



KUOW PUGET SOUND PUBLIC RADIO

GOVERNANCE COMMITTEE MEETING

TUESDAY, JULY 28, 2020

3:00 PM – 4:30 PM

VIRTUAL MEETING

Please Register in advance for the Zoom Meeting:

<https://washington.zoom.us/meeting/register/tJYufu-qrDMpGNRytDXKeE9cNyrj386RB5A>

MEETING PURPOSE

The board of directors shall establish a Governance Committee whose principal responsibilities shall include the nomination of board and committee members, the operational effectiveness of the board and maintenance of the Corporation's governance framework.” (Article IV, Section 2, KUOW PSPR Bylaws)

OBJECTIVES

1. Finalize COI Questionnaire and Board Duties and Expectations
2. Review Board Committee Survey Responses
3. Discuss 2021 Board Committee leadership and recruitment plan
4. Discuss the Board Retreat for September 24, 2020

MEETING AGENDA

3:00 – 3:05 PM	1. Call to Order and Welcome		Sharon/Virginia
	2. Invitation to Disclose Possible Conflicts of Interests		
	3. Overview of Meeting Purpose		
	4. Invitation for Additional Topics		
(ACTION)	5. Approval of June 2, 2020 Meeting Minutes	Exhibit 1	
3:05 – 3:25 PM	6. Governance Documents		
	➤ Conflict of Interest Policy	Exhibit 2	David Landau
	➤ Conflict of Interest Questionnaire	Exhibit 3	
	➤ KUOW Board Member Responsibility	Exhibit 4	
(ACTION)	➤ Approval of the Amended Conflict of Interest Policy, Questionnaire, KUOW Board Member Responsibility		Members
3:25 – 3:55 PM	7. Board Committee Leadership Survey		
	➤ Board Climate Survey Debrief	Exhibit 5	Sharon/Virginia
	➤ Action Items		
3:55 – 4:15 PM	8. FY 2021 Board Recruitment and Participation		
	➤ Board 1-2-1 Check-ins and Transitions		Members
	➤ Discussion Committee Placement	Exhibit 6	Virginia Anderson
	➤ Current Prospects	Exhibit 7	Sharon/Virginia
	➤ Review Additional Board Engagement Data	Exhibit 8	Fieta Robinson
	➤ Next Steps		Sharon/Virginia

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.



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, JULY 28, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Please Register in advance for the Zoom Meeting:

<https://washington.zoom.us/meeting/register/tJYufu-qrDMpGNRytDXKeE9cNyrj386RB5A>

4:15 -4:28 PM	9. Board Retreat ➤ Committee Discussion		Sharon/Virginia
4:28 -4:30 PM	10. Next Meeting Topics/Suggestions	See below	Sharon/Virginia
4:30 PM	11. Adjournment		

Next Scheduled Governance Committee Meeting Tuesday, September 1, 2020

Proposed Topics

- Board Recruitment: Virtual Meet and Greet Feedback
- Annual Review of Bylaws and Management Agreement
- Racial Equity Training Summary/Proposal
- Board Retreat

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

July 28, 2020 MEETING

3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on July 28, 2020 at 3:00 PM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), David Landau, Paul Butler, Aaron Rocke, Caryn Mathes, Colleen Echohawk and Heidi de Laubenfels

ABSENT: Erika Nesholm

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. Meeting Called to Order

Dr. Sharon Kioko called the meeting to order at 3:04 PM.

II. Conflict of Interests

There was no conflict of interests expressed.

III. Approval of Minutes

A motion to approve June 2nd, 2020 Governance Meeting Minutes were presented. Virginia Anderson moved, and David Landau seconded. Minutes were approved with a minor grammar correction.

IV. Governance Documents

Conflict of Interest Policy, Questionnaire, KUOW Board Member Responsibility

David Landau provided an overview to the documents. Mr. Landau went on to explain adjustments made including examples of conflicts of interest and how to disclose those conflicts. He wanted to make sure that the policy was as concise and transparent for the board to understand. He also opened a discussion for further clarification around the document.

Approval of The Amended Conflict of Interest Policy, Questionnaire, KUOW Board Member Responsibility

A motion to approve The Amended Conflict of Interest Policy, The Amended Conflict of Interest Questionnaire, and The Amended KUOW Board Member Responsibility document were presented. Aaron Rocke moved, and David Landau seconded. The Amended Governance Documents were approved to be presented to the Executive committee including any minor language modifications or minor technical changes.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

July 28, 2020 MEETING

3:00 PM – 4:30 PM

V. Board Committee Leadership Survey

Board Committee Survey

Dr. Sharon Kioko presented the data from the survey. All but two board members completed the survey and the overall response was positive outlook about their participation with the board. The Committee discussed the results in further detail including The Strategic Planning Deep Dives in August 2020 in relation to creation of the FY 2021 Budget, KPIs, and KUOW Leadership Team's Strategic Goals.

