

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

October 13, 2016 MEETING

12:00 p.m. – 1:30 p.m.

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on October 25, 2016 at 12:00 PM.

PRESENT: Judith Endejan (Chair), Indranil Ghosh, Dennis Kenny, Caryn Mathes (President & CEO), Jon Schorr, Haeryung Shin (Vice Chair), and Norm Arkans

CONFERENCING: Mark Ashida

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Judy Endejan welcomed the Committee members and called the meeting to order at 12:16 pm.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Ms. Endejan called for the approval of the minutes of the August 11, 2016 Executive Committee Meeting. With minor changes and no objections, the Committee approved the minutes as presented.

IV. Chair’s Report

No Report.

V. UW & KUOW Operating Agreement (OA)

Mr. Kenny gave a summary of changes in the UW Operating Agreement (OA) that were presented for review to the University of Washington’s representative to the PSPR Board, Norm Arkans. Current language in the OA triggers dissolution of the PSPR Board of Directors in the event of termination of the KUOW facilities lease. The Executive Committee moved to recommend that the full Board:

(1) immediately approve amendment of paragraph 4.1 of the Operating Agreement by deleting the words, “earlier of (a) the termination of the Lease, or (b) the;” and

(2) that it continue discussion with the University concerning possible further amendment of the Operating Agreement that would could include other triggers for termination of the Agreement.

The motion was voted on and unanimously approved.

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VI. Committee's Purpose Statements

Ms. Endejan requested that Committee Chairs update their committee's purpose statements to reflect their current work. The committee discussed whether or not the Board should dissolve any of the current committees. Management recommended that the Board maintain the number of committees and the option of creating sub-committees and/or ad hoc groups (which might include non-Directors, as with the Digital Advisory Group) when necessary. The Committee agreed to maintain the number of committees. Mr. Ghosh summarized the process used to update the Development Committee's statement. Committee Chairs agreed to include this on their next meeting agenda.

VII. Corporation of Public Broadcasting (CPB)

Ms. Mathes reported that CPB made changes to CSG Annual Certification process and requirements to ensure compliance; OIG audits found numerous stations noncompliant. Stations must certify compliance for each requirement in the Communications Act Compliance Booklet: open and closed meetings, open financial records, employment statistical reports, donor information, website postings, and discrete accounting; identify name and title of person responsible for updating information, documenting, and recording any changes; and identify the location of documentation where it is made available to the public. Failure to comply is a penalty of \$5,000 per infraction, and can lead to CSG ineligibility, delays in CSG award, and penalties under the federal false claims act. The Committee was provided with an overview of the open and closed meeting transparency policy and how it would affect how information is listed on the KUOW website.

VIII. 2017 Board and Committee Dates

Ms. Shin presented the proposed 2017 Board and Committee Dates. The committees' meeting dates are set prior to bi-monthly Board meeting dates. Committee Chairs are expected to create their meeting agendas with support from Management. She informed the Committee that management has requested that the Annual Meeting be decoupled from the Alumni meeting and that there ~~will~~ be a Board retreat in late February or early March.

The Committee discussed the Annual & Alumni meetings. Members expressed a desire to maintain the open invitation to alumni to the Annual meeting and possibly have a "lite" reception after the annual meeting. Management explained that decoupling the events would allow the Development team an opportunity to set the meeting in the spring to increase attendance and build an in-depth program that would cultivate stewardship. The conversation was tabled for another meeting, to be attended by Karyn Andriesen, Director of Development.

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IX. Board of Directors' Core Commitment in Board Operation Plan

Ms. Mathes reported on examples of how peers in the industry developed Directors' personal commitment for board activities and responsibilities. She outlined a possible process and key elements that can be applied to the Directors checklist in the Board operational plan. The committee discussed a roadmap for its development. Ms. Haeryung will lead this project.

X. Annual & Alumni Meeting Agenda

The Committee discussed the November 3, 2016 Board Meeting Agenda.

