



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](https://washington.zoom.us/join/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	<ol style="list-style-type: none"> 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 June 2, 2020 Meeting Minutes 	Exhibit 1	Sharon/Virginia
(ACTION)			
3:05 – 3:25 PM	<ol style="list-style-type: none"> 6. Governance Documents <ul style="list-style-type: none"> ➤ Conflict of Interest Policy ➤ Conflict of Interest Questionnaire ➤ KUOW Board Member Responsibility ➤ Approval of the Amended Conflict of Interest Policy, Questionnaire, KUOW Board Member Responsibility 	Exhibit 2 Exhibit 3 Exhibit 4	David Landau Members
(ACTION)			
3:25 – 3:55 PM	<ol style="list-style-type: none"> 7. Board Committee Leadership Survey <ul style="list-style-type: none"> ➤ Board Climate Survey Debrief ➤ Action Items 	Exhibit 5	Sharon/Virginia
3:55 – 4:15 PM	<ol style="list-style-type: none"> 8. FY 2021 Board Recruitment and Participation <ul style="list-style-type: none"> ➤ Board 1-2-1 Check-ins and Transitions ➤ Discussion Committee Placement ➤ Current Prospects ➤ Review Additional Board Engagement Data ➤ Next Steps 	Exhibit 6 Exhibit 7 Exhibit 8	Members Virginia Anderson Sharon/Virginia Fieta Robinson 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.



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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.

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KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

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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