VI. Board Retreat

Between the planned Strategic Deep Dives and the Racial Equity Trainings, the Board Retreat would be a two-hour session to discuss Board Norms and Culture. Fieta Robinson reached out to Ostara to confirm their continued facilitation for the retreat.

VII. Board Recruitment Plan and Prospects

2021 Recruitment Plan and Prospects

Dr. Kioko continued a discussion around recruitment and current potential prospects. The Committee agreed that the norms established from the Board Retreat should direct what the Committee should look for in further candidates.

VIII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 5:01 pm.

Respectfully Submitted by

Virginia Anderson & Sharon Kioko, Co-Chairs &

Fieta Robinson, Board Liaison



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, SEPTEMBER 1, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Please Register in advance for the Zoom Meeting:

https://washington.zoom.us/join/tJ0pcuGqrjwiG9Ix-TsWtSbFmokiNZ_dLdMI

MEETING PURPOSE

The board of directors shall establish a Governance Committee whose principal responsibilities shall include the nomination of board and committee members, the operational effectiveness of the board and maintenance of the Corporation's governance framework.” (Article IV, Section 2, KUOW PSPR Bylaws)

OBJECTIVES

1. Approve recommended 2021 Board Prospects for Board Election
2. Nominate members for Re-election to the Board
3. Discuss 2021 Board Committee Composition and recruitment plan
4. Review the Board Retreat agenda for September 24, 2020

MEETING AGENDA

3:00 – 3:05 PM	1. Call to Order and Welcome		Sharon/Virginia
	2. Invitation to Disclose Possible Conflicts of Interests		
	3. Overview of Meeting Purpose		
	4. Invitation for Additional Topics		
(ACTION)	5. Approval of July 28, 2020 Meeting Minutes	Exhibit 1	
3:05 – 3:25 PM	6. 2021 Board Composition		
	➤ Committee Assignment and Board Officers	Exhibit 2	Sharon and Virginia
	➤ 2021 Board Composition	Exhibit 3	
(ACTION)	➤ Recommendation to Re Elect 2021 Board Members		Members
	➤ Nomination of Board Prospects for Board Prospects		
	➤ Recommendation of 2021 Board Leadership and Committee Assignments for Board Approval		
3:25 – 3:55 PM	7. Board Retreat		
	➤ Review Retreat Agenda & Purpose	Exhibit 4	Sharon/Virginia
	➤ Review Sample Norms & Member Duties	Exhibit 5	
(ACTION)	➤ Approval of Agenda		
3:55 – 4:20 PM	8. Other Committee Business		
	➤ Review D/O insurance	Exhibit 6	Sharon/Virginia
	➤ Recommendations for FY21 Workplan	Exhibit 7	Members
	➤ Next Steps		Sharon/Virginia

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KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, SEPTEMBER 1, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Please Register in advance for the Zoom Meeting:

https://washington.zoom.us/meeting/register/tJ0pcuGqrjwiG9Ix-TsWtSbFmokiNZ_dLdMI

4:20 -4:28 PM	9. Next Meeting Topics ➤ Topics for 9/24 Board Mtg Agenda ➤ Topics for 10/7 GOV Mtg Agenda	Sharon/Virginia
4:28 -4:30 PM	10. Public Comment	Sharon/Virginia
4:30 PM	11. Adjournment	

Next Scheduled Governance Committee Meeting Tuesday, October 7, 2020

Proposed Topics

- Board Retreat Survey Results
- Annual Review of Bylaws and Management Agreement
- Board Retreat
- Board Orientation Onboarding Material
- Racial Equity Training Summary/Proposal
- 2021 Workplan

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE September 1, 2020 MEETING 3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on September 1, 2020 at 3:00 PM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), David Landau, Paul Butler, Caryn Mathes, Colleen Echohawk, Erika Nesholm and Heidi de Laubenfels

ABSENT: Aaron Rocke

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Dr. Sharon Kioko called the meeting to order at 3:03PM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Minutes**

Dr. Kioko called for the approval of the minutes of July 28, 2020, Governance Committee Meeting. A motion was duly made by Virginia Anderson and seconded by Paul Butler. With no objections, the minutes were approved as presented.

IV. **Board Composition**

Committee Assignments and Board Officers

Dr. Kioko presented the Board Committee Assignments and Board Officers. The Committee discussed any concerns and made adjustment accordingly.

2021 Board Composition

Dr. Kioko also presented the 2021 Board Composition. The Committee discussed any concerns and made adjustment accordingly.