XI. Other Business

The Committee discussed the Board and Committee's practice of asking the "public guests" to announce themselves at meetings. They concurred to discontinue this practice in all public meetings. Guests invited by members of the Board will be announced by those members.

The Committee discussed the meeting attendance record and the 2017 Board Committee assignments. Committee assignments will be presented at the next full Board Meeting.

Ms. Mathes informed the Committee that Management will email Monthly Financials to the full board.

XII. Adjournment

There being no further business, Ms. Endejan adjourned the Executive Committee meeting at 12:22 PM. *The next meeting of the Committee will take place on 8 December 2016*, prior to the New Board Member Orientation Meeting.

Respectfully Submitted by

Judy Endejan, Chair

Approved on 12.08.16

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
December 8, 2016 MEETING
11:00 a.m. – 12:00 p.m.

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on December 8, 2016 at 11:00 AM.

PRESENT: Haeryung Shin (Chair), Bob Stokes, Judy Endejan, Indranil Ghosh, Caryn Mathes (President & GM), Jon Schorr, and Norm Arkans

ABSENT: Mark Ashida and Steve Hill

ALSO ATTENDING (STAFF): Karyn Andriesen, Fieta Robinson (Executive Assistant & Board Liaison)

I. Meeting Called to Order

Chair Haeryung Shin welcomed the Committee members and called the meeting to order at 11:02 am.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Ms. Shin called for the approval of the minutes of the October 17, 2016 Executive Committee Meeting. Mr. Stokes motioned and Mr. Ghosh seconded; with no objections, the Committee approved the minutes as presented.

IV. Chair’s Report

Ms. Shin thanked the committee chairs and board officers for their support and help in preparing committee documents. She spoke about the Committee’s responsibilities and member expectations. Members were informed that all committee meetings are scheduled to take place before the full board meetings. Executive Committee meeting takes place after all other committees; these meetings are primarily used to create the full board agenda.

V. Executive Committee’s Purpose Statements

The Committee discussed the power of authority language presently in the Executive Committee Purpose Statement and Board Governance and Structure documents. Mr. Stokes informed the Members that the Governance Committee will be reviewing and updating Board documents to reflect the current practice and structure.

VI. Board Meeting

The Committee discussed the January 12, 2017 Board Meeting Agenda.

VII. Consent Agenda

Ms. Shin requested feedback on utilizing a consent agenda for board meetings. A consent agenda allows the board to approve items together without discussion or individual motions. These are agenda items that do not need any discussion or are already unanimous consent. Directors would receive documents that requires approval prior to the meeting to review and given the opportunity to remove consent

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items from the agenda further discussion or query. Items not removed may be adopted by general consent without debate.

The Committee decided to add a reminder section on each Board Committee agenda that requests two to three topics discussed at their meetings that require Board notification. Items will go forth to the Executive Committee for consideration on board agenda. Ms. Shin requested that the Board meeting duration be increased by 30 minutes to allow time for an Executive Session on GM performance. Directors will be surveyed at the next board meeting.

VIII. Governance Committee Update

Mr. Stokes gave a status on board recruitment. Members discussed the process for electing candidates to the board for vacancies with unexpired terms. Ms. Shin recommended that vetted candidates are voted on as members to committees until the Annual Board meeting. Mr. Stokes will reach out those candidates for feedback.

IX. Station Business

Ms. Mathes reported that 94.5 Translator was purchased by KTTH a conservative radio. She spoke briefly about the station presentations to the Board on “Outside In” Newsroom reorganization and New Brand Identity.

Ms. Andriesen discussed decoupling the annual alumni event and the annual board meeting. It was suggested that an alumni event in late August or early September would increase attendance. The Committee supported the change. The Development Committee will brainstorm ideas for a possible station open house that involves Board Alumni.

X. New Board Member Orientation

The Committee review the new Board Member Orientation agenda and discussed their roles at the December 8, 2016 meeting.

