



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS MEETING  
THURSDAY, FEBRUARY 27, 2020  
4:30 PM – 6:30 PM**

Location: 2<sup>nd</sup> floor Large Conference Room, KUOW PSPR Station  
 Dial-In: US: +1 646 876 9923 or +1 669 900 6833  
 Meeting ID: 792 573 210  
<https://washington.zoom.us/j/792573210>

MEETING AGENDA					
4:30 – 4:35 PM	I.	<b>Welcome and Call to Order</b>	Exhibit #	Page #	Heidi de Laubenfels
		a. Invitation to Disclose Possible Conflicts of Interests			
		b. Invitation for Additional Agenda Topics			
		c. Approval of Agenda	Exhibit 0	Pg 1-2	
	<b>(ACTION)</b>	d. Approval of November 3, 2019 Board of Directors Annual Meeting Minutes	Exhibit 1	Pg 3-6	
4:35 – 5:35 PM	II.	<b>Committee Business &amp; Minutes</b>			Heidi de Laubenfels
		a. <b>Executive Committee</b>	Exhibit 2		Heidi de Laubenfels
(4:35-4:55)		➤ February 13, 2020 Meeting Minutes	2a.	Pg 7-10	
		➤ GM Performance Evaluation Process & Timeline	2b.	Pg 11	Andy McGovern
		➤ FY20 GM Goals Review	2c.	Pg 12	
		➤ Board Communication Task Force			Heidi de Laubenfels
(4:55-5:05)		b. <b>Development Committee</b>	Exhibit 3		Filiz Efe McKinney
		➤ January 22, 2020 Meeting Minutes	3a.	Pg 13-15	
		➤ Development Playbook	3b.	Pg 16-22	
		➤ Board Ambassadors – Notes from the Field	3c.	Pg 23-27	
		➤ Top Three Priorities			
(5:05-5:15)		c. <b>FISC/Finance Committee</b>	Exhibit 4		Jon S. & Chris J.
		➤ January 28, 2020 Meeting Minutes	4a.	Pg 28-29	
		➤ 2019 Year End Investment Rpt.	4b.	Pg 29-76	
		➤ Responsible Investing	4c.	Pg 77-84	
		➤ Form 990	4d.	Pg 85-118	
		➤ Top Three Priorities			
(5:15-5:25)		d. <b>Governance Committee</b>	Exhibit 5		Virginia & Sharon
		➤ January 14, 2020 Meeting Minutes	5a.	Pg 119-121	
		➤ Board Retreat and Theme			
		➤ Top Three Priorities			
(5:25-5:45)		e. <b>Strategic Planning Committee</b>	Exhibit 6		Shauna & Irwin

*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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.*



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- February 3, 2020 Meeting Minutes 6a. Pg 122-124
- New Strategic Approach for 2022 SBP 6b. Pg 125
  - Timeline and Guest Speakers 6c. Pg 126

<b>5:45 – 6:10 PM</b>	<b>III. Station Business</b>	Exhibit 7	Caryn Mathes
(5 min)	a. YTD KPI Dashboard Report	7a	Pg 127-133
(5 min)	b. Cash Flow Tracking & Dec Financials	7b	Pg 134-139
(5 min)	c. Digital Restructure	7c	Pg 140
(10 min)	d. Seattle Now	7d	Pg 141-144 Jennifer Strachan
<b>6:10– 6:15 PM</b>	<b>IV. Other Business/Public Comment</b>		Heidi de Laubenfels
<b>6:15 PM</b>	<b>V. Open Session Adjourn</b>		Heidi de Laubenfels
<b>6:15– 6:30 PM</b>	<b>VI. Executive Session</b>		Heidi de Laubenfels
<b>6:30 PM</b>	<b>VII. Executive Session Adjourn</b>		Heidi de Laubenfels

**UPCOMING MEETINGS**

March

- March 10, 2020 Governance Committee Meeting
- March 18, 2020 Development Committee Meeting
- March 23, 2020 SPC - Strategic Framing Speaker Session (Paul Jacobs)

April

- April 7, 2020 Finance & Audit Committee (Deep Dive w Resource)
- April 14, 2020 Governance Committee Meeting
- April 23, 2020 Executive Committee
- April 30, 2020 Board of Directors Meeting

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FEBRUARY 27, 2020 MEETING  
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**APPROVED MINUTES**

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Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at 4518 University Way NW Suite 310 at KUOW Puget Sound Public Radio on February 27, 2020 at 4:30 PM.