Motion to Nominate the Current Board Prospects

A motion to approve to nominate the current Board Prospects that were presented. Virginia Anderson moved, and Erika Nesholm seconded. The motion was moved and all in favor to be presented to the Executive committee.

Motion to Nominate the Committee Assignments

A motion to approve to nominate the Committee Assignments that were presented. Colleen Echohawk moved, and Paul Butler seconded. The motion was moved and all in favor to be presented to the Executive committee.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE September 1, 2020 MEETING 3:00 PM – 4:30 PM

Motion to Nominate the Board Officers

A motion to approve to nominate the Board Officers that were presented. Virginia Anderson moved, and David Landau seconded. The motion was moved and all in favor to be presented to the Executive committee.

Motion to Re-Elect of 2021 Board Members in November 2020

A motion to approve to Re-Elect of 2021 Board Members in November 2020 that were presented. Virginia Anderson moved, and Sharon Kioko seconded. The motion was moved and all in favor to be presented to the Executive committee.

V. Board Retreat

The Committee discussed the current Board Retreat agenda and purpose from Ostara. Ms. Anderson and Dr. Kioko would finalize this with Ostara before the Retreat.

VI. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:45 pm.

Respectfully Submitted by
Virginia Anderson & Sharon Kioko, Co-Chairs &
Fieta Robinson, Board Liaison



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
MONDAY, OCTOBER 7, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/join/register/tJMude-oqj4iEtzAvl5EvjU6qczNe9C80pfC>

MEETING PURPOSE

The board of directors shall establish a Governance Committee whose principal responsibilities shall include the nomination of board and committee members, the operational effectiveness of the board and maintenance of the Corporation's governance framework.” (Article IV, Section 2, KUOW PSPR Bylaws)

OBJECTIVES

1. Approval of D/O Insurance
2. Review Drafted Board Norms and Decide Next Steps
3. Determine if there will be exit interviews and a chair transition meeting
4. Review Board Orientation Onboarding material and Draft Program
5. Review Bylaws and UW PSPR Operating Agreement
6. Determine who is going to do the acknowledgments for retiring board members

QUESTIONS

1. Should we schedule another meeting for the first week in December to finalize the Board Orientation packet?

AGENDA

3:00 – 3:10 PM	1. Call to Order and Welcome 2. Invitation to Disclose Possible Conflicts of Interests 3. Overview of Meeting Purpose 4. Invitation for Additional Topics 5. Approval of September 1, 2020 Meeting Minutes 6. Approval of D/O Insurance	Exhibit 1 Exhibit 2	Sharon/Virginia
(ACTION) (ACTION)			
3:10 – 3:30 PM	7. 9/24 Board Retreat Follow Up ➤ Board Retreat Summary ➤ Draft Norms	Exhibit 3 Exhibit 4	Sharon and Virginia
3:30 – 3:35 PM	8. Offboarding and Transitions ➤ Exit Interviews ➤ Chair Transition Meetings		Sharon/Virginia
3:35 – 3:55 PM	9. Board Orientation ➤ BOD Applications ➤ Update Orientation Onboarding Materials ➤ Racial Equity Training Summary/Proposal ➤ Program Review	Exhibit 5 Exhibit 6	Sharon/Virginia

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KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
MONDAY, OCTOBER 7, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJMude-oqj4iEtzAvl5EvjU6qczNe9C80pfC>

3:55 – 4:15 PM	10. Annual Bylaw Review ➤ Emeritus Board ➤ DEI Focus Statement	Exhibit 7 Exhibit 8	Sharon/Virginia
4:15 -4:20 PM	11. Annual Meeting ➤ Retiring Directors Acknowledgment ➤ Committee Chair Acknowledgments		Sharon/Virginia
4:20 -4:30 PM	12. 2021 Workplan & Committee Dates ➤ Schedule Next Governance Meeting - December 1st, 2nd, 4th		Sharon/Virginia
4:30 PM	13. Adjournment		Sharon/Virginia

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.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

October 7, 2020 MEETING

3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on October 7, 2020 at 3:00 PM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), David Landau, Paul Butler and Heidi de Laubenfels

ABSENT: Aaron Rocke, Sharon Kioko (Co Chair), Caryn Mathes, Colleen Echohawk and Erika Nesholm

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. Meeting Called to Order

Ms. Virginia Anderson called the meeting to order at 3:05PM.

II. Conflict of Interests

There was no conflict of interests expressed.

III. Approval of Minutes

Due to a lack of a quorum, Ms. Anderson tabled the minutes of September 1, 2020 Governance Committee Meeting Minutes to the next meeting.