XI. Adjournment

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 12:02 PM. *The next meeting of the Committee will take place on 12 January 2017.*

Respectfully Submitted by
 Haeryung Shin, Chair &
 Fieta Robinson, PSPR Board Liaison

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
FEBRUARY 16, 2017 MEETING
12:00 p.m. – 1:30 p.m.

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on February 16 at 12:00 PM.

PRESENT: Judith Endejan, Indranil Ghosh, Bob Stokes, Caryn Mathes (President & CEO), Jon Schorr, Haeryung Shin and Norm Arkans

CONFERENCING: Mark Ashida, Steve Hill

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Haeryung Shin welcomed the Committee members and called the meeting to order at 12:03 pm.

II. Conflict of Interests

There were no conflict of interests.

III. Approval of Minutes

Ms. Shin called for the approval of the minutes of the December 8, 2016 Executive Committee Meeting. Mr. Schorr motioned and Mr. Arkans seconded; with minor changes and no objections, the Committee approved the minutes as presented.

IV. Chairs Report

No Report.

V. Governance

Mr. Stokes proposed that the Board Chair be elected as a voting member to all standing committees to be consistent with PSPR Board practice, and to change the bylaws to reflect this practice when it is revised. The Board Chair will not chair any of the standing committees besides the Executive Committee. The Committee agreed to move this forward for full Board approval at the next meeting.

The Committee discussed the Board Conflict of Interest Policy and Acknowledgement. There was some concern that the language goes beyond the legal requirements of the law. Mr. Arkans motioned and Ms. Endejan to amend the COI policy and move it forward for full Board approval; with a minor change and no objections, the Committee approved COI policy as presented.

The Committee discussed the Board Retreat purpose and agenda. Board members will participate in a race and equity training inline with the KUOW mission.

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VI. Finance and Audit

The Committee was provided with a redline version of the revised IPS. Mr. Schorr recommended that the IPS appendix is revised to allow for a 50/50 reallocation of long term funds in PSPR investment accounts. He suggested that the IPS is redrafted with an appendix outlining the allocations in the future. The Committee approved to move the IPS Appendix and Resolution forward to the full Board for approval.

VII. Development

Mr. Ghosh updated the Committee on the board socialization of the strategic business plan. He will work with management on developing a variety of activities for members to be involved and provide this information at the next Board meeting.

The Committee was informed that the Alumni Event has been decoupled from the Annual Board meeting. The Development staff is working on a series of alumni events. The Board will receive a one-pager that outlines the activities and events.

VIII. Strategic Planning Committee

Mr. Ashida updated the Committee on the GM performance metrics and C-Suite hiring schedule. They discussed reformatting the metric spreadsheet to provide a high-level at a glance picture of YTD progress against the strategic goals. There was a discussion about the prioritization of the C-Suite hiring and timeline.

IX. Secretary's Report

Mr. Hill provided an overview of the process for capturing tasks from standing committees. A copy of the Board and Committee Task tracking list will be provided to the Committee and the Board at each meeting.

X. Resolution Approving Officer Signature on Wells Fargo Account

Ms. McKenna requested authorization for Ms. Mathes to be added as an officer/signer on the Wells Fargo account for disbursement of stock gifts to KUOW. Ms. Endejan motioned and Mr. Stokes seconded; with no objections, the Committee approved Ms. Mathes to be an Officer with signatory approval on the accounts.

Ms. Mathes gave an update on the facilities expansion. The Committee discussed project, its budget, and management. Management will present a few slides on the project at the next Board meeting. The Committee agrees to hold off on a recommendation to approve the budget at the Board meeting until management presents detail expenses against allocated budget.

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12:00 p.m. – 1:30 p.m.

Ms. Mathes provided an overview of the current media industry, the status of the CPB funding under the new administration and its possible effects on the strategic business plan. The Committee requests that Ms. Mathes give a similar report to the full Board. She spoke briefly about the KUOW Brand Identity launch and a marketing plan for the brand. The website and donation page is on schedule to go live in May. Ms. Mathes will be a panelist at the Edelman Trust Barometer on March 6, 2017.

