

# **KUOW, EXEC Committee November 2 Meeting RSVP REQUIRED**

**KUOW** 

Nov 2, 2023 at 4:30 PM PDT to Nov 2, 2023 at 6:00 PM PDT

## Agenda

### I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

- A. Invitation to Disclose Possible Conflicts of Interest
- **B.** Overview of Meeting Purpose
  - Resolution Recap before Annual Meeting
  - Late Audit Cycle
  - Brief Recap of Orientation
- **C. Invitation for Additional Topics**
- **D. Approval of the Executive Committee Meeting Minutes**

#### **II. Resolution Overview**

4:35 PM

Presenter: Andy McGovern

- 1. UW Director
- 2. Resigning Directors
- 3. 2024 Officers
- 4. 2024 Committee Structure
- 5. Bylaws

#### **III. Committee Business**

4:40 PM

- A. Governance Committee
  - 1. Aug 29th Draft Minutes
  - 2. Oct 3rd Draft Minutes
  - 3. Exhibits
- B. Diversity, Equity, and Inclusion
  - 1. Oct 5th Draft Minutes
  - 2. Exhibits
- **C. Strategic Planning Committee** 
  - 1. Oct 11th Draft Minutes
  - 2. Exhibits
- D. Finance & Audit
  - 1. Oct 19th Draft Minutes
  - 2. Exhibits
- E. Finance Investment Sub Committee

1. Oct 24th Draft Minutes	
<ul> <li>2. Exhibits</li> <li>F. Reach &amp; Resource</li> <li>1. Oct 27th Draft Minutes</li> <li>2. Exhibits</li> <li>G. Executive Committee</li> </ul>	
1. UW Foundation Update	
IV. BoardSource Assessment Results Presentation & Discussion Presenter: Irwin Governan	4:55 PM
V. Station Business	
A. UUR Dashboard Presenters: Caryn Mathes, Kerry Swanson	5:15 PM
B. September Financial Summary	
VI. 2023 Reflections Presenter: Andy McGovern	5:30 PM
VII. Additional Topics	
VIII. Upcoming Meetings	
Annual Meeting	
When: Nov 16th	
<ul><li>Time: 4:30 - 8:30pm (dinner included)</li></ul>	
Where: Seattle Asian Art Museum	
IX. Public Comment	5:45 PM
X. Executive Session	
XI. Adjournment	5:50 PM



# APPROVED KUOW, EXEC Committee

# **November 2 Meeting Minutes**

KUOW – Virtual & In-Person | Nov 2, 2023 at 4:30 PM PDT In-Person Location | UW Tower 4333 Brooklyn Ave NE, Seattle, WA 98105 Virtual Location | Zoom

## **Attendance**

**Members Present:** Mark Ashida, Irwin Goverman, Christopher Jay, Sharon Kioko, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Ian Warner

Members Absent: Randy Hodgins, Claire O'Donnell

<u>Staff Present:</u> Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

Members of the Public: n/a

- I. Welcome & Call to Order | Mr. McGovern called the meeting to order at 4:33pm.
  - a. Invitation to Disclose Possible Conflicts of Interest
    - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interests, and none were expressed.
  - b. Overview of Meeting Purpose
    - i. Mr. McGovern gave an overview of the meeting's purpose which included, reviewing the resolutions ahead of the Annual Meeting, getting an update on the late audit cycle, and a recap of the Board Orientation.
  - c. Invitation for Additional Topics
    - i. Mr. McGovern asked the Committee for any additional topics, and none were expressed.
  - d. Approval of the Executive Committee Meeting Minutes
    - i. Mr. McGovern called for a motion to approve the September 7<sup>th</sup> meeting minutes.
    - ii. **Motion** moved by Irwin Goverman and motion seconded by Christopher Jay. With no objections, the meeting minutes were approved.
- II. **Resolution Overview** | Ms. Robinson gave an overview of the resolutions that were to be voted on at the Annual Meeting. The resolutions presented were: the election of the UW Director, resigning directors, 2024 Officers, 2024 Committee Structure, and the certificate of the amended Bylaws. The Committee reviewed the resolutions and Mr. Warner noticed an error on the resolution for Committee Structure. Mr. Warner noted that he would remain the Chair of the DEI Committee and that Sharon Nyree Williams will be the Vice Chair.
  - a. Mr. McGovern then called for a motion to the resolutions to the Board with the edit of the Committee structure noted by Mr. Warner
  - b. **Motion** moved by Chris Jay and motion seconded by Irwin Goverman. With no further objections, the resolutions were approved.