IV. Offboarding and Transitions

The Committee discussed and decided on who would be providing offboarding to which departing Board Member. There was expectation that the exiting Committee Chairs & Co-Chairs to transition oncoming Committee Chairs & Co-Chairs. Also, the Committee discussed who would chair the Governance Recruitment Subcommittee and agreed to vote on this at the next meeting.

V. Board Orientation

Ms. Fieta Robinson presented the Board Orientation Materials. The Committee discussed some edits and updates. Also, The Committee recommended who to lead and present on the different topics. The Committee further discussed whether this orientation should be required and agreed it should be highly recommended but not required board attendance.

VI. Annual Bylaw Review

The Committee agreed that there was no current reason to reopen the Bylaws for review or discussion at this time.

VII. Additional Ad-Hoc Meeting

The Committee agreed to have an additional thirty-minute meeting to approve on agenda items with a committee quorum before the Annual Board Meeting.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

October 7, 2020 MEETING

3:00 PM – 4:30 PM

VIII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:24 pm.

Respectfully Submitted by

Virginia Anderson & Sharon Kioko, Co-Chairs &

Fieta Robinson, Board Liaison



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, OCTOBER 27, 2020
9:00 AM – 9:30 AM

VIRTUAL MEETING

Please register in advance.

<https://washington.zoom.us/join/tJ0oc-6hqDsrEtM9ChnpYGOvK05sDmoLJWGe>

MEETING PURPOSE

The board of directors shall establish a Governance Committee whose principal responsibilities shall include the nomination of board and committee members, the operational effectiveness of the board and maintenance of the Corporation's governance framework.” (Article IV, Section 2, KUOW PSPR Bylaws)

OBJECTIVES

1. Approval of D/O Insurance
2. Review Drafted Board Norms and Decide Next Steps

AGENDA

9:00 – 9:05 AM	1. Call to Order and Welcome		Sharon/Virginia
	2. Invitation to Disclose Possible Conflicts of Interests		
	3. Overview of Meeting Purpose		
(ACTION)	4. Approval of September 1, 2020 & October 7, 2020 Meeting Minutes	Exhibit 1 Exhibit 2	
(ACTION)	5. Approval of D/O Insurance		
(ACTION)	6. Approval of Governance Subcommittee Chair	Exhibit 3	
9:10 – 9:30 AM	7. 9/24 Board Retreat Follow Up		
	➤ Board Retreat Summary	Exhibit 4	Sharon and Virginia
	➤ Draft Norms	Exhibit 5	
9:30 AM	➤ Adjournment		Sharon/Virginia

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

October 27, 2020 MEETING

9:00 AM – 9:30 AM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on October 27, 2020 at 9:00 AM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), Aaron Rocke, Irwin Goverman, David Landau and Caryn Mathes

ABSENT: Paul Butler, Colleen Echohawk and Erika Nesholm

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Ms. Virginia Anderson called the meeting to order at 9:01 AM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Consent Agenda**

Ms. Anderson called for the approval of the minutes of September 1, 2020 & October 7, 2020, Governance Committee Meetings, and, Approval of D/O Insurance. A motion was duly made by Aaron Rocke and seconded by Irwin Goverman. With no objections, the minutes were approved with one amendment and the D/O insurance moved to the Executive Committee Meeting.

IV. **Approval of Governance Subcommittee Chair**

The Committee decided to postpone this decision. The Committee further discussed the structure of the Subcommittee and discussed the potential options for Subcommittee Chair.

V. **Board Norms**

The Committee discussed the Board Norms. The Committee made corrections and suggested potential additions

Ms. Anderson called for the approval of the Board Norms. A motion was duly made by Irwin Goverman and seconded by David Landau. With no objections, the Board Norms were approved to be moved to the Executive Committee Meeting.

VI. **Adjournment**

There being no further business, Ms. Virginia Anderson adjourned the meeting at 9:35 am.

Respectfully Submitted by

Virginia Anderson & Sharon Kioko, Co-Chairs &

Fieta Robinson, Board Liaison



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, JANUARY 12, 2021
3:00 PM – 4:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/join/register/tJlrcumgrzwuHtb3Qu2slqY1a8dFk-qe-s7E>

MEETING PURPOSE

- Review Governance Committee's role and the proposed work plan for 2021, with a focus on board recruitment.

OBJECTIVES

1. Review proposed resolution revising/re-appointing members of Exec Comm for approval for routing to full board
2. Address any questions and begin refining the work plan, with a focus on setting priorities, identifying key dates and gathering information on committee members interests. Everyone leaves the meeting with an understanding of the committee's key objectives and some ideas as to where they can contribute.