**PRESENT:** Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Vivian Phillips, Randy Hodgins, Caitlin Duffy, Mark Ashida, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Goverman, Ian Warner, Sharon Kioko, Caryn Mathes (President & CEO), Nicholas Patrick, David Roberts, Erika Nesholm, Indranil Ghosh, Liam Lavery, Wassef Haroun, Colleen Echohawk and Aaron Rocke

**ABSENT:** Demetria Elmore, Shauna Causey, Heidi de Laubenfels (Chair), Virginia Anderson, Lisa Nitze, Paul Butler and Robert W Palmatier

**ALSO ATTENDING (STAFF):** Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Melissa Laird, Matt Albertson and John Ryan

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I. **Meeting Called to Order**

Vice Chair Andy McGovern welcomed the members and guests. Mr. McGovern called the meeting to order at 4:35 PM. Directors were invited to disclose any conflict of interest. There were none.

**Approval of Minutes**

Mr. McGovern called for a motion to approve the November 14, 2020 Board of Directors Annual Meeting minutes. Mr. Goverman moved, and Mr. Schorr seconded. With no objections, the Board approved the minutes as presented.

II. **Committee Reports**

*Development Committee*

Ms. McKinney gave a Development Committee update noting to review Development Playbook. Ms. Phillips presented strategies on how to reach out and engage potential donors. The goal of engaging with community is to increase revenue, expand audiences, and trust building.

*FISC/Finance Committee*

Mr. Schorr reviewed the Bernstein Report and discussed Socially Responsible Investing. Socially Responsible Investing is a purpose driven equity allocation allows a company to invest in corporations that demonstrate strong Environmental, Societal Impact and Governance (ESG) structures and practices. Mr. Schorr confirmed to file Form 990 before the end of the month. Mr. Schorr is also working the Investment Policy Statement with the focus on increase revenue despite decrease in pledge drive.

### *Governance Committee*

Dr. Kioko gave an update on the program and speakers for the Board Retreat on May 16, 2020 at Seattle Art Museum. The committee will finalize the program by the next board meeting. Mr. Landau is the leading the revision of the conflict of interest policy and board responsibilities. A draft will be presented for full board review and consideration.

### *Strategic Planning Committee*

Mr. Goverman working on development of a new strategic approach for Strategic Business Plan 2022. Strategic Business Plan 2022 will need a complete redesign with examining and challenging goals. In partnership with Management, SPC will invite key leaders in specific industries to speak to the Board Leadership Team. These conversations are to help shape the reframing of the 2022 Strategic Business Plan.

### *Executive Committee*

Mr. McGovern gave an update on the General Manager Evaluation Survey process and tool. Members decided to include the GM's dashboard/KPIs goals to the survey. The evaluation will open on April 30th until May 15th. A Taskforce was created to research options for board engagement and communication in between meetings. Task Force will include Mr. Rocke, Mr. Warner, Mr. Goverman, and Ms. Elmore.

## III. Station Business

### *Cash Flow Tracking & Dec Financials*

Ms. Mathes gave an update on the dashboard/KPIs and FY20 second quarter revenue and expenses. In total, gross revenue was up year-to-date December, by 3.3% over budget, \$326.7K, and 13.4% over last year, \$1,203.6K. Year to date ("YTD") operating expenses are \$747.9K under budget. In summary, Overall, YTD net from operations was better than budget by \$747.9K due to increases in revenues and timing decreases in spending. In summary, overall year-to-date net from operations was better than budget due to increases in revenues and timing decrease in spending.

### *Digital Restructure*

Ms. Mathes presented the findings from Point B's suggested Digital Restructure. KUOW is currently on target with implementing this plan. She reported the management is actively recruiting for the Senior Director of Digital Product position.

### *Seattle Now*

Ms. Strachan presented on new daily news podcast, Seattle Now. Seattle Now has a focus on local news in Seattle and surrounding new area. Patricia Murphy is the current host. Each episode will be less than 10 minutes and posted each weekday. Seattle will be available on majority of podcast streaming platforms.

## IV. Other Business/Public Comment

Public Comment presented by John Ryan, current Environmental Report and SAG-AFTRA union steward, related to a recent union staff member layoff from KUOW.

## V. Executive Session and Adjournment

Mr. McGovern adjourned the meeting at 6:10 PM and entered an executive session at 6:15 PM. The executive session ended at 6:25PM.

### Executive Session Notice

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The next Board of Directors meeting will be taking place virtually on Thursday, April 30, 2020 at 4:30 PM via Zoom.

Respectfully Submitted,  
Andy McGovern, Secretary  
Fieta Robinson  
KUOW PSPR Board Liaison