- III. **Committee Business** | Mr. McGovern had the Committee review the November Committee Summaries and took time for questions and decision. Summaries are listed in order of Committee meetings.
  - a. Governance Committee (GOV) Summary
    - i. Review and confirmation of new board members and re-terming board members
    - ii. Committee leadership and membership recommendations to Exec and Board Chair
    - iii. Bylaw, policy and process change and update recommendations
  - b. Diversity, Equity, and Inclusion (DEI) Summary
    - i. The DEI Committee discussed potential 2024 goals, began revision of our board norms, discussed how to get better attendance at DEI trainings and discussed the KUOW Community Advisory Board with staff. I've since met with the board chair to discuss DEI training attendance and go forward strategies. Concerning the community advisory board, the committee and bhive suggested avoiding using the word 'Board' for the advisory group to avoid any confusion. We also suggested potentially using the advisory group as a feeder to the board to help us get away from our current 'refer a friend' cycle.
  - c. Strategic Planning Committee (SPC) Summary
    - i. This was our last meeting before the Board suspends this committee. Caryn noted how various Board members have animated and improved strategy work over the years, to the point that the committee isn't needed right now. That's a success! We collected in a shared document thoughts about future meeting content in other committees and concerns about potential gaps in the absence of the SPC. Claire shared proposed tweaks to the R&R charter to ensure member acquisition and key KPIs are tracked by that committee going forward.
    - ii. Kerry, Brendan and Marshall prepared and delivered a fantastic presentation on KUOW's podcast strategy and audience goals, engaging committee members on model variables, assumptions and "always on" content versus more episodic "hit shows. Rami mentioned KUOW has applied for a grant to help fund an effort to better connect data about listeners and donors, which is difficult to do today.
  - d. Finance Investment Sub Committee (FISC) Summary
    - i. FISC received the Q3/2023 report from Bernstein. The Long Term portion of the endowment earned 3.9% and the Intermediate Portfolio earned 2.9%. These returns were considerably less than the US Stock Index (13.1%) and the Global Stock Index (9.4%) because of our ESG focus which excluded oil companies. KUOW Management is in the process of moving excess cash from Bank of America to a money market account at Bernstein where it can earn market rates of interest with very low risk and be available to KUOW within 48 hours.
  - e. Finance & Audit (FIN) Summary

i. The Finance Committee received an update on the audit plan. The last meeting of the year is reserved for the audit report; however, due to delays in staffing at the station and challenges with the audit service provider, the audit report is not expected until mid-January. The committee received an update on the UUR and financials for July and August. The Committee also discussed the use of the Bernstein Money Market account and moving excess cash from Bank of America to Bernstein. To manage cash flows, the committee also discussed the value of applying for a line of credit facility with Bank of America.

### f. Reach & Resource (R&R) Summary

- i. We had a short committee meeting as most members were unable to attend. We reviewed the proposed updates to the committee charter in view of the SPC going away, and we also discussed progress on the board engagement commitments. We plan to follow up with board members on progress against their commitments and additional opportunities for engagement before EOY.
- g. **UW Foundation Update** | Mr. McGovern led the Committee in a discussion of who should represent the PSPR Board at the UW Foundation meetings. The Committee resolved that attending the meetings was important to the Committee and that they will work on finding someone to reguarly attend the meetings as a representative.
- IV. **BoardSource Assessment Results Presentation & Discussion |** Mr. Goverman presented to the Committee the results of the 2023 BoardSource Assessment. The assessment has 4 components, The People, The Culture, The Work, and The Impact and the assessment had a 83% completion amongst the Board. Mr. Goverman shared that overall the Board does well in its fiduicary duties and there are additional things the Board wants to achieve and should strive for. Overall the PSPR Board falls in the similar range of other boards who've taken the assessment. The Committee asked for the Annual Meeting to include year-over-year data in addition to Mr. Goverman's presentation for a comparison.
- V. Station Business | Ms. Mathes and Mr. Swanson presented the User, Usage, and Revenue dashboard and the monthly financials. In Mr. Swanson's dashboard overview highlighted the October on-air ratings and the impact of the Fall Pledge Drive on aggregate donors. Mr. Ashida inquired about the reasoning behind the growth and Mr. Swanson shared it was due to a more focused promotion of stories. In Ms. Mathes' overview of the September financials, she shared that Business Support was doing very well on their goals and in the future the usage of geo-targeted resources. Ms. Mathes' shared the merging of the Philanthrophy and Membership into Donor Engagement.
- VI. **Public Comment |** There were no member of the public in attendance virtually or in-person and no public comment was made.
- VII. **Executive Session** | There was no executive session called.
- VIII. Adjournment | Mr. McGovern adjourned the meeting at 5:55pm