QUESTION (S)

- Currently, the committee's workplan fall under four categories: 1) Recruitment 2) DEI Enrichment 3) Board Culture: Board Retreat and DEI Training; and 4) Board Survey. Look at the workplan and let us know if you could join a small working group, if necessary, or where you can contribute.

AGENDA

3:00 – 3:10 PM	1. Call to Order and Welcome		David Landau
	2. Invitation to Disclose Possible Conflicts of Interests		
	3. Overview of Meeting Purpose		
	4. Invitation for Additional Topics		
	5. Approval of October 27, 2020 Meeting Minutes	Exhibit 1	
	6. Resolution for Composition and Re-appointment of Executive Committee	Exhibit 2	
3:10 – 3:35 PM	7. Governance RoadMap		
	➤ Committee Charter	Exhibit 3	David Landau
	➤ 2021 GOV Workplan	Exhibit 4	Irwin Gorman
3:35 – 4:05 PM	8. Board Recruitment		
	➤ Recruitment Subcommittee Focus and Goals		Connie Kravas
	➤ Board Composition and Terms	Exhibit 5	
	➤ Review Current Recruitment Process	Exhibit 6	
	➤ Core Objectives and Timeline		
	➤ Identifying Next Steps		

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KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, JANUARY 12, 2021
3:00 PM – 4:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJlrcumgrzwuHtb3Qu2slqY1a8dFk-qe-s7E>

4:05 – 4:20 PM	9. Committee Assignments ➤ Establishing workgroups and focus ➤ Next Governance Meeting – March 9th		David Landau
4:20 -4:25 PM	10. Additional Topics ➤ Items for Executive Committee Agenda ➤ ?		David Landau
4:25 -4:30 PM	11. 2021 Board and Committee Dates ➤ Action Item Approval Flowchart	Exhibit 7 See below	David Landau Fieta Robinson

Approval Flow Chart

<u>Governance</u>	➡	<u>Executive Committee</u>	➡	<u>Full Board</u>
March 9		February 11		February 25
April 6		April 22		April 29
June 1		June 10		June 24
July 27				
August 31		September 9		September 23
October 5		November 3		November 18

4:30 PM	12. Adjournment		Sharon/Virginia
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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

January 12, 2021 MEETING

3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on January 12, 2021 at 3:00 PM via Zoom conference.

PRESENT: David Landau (Chair), Irwin Gorman (Vice Chair), Connie Kravas, Filiz Efe McKinney, David Robert and Caryn Mathes

ABSENT: Colleen Echohawk, Ian Warner and Sharon Kioko

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Mr. David Landau called the meeting to order at 3:09 PM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Meeting Minutes**

Mr. Landau called for the approval of the Governance Committee Meeting minutes of October 27, 2020. A motion was duly made by Irwin Gorman and seconded by Filiz Efe McKinney. With no objections, the minutes were approved.

IV. **Approval of Resolution of Composition and Re-appointment of Executive Committee**

Mr. Landau called for the Approval of the Resolution of Composition and Re-appointment of the Executive Committee. A motion was duly made by Connie Kravas and seconded by Irwin Gorman. With no objections, the motion was approved to move to the Executive Committee.

V. **Governance RoadMap**

Mr. Landau presented and reviewed the PSPR Governance Committee Charter for the first meeting of the calendar year. Mr. Gorman presented the 2021 Governance Committee Draft Workplan. The Committee discussed The Draft Workplan, recommended minor changes, and began to discuss the initial planning for the 2021 Board Retreat and Board DEI Training.

VI. **Board Recruitment**

Ms. Kravas presented her ideas and suggestions for the new Governance Recruitment Subcommittee’s Workplan. The Committee discussed the more exact role of the Subcommittee with relation to the mission of the Committee.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

January 12, 2021 MEETING

3:00 PM – 4:30 PM

Mr. Landau invited Committee members to review Board Member Recruitment Process. He also encouraged the Committee members to volunteer any insight into the process. He asked members to consider aspects of the Workplan they might be willing to lead or engage in. The Committee discussed the timeline, first steps, and goals for 2021 Board Recruitment.

VII. 2021 Board and Committee Dates

Ms. Robinson highlighted the approval flow from Committee to Executive Committee to the Full Board meeting, especially for approval with Potential Board Members, and planning the Board Retreat and DEI Training.

VIII. Adjournment

There being no further business, Mr. Landau adjourned the meeting at 4:38 PM.

Respectfully Submitted by
David Landau, Chairs
Fieta Robinson, Board Liaison



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, MARCH 9, 2021
3:00 PM – 4:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJwrceuopzlgEtNp-tQEKmKlVwzwKDwLvSGI>

MEETING PURPOSE

Meeting purpose is to provide an overview of board composition, future dynamics and current level of engagement; finalize recruitment process and map out efforts for determining prospects for FY2022; and discuss the launch of the Biennial Board Assessment survey, the framework for upcoming board retreat and DEI training.

