



## KUOW, Governance Committee January 11 Meeting

KUOW

Thursday, January 11, 2024 at 3:00 PM PST to 4:30 PM PST

### Agenda

#### I. Welcome & Call to Order

3:00 PM

##### 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

1. Review Work Plan
2. Discuss Recruitment for FY25
3. Establish Mentors for New Directors

##### D. Invitation for Additional Topics

##### E. Approval of Meeting Minutes from 2023

#### II. Committee Business

##### A. Work Plan Review

3:10 PM

##### B. Bylaws

3:40 PM

##### C. Recruitment

3:50 PM

###### 1. Recruitment Tools Update

Presenters: Mark Ashida, Fieta Robinson

End to End Demo Scheduled

- Friday, Jan 12th

##### D. Mentoring

4:05 PM

New Directors:

- Sarah Norris Hall - Raina
- Kevin Schofield - Irwin
- Gabrielle Nomura Gainor -

- Laura Canate - Heidi
- Lucrezia Cuen Paxson -

Other Directors:

- David L.

### **E. Upcoming Trainings**

Annual Board Retreat

- March 30, 2024

### **III. Additional Topics**

**Conflict Of Interest - due Jan 19th**

Missing as of Jan 10th

- Laura
- Enrique
- David C.
- Wassef
- Chris
- Michelle
- Roshni
- Sharon NW
- Claire
- Ian

### **IV. Items for the Exec Committee**

**4:15 PM**

- Revised Work Plan
- Buddy Update
- Retreat Update

### **V. Upcoming Meetings**

#### **VI. Public Comment**

**4:20 PM**

#### **VII. Executive Session**

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.

#### **VIII. Adjournment**

**4:25 PM**



## APPROVED KUOW, Governance Committee

### January 11 Meeting Minutes

KUOW – Virtual & In-Person | Jan 11, 2024 at 3:00 PM PST

In-Person Location | Rita Koontz Community Center 1121 NE 45<sup>th</sup> St. Seattle, WA 98105

Virtual Location | Zoom

#### Attendance

**Members Present:** Mark Ashida, Irwin Goverman, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Kevin Schofield, Raina Wagner

**Members Absent:** David Iyall, Ian Warner

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

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

#### **I. Welcome & Call to Order |** Ms. Wagner called the meeting to order at 3:02 PM.

- a. Board Engagement Through an Equity Perspective
  - i. Ms. Wagner read the DEI reflective questions centering equity during the Committee meeting and in discussions.
- b. Invitation to Disclose Possible Conflicts of Interest
  - i. Ms. Wagner asked the Committee to disclose any conflicts of interest. None were expressed.
- c. Overview of Meeting Purpose
  - i. Ms. Wagner went over the purpose of the meeting which included reviewing the Work Plan, discussing Recruitment for FY25, and establishing Mentors for New Directors.
- d. Invitation for Additional Topics
  - i. Ms. Wagner asked the Committee for any additional agenda topics, and Ms. de Laubenfels brought up the 2024 Board Retreat.
- e. Approval of Meeting Minutes from 2023:
  - i. Ms. Wagner asked for a motion to approve the August 29<sup>th</sup> and October 3<sup>rd</sup> Governance Committee meeting minutes.
  - ii. **Motion** moved by Mark Ashida and motion seconded by Irwin Goverman. With no objections, the minutes were approved.

#### **II. Committee Business |** The Committee focused on five areas of topics during their discussion of Committee Business. The topics were: the 2024 Workplan, Bylaw and Governing Document Review, Recruitment, Mentoring, and the 2024 Board Retreat.

- a. Workplan Review
  - i. Ms. Wagner led the Committee in the review of the 2024 Governance Workplan. The Committee discussed each month and the focus of each meeting. A key shift in the 2024 workplan is that the Governance Committee will support in the 2024 Board Retreat as opposed to being an active lead in the event. There was a typo (incorrect

year listed) in the work plan that Mrs. Crow will fix ahead of the Executive Committee and recirculate to the Committee. Aside from the typo, there were no other major points of conversation, and the Committee will move the workplan to the Executive Committee for review and feedback.

b. Bylaws

- i. Ms. Wagner asked the Committee who would want to take a look at the Bylaws and continue the work from 2023. The Committee agreed that for this year's work of the Bylaws it would be most beneficial to focus on gendered language and inclusivity as oppose to major policy change. The Committee discussed who should be on the subcommittee and some names were mention, yet not confirmed.

c. Recruitment

- i. Ms. Wagner and the Committee discussed the recruitment stragety for the FY25 class of Directors. The Committee reviewed who was terming out of their Board service, discuss the implementation of the recruitment tool that Mr. Ashida and Ms. Robinson had been working on, and then briefly discussed who should be on the subcommittee.

d. Mentoring

- i. Ms. Wagner led the Committee in a discussion of Board Buddies (mentors) for the new Directors. The Committee came to the consensus of mentors for some Directors and Ms. Wagner will extend an open invitation to the rest of the full Board to be mentors.

e. Upcoming Trainings

- i. Annual Board Retreat | During the review of the meeting agenda Ms. de Laubenfels brought up the Annual Board Retreat as an additional topic for the Committee to discuss. When the Committee reviewed the 2024 workplan, Ms. Wagner discussed the change of the Governance chairs participation in the Retreat. The conclusion of the discussion was that for 2024, Governance will serve as a support to the Retreat taskforce as opposed to Retreat leads during years prior.

III. Additional Topics

- a. Conflict Of Interest Form | Mrs. Crow gave the Committee an update on the status of completion of the annual conflict of interest form.

IV. Items for the Exec Committee

- a. The Committee discuss the following topics to bring to the Executive Committee meeting on February 8<sup>th</sup>: 2024 Workplan, Board Buddy Update, and Retreat Update.

V. Public Comment | Ms. Wagner asked if there were any members of the public in attendance for public comment. There were no members of the public and no comment was made.

VI. Executive Session | There was no executive session called for this meeting.

VII. Adjournment | Ms. Wagner adjourned the meeting at 4:22pm.