XI. Other Business

XII. Adjournment

There being no further business, Ms. Endejan adjourned the Executive Committee meeting at 1:29 PM. *The next meeting of the Committee will take place on **18 May 2017**.*

Respectfully Submitted by
Haeryung Shin, Chair

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio EXECUTIVE COMMITTEE May 18, 2017 MEETING 12:00 p.m. – 1:30 p.m.

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on May 18, 2017 at 12:00 PM.

PRESENT: Judith Endejan, Steve Hill, Bob Stokes, Caryn Mathes (President & CEO), Jon Schorr, Haeryung Shin and Norm Arkans

CONFERENCING: Indranil Ghosh

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Haeryung Shin welcomed the Committee members and called the meeting to order at 12:00 pm.

II. Conflict of Interests

There were no conflict of interests.

III. Approval of Minutes

Minutes of the February 16, 2017 Executive Committee Meeting were tabled until the next Committee Meeting.

IV. Chairs Report

Ms. Shin asked that Members to assign a proxy if they are unavailable to attend and report out at the Committee meetings. She will be working with management on the board packet process and timeline to allow adequate time for Directors to review the material in advance.

V. Committee Business

Executive.

Mr. Hill gave an overview of the GM Performance review process, timeline and evaluation. He requested that Directors add their name to the evaluation form. The Committee is looking for 100% participation this year.

Governance.

Ms. Shin informed the Committee that Mr. Arkans is retiring and leaving Board as of June 30, 2017. She thanked him for his tenure of service and leadership on the PSPR Board. Mr. Stokes recommends that a resolution for Mr. Arkan board retirement be presented at the next Board meeting.

Mr. Randy Hodgins will become the UW Licensee Director on the Board as of July 1, 2017. Mr. Stokes proposed that the Board recognizes the UW Director Licensee appointment in the minutes at the next Board meeting. He notified the Committee that they are working with management to recommend a

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KUOW Puget Sound Public Radio EXECUTIVE COMMITTEE May 18, 2017 MEETING 12:00 p.m. – 1:30 p.m.

few candidates for the upcoming UW Director vacancy. UW Directors elected to the Board are proposed by President Causey; PSPR will propose candidates to add to her list for consideration. The Committee agreed to move this forward for full Board recognition at the next meeting.

Mr. Stokes gave an update board recruitment and upcoming vacancies in November 2017. Ms. Shin confirm with Directors whose terms expire in November if they wish to continue on the Board. Members discussed the current composition of the Board and ways to engage diverse candidates in various backgrounds that reflect the community KUOW serves.

The PSPR Bylaws were revised by the Governance Committee Members. A redlined version of the draft will be sent to the Executive Committee members for their review and input. If no change is recommended, revised Bylaws will be presented for Board approval at the July 25, 2017 meeting.

The Committee discussed the language in the PSPR/UW Operating Agreement regarding KUOW facilities and lease agreements. Sections 3.2 and 3.3. in the Operating Agreement stipulates that PSPR must approve modifications in any lease for KUOW's operating space. Management will notify UW Real Estate to provide adequate lead time for the Committee to review the proposed lease and for a vote of the full PSPR Board.

Finance and Audit (Joint Meeting with SPC)

Mr. Schorr and Ms. Mathes gave an overview report on the FY18 budget and strategic goal presentation. Management was requested to set another meeting to present a modified budget with initiatives that includes projected outcomes on ROI. The Committee discussed the overall budget process. Ms. Shin suggested we revisit the process for next year.

Mr. Schorr and Mr. Hill reported that they will work on revising the Endowment Policy for Executive Committee approval at the next meeting.

The Finance Committee recommends that a resolution to update the officer/signatory on the PSPR Investment Accounts at Sanford C. Bernstein & CO. LLC be presented at the Board for approval. The resolution removes a retired board member and authorizes Jon M. Schorr as an officer on the accounts. The Committee agrees to include this resolution to the Board agenda.