OBJECTIVES

1. Review 2021 Board Assessment survey questions and determine a timeline for launch
2. Establish the preliminary focus of the board retreat and desired outcomes
3. Overview of recruitment process, map out next steps for board recruitment and finalize timeline
4. Discuss the DEI/Racial Equity training focus for July 2021

QUESTION (S)

- What areas of expertise should recruitment efforts be focused on?
- The committee's workplan fall under four categories: 1) Recruitment 2) DEI Enrichment 3) Board Culture: Board Retreat and DEI Training; and 4) Board Survey. Let us know where you can contribute?

AGENDA

3:00 – 3:10 PM (ACTION)	1. Call to Order and Welcome			David Landau
	2. Announcement – New GOVC Member			
	3. Invitation to Disclose Possible Conflicts of Interests			
	4. Overview of Meeting Purpose			
	5. Invitation for Additional Topics			
	6. Approval of January 12, 2020 Meeting Minutes	Exhibit 1		
3:10 – 3:25 PM	7. Biennial Board Assessment			
	➤ Review 2021 Board Assessment survey	Exhibit 2		David Landau
	➤ Discussion survey categories			Irwin Gorman
	➤ Timeline for launch			
3:25 – 3:55 PM	8. Upcoming Board Training Sessions			David Landau
	A. <u>May 15th Virtual Board Retreat</u>			Irwin Gorman
	➤ Program Topics & Hours	Exhibit 3		
	➤ Facilitator and Scope of Work	Exhibit 4		
	B. <u>July 15th Board DEI Training</u>			Ian Warner
	➤ Possible Program Topics & Hours			
	➤ DEI Speaker/Facilitator and Scope of Work			

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.



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, MARCH 9, 2021
3:00 PM – 4:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJwrceuopzlgEtNp-tQEKmKlVwzwKDwLvSGI>

3:55 – 4:25 PM	9. Board Recruitment		Connie Kravas
	➤ Board Recruitment Timeline	Exhibit 5	
	➤ Board Roster & Terms	Exhibit 6	
	➤ Board Composition and Expertise	Exhibit 7	
	➤ Review Board Prospects	Exhibit 8	
	➤ Review Board Attendance	Exhibit 9	
	➤ Next Steps & assigned work groups		

4:25 -4:30 PM	10. Additional Topics		David Landau
	➤ Next Governance Meeting – April 6th		

2021 Board and Committee Dates

➤ Action Item Approval Flowchart	Exhibit 10 See below	David Landau Fieta Robinson
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Approval Flow Chart

<u>Governance</u>	➡	<u>Executive Committee</u>	➡	<u>Full Board</u>	<u>Retreat/Training</u> May 15 - Annual Retreat July 15 - DEI Training Dec 10 - Board Orientation
March 9		February 11		February 25	
April 6		April 22		April 29	
June 1		June 10		June 24	
July 27					
August 31		September 9		September 23	
October 5		November 3		November 18	

4:30 PM	11. Adjournment	David Landau
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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

March 9, 2021 MEETING

3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on March 9, 2021 at 3:00 PM via Zoom conference.

PRESENT: David Landau (Chair), Irwin Gorman (Vice Chair), Connie Kravas, Filiz Efe McKinney, Heidi de Laubenfels, Caitlin Duffy, Ian Warner and Caryn Mathes

ABSENT: Sharon Kioko

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Mr. David Landau called the meeting to order at 3:06 PM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Meeting Minutes**

Mr. Landau called for the approval of the Governance Committee Meeting minutes of January 12, 2021. A motion was duly made by Connie Kravas and seconded by Irwin Gorman. With a minor correction, the minutes were approved.

IV. **Biennial Board Assessment**

Mr. Landau provided a summary of the Biennial Board Assessment’s purpose. There was decision to circulate both Board Source and Survey Monkey surveys to the committee for the next meeting. The committee discussed the potential of integrating this assessment with the annual check-in for potential committee assignments and board leadership survey. The committee also discussed timing between this assessment and annual general manager assessment.

V. **Board Retreat & Board DEI Training**

Mr. Warner, Racial Equity Team Board Liaison, presented on current plans for Board DEI Training in July 2021. This included timing and discussion of potential facilitators. Mr. Landau presented the draft agenda for the Board Retreat for May 2021. Ostara was decided as the facilitators.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

March 9, 2021 MEETING

3:00 PM – 4:30 PM

VI. Board Recruitment

Ms. Kravas reviewed the number of potentially open board seats and led a discussion around the recruitment timeline/process, how to engage the board and how to prioritize the growing list of potential candidates for the board. The Committee highlighted some potentially areas of expertise and re-affirmed this as an opportunity to keep expanding the reach and diversity of the board.

