can support KUOW via social) and listener feedback (including how KUOW solicits and actions listener feedback, and challenges associated in doing so). We also discussed board engagement updates: three

board members recorded testimonials for KUOW, and two other Board members sent thank-you cards to members who donated during the pledge drive, so thank you to those board members. There are five board members who have yet to make a financial contribution this fiscal year (although this could be due to lack of alignment with board service year).

b. Diversity, Equity and Inclusion (DEI) Summary

- i. The DEI Committee hosted Claire and Connie from Reach and Resource to discuss their workplan and further integrating DEI within their Committee work. The Committee also heard a Racial Equity Team update from Fieta and their upcoming May Lunch and Learn series regarding giving and receiving feedback.

c. Finance & Finance Investment Sub-Committee (FIN & FISC) Summary

- i. FISC was in joint meetings with the full Finance Committee reviewing the budget proposal.
- ii. This was a joint meeting with SPC to review the FY2024 budget proposal. Staff walked through the “users, usage and revenue” model, “north star” metrics and other relevant strategic framing for budget decisions. The board is being asked to approve a \$2.9 million draw on reserves to make needed investments.

d. Strategic Planning Committee (SPC) Summary

- i. This was a joint meeting with the Finance Committee to review the FY2024 budget proposal. Staff walked through the “users, usage and revenue” model, “north star” metrics and other relevant strategic framing for budget decisions. The board is being asked to approve a \$2.9 million on reserves to make needed investments.

e. Governance (GOV) Summary

- i. Board recruitment is in full swing, and we have 10-12 active candidates for interviews. We have made progress on new alternative recruitment approaches that should enable us to attract candidates with different backgrounds and from different communities. Will continue to work toward next year’s recruiting. There is significant work being done on bylaws and procedure review, focused on officer roles and LOA’s, absences, etc.

f. Executive Committee (EXEC) Summary

- i. We covered the same topics that will be covered in today’s meeting: reviewing committee summaries, reviewing the budget proposal, and reviewing the CEO assessment.

III. **Station Business & Updates** | Ms. Mathes and Ms. Cosgrove presented to the Committee the FY24 Operating and Capital Budgets and took questions regarding strategy, implementation of Users, Usage and Revenue (UUR), and future growth projections.

- a. Approval of the FY24 Operating and Capital Budgets | A resolution for the approval of the FY24 Operating and Capital Budgets was presented to the Committee. See appendix for resolution.
 - i. **Motion** moved by Sharon Kioko and seconded by Connie Kravas. With no objections, the FY24 Operating and Capital Budget was approved.

- b. Approval of Authorized Signer(s) Bank of America | A resolution was presented to the Committee adding Kerry A. Swanson to the Bank of America account as an authorized signer. See appendix for resolution.
 - i. **Motion** moved by Irwin Gorman and seconded by Mark Ashida. With no objections, the Committee approved of adding Mr. Swanson to the Bank of America account.

IV. Public Comment | Mr. McGovern asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was no public comment made.

V. Open Session Adjournment | Mr. McGovern adjourned the public portion of the meeting at 6:18pm and went into Executive Session with Caryn Mathes to discuss privileged information related to the CEO Assessment.

VI. Executive Session Adjournment | Mr. McGovern adjourned the Executive Session at 6:30pm.