Development.

Mr. Ghosh updated the Committee on the board socialization of the strategic business plan. He notified Members of upcoming events and ambassadorship opportunities. A list various events and activities for Directors to be involved will be presented at the next Board meeting. Members received the Spring Impact Bulletin for review.

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Strategic Planning Committee.

Ms. Mathes presented an overview of the FY17 strategic goals YTD. She provided a brief update on the facilities expansion. Management is waiting for UW space efficiency survey.

Secretary's Report.

Mr. Hill provided a copy of the action items captured at board and committees. Mr. Hill will work with Ms. Robinson to revise the list, tracking action recorded at a higher level.

VI. Other Business

The Committee briefly discussed the expectations for the FY18 Budget presentation; leadership hires their roles and timeline.

VII. Adjournment

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 1:38 PM.
*The next meeting of the Committee will take place on **15 June 2017**.*

Respectfully Submitted by
Haeryung Shin, Chair
Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES

PUGET SOUND PUBLIC RADIO

June 15, 2017

JOINT COMMITTEE MEETING

EXECUTIVE AND FINANCE & AUDIT

11:30 AM – 1:30 PM

Upon notice duly given, the JOINT MEETING of the **EXECUTIVE** and **FINANCE & AUDIT COMMITTEES** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on June 15, 2017 @ 11:30 AM.

PRESENT: Haeryung Shin, Jon Schorr, Steve Hill, Judy Endejan, Caryn Mathes (President & GM), Robert Stokes, Randy Hodgins.

CONFERENCING IN: Andy McGovern and Maryfrances Lignana

ABSENT: Norm Arkans, Mark Ashida, Indranil Ghosh, and Susan Queary

ALSO ATTENDING (STAFF): Janice McKenna and Fieta Robinson (Executive Assistant & Board Liaison)

I. Meeting Called to Order

Chair Haeryung Shin welcomed the Committee members and called the meeting to order at 11:40 AM.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Ms. Shin called for the approval of the minutes of the Executive Committee meeting on May 18, 2017. With no objections, the Committee approved the minutes as presented.

IV. Committee Business

Executive.

Ms. Shin reported that Management has asked that Director Vivian Phillips represent KUOW on the UW Foundation Board and that Director Virginia Anderson be a member of the KUOW Racial Equity Committee. She recommended that their nomination be moved forward for approval at the Board meeting on July 13, 2017.

Members were informed that there will be a process of these opportunities and requests for representation in the future. There was a brief discussion on Directors Insurance to insure adequate coverage for the Board.

Governance.

Mr. Stokes reminded Chairs to assign a proxy to facilitate committee meetings when absent or participating by phone. He briefly spoke about the revised bylaws and timeline for completion – the Governance Committee will present a final draft to the Board at the September 2017 meeting. He also gave an update on Board recruitment and an overview of the process.

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Finance & Audit.

Mr. Schorr spoke about the process and diligent efforts by Management, and Joint Committees to develop the fiscal year 2018 budget aligned with KUOW strategic business plan goals and 5-year forecast. He thanked everyone for their contributions.

President/GM Caryn Mathes gave a FY17 YTD update and presented the FY18 Budget and Initiatives to the Committee. The Committee reviewed and discussed the proposed budget, cash flow, staffing timeline and goals. Ms. Shin recommended that the FY18 Initiatives, Operating and Capital Budget be moved forward for approval by the full board at the next meeting on July 13, 2017. Mr. Schorr requested that a resolution to draw 3% from the endowment funds be included for approval by the Board. With no objections, the Committee endorsed the recommendation.

Development.

Members were given a copy of the Alumni Activities Grid to review.

V. Adjournment

There being no further business, Ms. Shin adjourned the Executive and Finance Joint Committee meeting at 1:01 PM.

Respectfully Submitted by
Haeryung Shin, Chair
Fieta Robinson, Board Liaison