VII. Additional Topics

There was a small committee discussion on how to best elect an interim Finance Committee Chair and Board Treasurer during Dr.Kioko's absence.

VIII. Adjournment

There being no further business, Mr. Landau adjourned the meeting at 4:37 PM.

Respectfully Submitted by
David Landau, Chair
Fieta Robinson, Board Liaison



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, APRIL 6, 2021
2:00 PM – 3:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJEldOmsrzMpGdDZe0W9fBp9tfK-YOjdsOiH>

MEETING PURPOSE

Meeting purpose is to provide an overview of board composition, future dynamics and current level of engagement; finalize the framework for upcoming board retreat; and discuss the launch of the Biennial Board Assessment survey, DEI training, and current efforts for determining prospects for FY2022.

OBJECTIVES

1. Review 2021 Board Assessment survey questions and determine a timeline for launch
2. Establish the preliminary focus of the board retreat and desired outcomes
3. Overview of recruitment process, map out next steps for board recruitment and finalize timeline
4. Update from RET/DEI Training

QUESTION (S)

- What areas of expertise should recruitment efforts be focused on?
- The committee's workplan fall under four categories: 1) Recruitment 2) DEI Enrichment 3) Board Culture: Board Retreat and DEI Training; and 4) Board Survey. Let us know where you can contribute?

AGENDA

2:00 – 2:10 PM	1. Call to Order and Welcome		David Landau
	2. Invitation to Disclose Possible Conflicts of Interests		
	3. Overview of Meeting Purpose		
	4. Invitation for Additional Topics		
(ACTION)	5. Approval of March 9, 2021 Meeting Minutes	Exhibit 1	
2:10 – 2:25 PM	6. Biennial Board Assessment		
	➤ Review 2021 Board Assessment survey	Exhibit 2	David Landau
	➤ Discuss and decide which survey to use		Irwin Gorman
	➤ Finalized Timeline for launch		
2:25 – 2:50 PM	7. Board Retreat Update	Exhibit 3	David Landau
	➤ Discussion of Speakers		Irwin Gorman
	➤ Finalize Agenda		
	8. Board DEI Training Update		Ian Warner
			Fieta Robinson

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KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, APRIL 6, 2021
2:00 PM – 3:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJEldOmsrzMpGdDZe0W9fBp9tfK-YOjdsOiH>

2:50 – 3:20 PM	9. Board Recruitment ➤ Review Current Board Prospects List ➤ Review Board Participation ➤ Next Steps & Action Items	Exhibit 4 Exhibit 5	Connie Kravas
3:20- 3:25 PM (ACTION)	10. Resolution Approving Interim Treasurer, Finance Chair, & Committee Assignment	Exhibit 6	David Landau
3:25 -3:30 PM	11. Additional Topics ➤ Board Meeting Topics –April 29 ➤ Next Governance Meeting – June 1		David Landau
	2021 Board and Committee Dates ➤ Action Item Approval Flowchart	Exhibit 7 See below	David Landau Fieta Robinson

Approval Flow Chart

	<u>Governance</u> April 6 June 1 July 27 August 31 October 5	➔	<u>Executive Committee</u> April 22 June 10 September 9 November 3	➔	<u>Full Board</u> April 29 June 24 September 23 November 18	} <u>Retreat/Training</u> May 15 - Annual Retreat July 15 - DEI Training Dec 10 - Board Orientation
3:30 PM	12. Adjournment					David Landau

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

April 6, 2021 MEETING

2:00 PM – 3:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on April 6, 2021 at 2:00 PM via Zoom conference.

PRESENT: David Landau (Chair), Irwin Gorman (Vice Chair), Connie Kravas, Filiz Efe McKinney, Heidi de Laubenfels, Caitlin Duffy, Andy McGovern, Ian Warner, and Caryn Mathes

ABSENT: Sharon Kioko

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Mr. David Landau called the meeting to order at 2:04 PM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Meeting Minutes**

Mr. Landau called for the approval of the Governance Committee Meeting minutes of March 9, 2021. A motion was duly made by Irwin Gorman and seconded by Filiz Efe McKinney. With no objections, the minutes were approved.

IV. **Biennial Board Assessment**

Committee discussed the Board Source and Survey Monkey surveys. There was agreement to distribute Biennial Board Assessment in Summer and the annual check-in Survey Monkey survey in the Fall.

