



KUOW, Governance Committee August 29 Meeting (VIRTUAL)

RSVP Required

KUOW

Aug 29, 2023 at 3:00 PM PDT to Aug 29, 2023 at 4:30 PM PDT

Agenda

I. Welcome & Call to Order

3:00 PM

Presenter: Irwin Goverman

A. 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?*

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

D. Invitation for Additional Topics

E. Approval of July 11th Governance Committee Meeting Minutes

II. Committee Business

3:03 PM

A. Recruitment

Presenter: Irwin Goverman

1. Info Survey Results

2. Resolutions for Exec Committee

a. 2024 Committees

b. 2024 Officers

c. 2024 Retiring/Departing Directors

3. Alternative Recruitment Update

Presenters: Fieta Robinson, Mark Ashida

B. Committee Restructure: SPC and R&R

3:33 PM

C. Bylaws

4:03 PM

D. Mentor Update

4:13 PM

III. Additional Topics

4:18 PM

A. DEI Training - Sept 13th

Presenter: Ian Warner

IV. Items for the Executive Committee Agenda

4:23 PM

- Resolutions
- Committee Slate

V. Upcoming Meetings

GOV | 10/3

Orientation | 10/6

VI. Public Comment

4:25 PM

VII. Executive Session

VIII. Adjournment

4:27 PM



APPROVED KUOW, Governance Committee

August 29 Meeting Minutes

KUOW – Virtual & In-Person | Aug 29, 2023 at 3:30 PM PDT

In-Person Location | Rita Koontz Community Center

Virtual Location | Zoom

Attendance

Members Present: Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Raina Wagner

Members Absent: Ian Warner

Staff Present: Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

Guests: Marshall Eisen, Annette Promes

Members of the Public: n/a

I. **Welcome & Call to Order** | Mr. Goverman called the meeting to order at 3:03pm.

a) Board Engagement Through an Equity Perspective

- i. Mr. Goverman read the DEI reflective questions centering equity during the Committee meeting and in discussions.

b) Invitation to Disclose Possible Conflicts of Interest

- i. Mr. Goverman asked the Committee to disclose any conflicts of interest and two potential conflicts were presented by Heidi de Laubenfels and Andy McGovern.
- ii. Ms. de Laubenfels disclosed to the Committee her new involvement with the Seattle Times and their 501(c)3 work. The Committee discussed and came to the conclusion that Ms. de Laubenfels participation did not pose a conflict.
- iii. Mr. McGovern disclosed to the Committee connecting a reporter with some of his colleagues at Microsoft. The Committee discussed and came to the conclusion that Mr. McGovern's help did not pose a conflict.
- iv. Both of these conflicts have been shared with Caryn G. Mathes.

c) Overview of Meeting Purpose

- i. Mr. Goverman went over the purpose of the meeting which included discussing preliminary committee assignments and committee restructure.

d) Invitation for Additional Topics

- i. Mr. Goverman asked the Committee for any additional agenda topics, and none were expressed.

e) Approval of July 11th Governance Committee Meeting Minutes

- i. Mr. Goverman asked for a motion to approve the July 11th Meeting Minutes.
- ii. **Motion** moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With no objections, the July Minutes were approved.

II. **Committee Business** | The Committee discusses these areas regarding Committee business: Recruitment, Bylaws, Information Survey, and Committee Restructure.

- a) **Information Survey** | Mrs. Crow updated the Committee on the status of completion of the Annual Information Survey. Mrs. Crow noted that many survey were still missing and will continue to follow up with Directors for their survey.
- b) **Recruitment Update** | Mr. Goverman and Mr. Landau presented to the Committee preliminary recommendations for 2024 Committee structure and Officers. The Committee discussion which committees to place new Directors on and Mr. Mc Govern shared with the Committee conversations around Directors resigning from their Board service due to time constraints. Mrs. Crow shared with the Committee potential Board demographics based on gender and race for the Committee’s consideration of Board composition. Ms. Robinson shared with the Committee the resolution process for getting the recommendations approved on the Board including the documentation of resigning Directors. This topic concluded with Mr. Goverman and Mr. Landau revising the recommendation list and updating the Committee.
 - i. The new class of Directors that will be presented at the full Board Meeting are:
 - a. Sarah Norris Hall – UW Appointed Director
 - b. Kevin Schofeld
 - c. Lucrezia Paxson
 - d. Laura Canate
 - e. Gabrielle Nomura Gainor
- c) **Committee Restructure SPC and R&R** | Ms. de Laubenfels and Mr. McGovern led the Committee on a discussion of the merging of the Strategic Planning Committee (SPC) and Reach and Resource (R&R) Committee. Ms. de Laubenfels started the discussion with reviewing current and proposed statement of purpose. Ms. de Laubenfels highlighted the intended impact of this merged committee would be to support KUOW as they enter the digital transformation and work with Users, Usage, and Revenue (UUR). Mr. McGovern highlighted the shift to digital is a major focus of the station and thus should be a major focus and area of support from the Board on a committee level. The Committee discussed pros and cons of the potential new committee including Board ambassadorship which is a primary focus of the R&R committee. The Committee discussed this topic at length and did not come to a formal conclusion on the merging of the Committees.
- d) **Bylaws** | Mr. Landau and Ms. Wagner presented to the Committee an updated version of the Bylaws that is to be shared at the September 7th Executive Committee meeting and then presented at the September 21st Board meeting. The policies that we’re revised, presented, and discussed were Article 3 Section 6. University Directors, Section 7. Term of Community Directors and University Directors, Section 9. Vacancies, Section 12. Proxies and Leaves of Absence Not Permitted, Article 9 Section 6 Election Terms. Ms. Wagner concluded with recommending the Committee updates the use of gender in the Bylaws as well.

III. **Public Comment** | Mr. Goverman 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.

IV. **Adjournment** | Mr. Goverman adjourned the meeting at 4:54pm.