V. **Board Retreat & Board DEI Training**

Mr. Warner presented on current proposal from Brevity & Wit’s facilitation for Board DEI Training in July 2021. Mr. Landau presented potential speakers for the Board Retreat for May 2021. Ms. Robinson presented Ostara’s draft agenda.

VI. **Board Recruitment**

Ms. Kravas provided an update on Board Recruitment. She suggested to invite members outside of the Committee to present on their recommendation to further reduce the prospect list. The Committee reviewed the FY20 Board Attendance.

VII. **Resolution Approving Interim Treasurer, Finance Chair, & Committee Assignment**

Mr. Landau presented the draft resolution for aligning to current officer, chair, and committee assignment to be moved at the next Executive Committee Meeting and the following Board Meeting.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

April 6, 2021 MEETING

2:00 PM – 3:30 PM

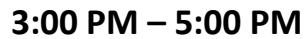
VIII. Additional Topics

The Committee decided to provide updates on current projects and resolutions to the upcoming Executive Committee and Board Meeting.

IX. Adjournment

There being no further business, Mr. Landau adjourned the meeting at 4:38 PM.

Respectfully Submitted by
David Landau, Chair
Fieta Robinson, Board Liaison



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KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING

TUESDAY, JUNE 1, 2021

3:00 PM – 5:00 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/meeting/register/tJwpd-2rrTwjGdLLW0ceRM5zJ0QUaFW5QRH0>

3:30 – 4:50 PM	10. Board Recruitment ➤ Recruitment Timeline ➤ Board Prospects – Full List ➤ Board Prospect Presentations – Short List	Exhibit 5a Exhibit 5b Exhibit 5c	Connie Kravas
4:50 -5:00 PM	11. Additional Topics ➤ Board Meeting Topics – June 24 ➤ Next Governance Meeting – July 27		David Landau
	2021 Board and Committee Dates ➤ Action Item Approval Flowchart	See below	David Landau Fieta Robinson
Approval Flow Chart			
<u>Governance</u> June 1 July 27 August 31 October 5	➔ <u>Executive Committee</u> June 10 September 9 November 3	➔ <u>Full Board</u> June 24 September 23 November 18	<u>Retreat/Training</u> July 15 - DEI Training Dec 10 - Board Orientation
5:00 PM	12. Adjournment		David Landau

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.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

JUNE 1, 2021 MEETING

3:00 PM – 5:00 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on June 1, 2021 at 3:00 PM via Zoom conference.

PRESENT: David Landau (Chair), Irwin Goverman (Vice Chair), Connie Kravas, Filiz Efe McKinney, Heidi de Laubenfels, Ian Warner and Caryn Mathes

ABSENT: David Roberts and Sharon Kioko

ALSO ATTENDING (STAFF): Fieta Robinson and Evan McCoy

GUESTS: Mark Ashida

I. Meeting Called to Order

Mr. David Landau called the meeting to order at 3:04 PM.

II. Conflict of Interests

There were no conflicts of interest expressed.

III. Approval of Meeting Minutes

Mr. Landau called for the approval of the Governance Committee Meeting minutes of April 6, 2021. A motion was duly made by Ms. Kravas and seconded by Ms. McKinney. With no objections, the minutes were approved.

IV. Biennial Board Assessment

The Committee discussed the Board Source and informational survey timelines. The Board Source survey will be launched on June 25, 2021, and the informational survey will launch September 1, 2021.

V. Board Retreat & Board DEI Training

Mr. Warner reported on his exit interview with outgoing Board member, Caitlin Duffy. Overall Ms. Duffy had a positive experience on the Board, but complications from the pandemic were what led to her decision to step down.

Mr. Warner then presented on the current proposal from Brevity & Wit’s facilitation for Board DEI Training in July 2021. The next step in the process is to conduct interviews with 3-4 Board members in order to collect feedback, followed by a meeting with Leadership to finalize the session’s content.

Mr. Landau briefly touched upon the May 15th Board Retreat results. Overall engagement was high. Mr. Landau suggested that the Strategic Planning Committee would take point on synthesizing the outputs from the Retreat.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

JUNE 1, 2021 MEETING

3:00 PM – 5:00 PM

VI. Board Recruitment

Ms. Kravas provided an update on the Board Recruitment timeline and led a discussion on potential Board recruits. Several Board members presented their recommendations on suggested members. The group then decided on a list of 4 top candidates, as well as a list of 4 alternates. Next steps are for Board members to reach out to their suggested candidates to gauge interest. Mr. McCoy will then schedule meetings between Board members and suggested candidates.

VII. Adjournment

There being no further business, Mr. Landau adjourned the meeting at 5:10 PM.

Respectfully Submitted by
David Landau, Chair
Fieta Robinson, Board Liaison