



KUOW, EXEC Sept 5th Meeting

KUOW

Thursday, September 5, 2024 at 4:30 PM PDT to Thursday, September 5, 2024 at 6:00 PM PDT

Agenda

Meeting Purpose

The meeting's purpose is to discuss the recruitment slate, approve the slate to the Board, discuss exiting and renewing members, Committee Summaries, 2024 Orientation, CEO FY25 Goals, and Review UUR and Station Financials.

Meeting Objective

1. Approve June 6th Meeting minutes
2. Review 2025 Member Slate, Renewing, & Exiting Members
3. Approve Motion of Slate and Renewing Members to the Executive Committee

Meeting Questions

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

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

D. Invitation for Additional Topics

E. Approval of June 6th Executive Committee Meeting Minutes

II. Committee Business

A. Governance Committee

1. July 11th Draft Minutes
2. Aug 27 Draft Minutes
3. Exhibits
4. 2024 Orientation & 2025 Retreat Taskforce

4:35 PM

B. Diversity, Equity, and Inclusion

1. Aug 8th Draft Minutes
2. Exhibits
3. KUOW Team Agreements Update

4:40 PM

C. Finance & Audit

1. Aug 22nd Draft Minutes
2. Exhibits
3. ESG Percentage Increase Update

4:45 PM

D. Reach & Resource

1. Aug 5th Draft Minutes
2. Exhibits

E. Executive Committee

1. No UW Foundation Update (No Meeting This Quarter)
2. Campbell & Campbell President & General Manager Search Update

4:50 PM

Presenter: Ian Warner

III. Station Business

A. CEO FY25 Performance Goals

4:55 PM

B. Statement of Editorial Independence Discussion (Async)

5:00 PM

C. UUR Dashboard

5:05 PM

Presenter: Kerry Swanson

D. Financial Summary

5:10 PM

E. Racial Equity Team Update

5:15 PM

Presenter: Fieta Robinson

IV. Additional Topics

V. Items for the Board Meeting Agenda

5:20 PM

VI. Upcoming Meetings

Board Mtg In-Person

- Thurs. Sept 19
 - 4:30 - 6:30PM

DEI

- Thurs. Oct 3rd
 - 3:30 - 5:00PM

GOV

- Tue. Oct 8th
 - 3:00 - 4:30PM

R&R

- Wed. Oct 9th
 - 3:30 - 5:00PM

FIN

- Thurs. Oct 17th
 - 3:30 - 5:00PM

VII. Public Comment

5:25 PM

VIII. Adjournment of Open Session

IX. Executive Session

5:30 PM

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.

A. Discussion on Recruitment Slate

B. Discussion of Board Engagement

C. Discussion of Board Leadership

X. Adjournment of Executive Session

XI. Motion to Approve the Committee Member Nominations & Renewing Members

A. Governance Resolutions

5:55 PM

Presenter: Raina Wagner

XII. Adjournment



APPROVED KUOW, EXEC Committee Meeting Minutes

KUOW – Virtual & In-Person | Thursday, September 5, 2024 at 4:30 PM PDT

In-Person Location | Rita Koontz Community Center, 1121 NE 45TH St. Seattle, WA 98105

Virtual Location | Zoom

Attendance

Members Present: Mark Ashida, Heidi de Laubenfels, Christopher Jay, Caryn Mathes, Andy McGovern, Claire O'Donnell, Raina Wagner, Ian Warner

Members Absent: Randy Hodgins

Staff Present: Ryleigh Brimhall, Fieta Robinson, Kerry Swanson, Jayme McKinney

Members of the Public: n/a

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:36 pm
 - a) Board Engagement Through an Equity Perspective
 1. Mr. McGovern had the Committee silently read and reflect upon the DEI questions centered on equity for the meeting and in discussion.
 - b) Invitation to Disclose Possible Conflicts of Interest
 1. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
 - c) Overview of Meeting Purpose
 1. Mr. McGovern gave the Committee time to review the meeting agenda. The meeting's purpose is to discuss the recruitment slate, approve the slate to the Board, discuss exiting and renewing members, Committee Summaries, 2024 Orientation, CEO FY25 Goals, and Review UUR and Station Financials.
 - d) Invitation for Additional Topics
 1. Mr. McGovern asked the Committee for any additional topics for the meeting. No additional topics were added.
 - e) Approval of June 6th Executive Committee Meeting Minutes
 1. Mr. McGovern called for a motion to approve the June 6th Executive Committee meeting minutes.
 2. Motion moved by Ms. de Laubenfels and motion seconded by Mr. Jay. With no objections, the June 6th Finance/Executive Committee meeting minutes were approved.
- II. **Committee Business** | Mr. McGovern had the Committee read and review the Committee Summaries document and discuss key takeaways. Below are the written summaries from the Committee Chairs.
 - a) **Diversity, Equity, and Inclusion** | During the August 8th DEI Meeting, The Committee reviewed training feedback and discussed future training planning. In preparing for workshop team agreements, reviewed several operating documents: norms statement, DEI philosophy, KUOW staff team agreements, and others, with the intent to create a 'team agreement' for the Board.

The Committee collaborated with Karen Hirsch. The Committee was planning to continue work at the October DEI meeting, with an open invitation to all Board Members.

- b) **Governance Committee** | During the July 11th Governance Meeting, The Committee reviewed the work plan and had a brief update on the Bylaws Task Force. They discussed the progress on recruiting Board members for 2025, including needs from exiting members. They also reviewed board member attendance.

During the August 27th Governance Meeting, The Committee discussed potential Board directors for the Retreat Task Force, received an update from staff on new member orientation, planned for October 2024, and took action on advancing new and returning board members to the Exec Committee. Also determined that staff will send out a board survey (for board and committee leadership) in early September.

- c) **Reach & Resource** | During the August 5th R&R meeting, The Committee reviewed the board engagement form and asked for an update on board participation for 2024; also, for 2025 how they operationalize better/more consistent tracking from the start of 2025. They also discussed challenges with getting to 100% board financial contribution, which is important for grants but was painful this year. The Committee discussed whether having previously donated to KUOW should be part of what governance looks at for new board members (to ensure a track record of commitment) but could not align, so kept this as an open question. They also discussed and agreed that they should spend a few minutes at the start of annual board meetings asking board members to contribute financially (no matter how small or large). Finally, they discussed our ongoing approach to deep dive topics for meetings (Board requested or staff suggested).

- d) **Finance & Audit** | During the August 22nd Finance and Audit Meeting, The Committee reviewed processes and minutes. They had some glitches in our April, May, June minutes which will be sorted out. They heard a report from Bernstein on the Endowment. Returns have been positive. They had asked Bernstein to analyze the impact of 65% and 70% Socially Responsible Portfolios and the conclusion was that there was very little, if any difference. The Finance and Audit committee will take up the allocation in our next meeting. Kerry Swanson warned us that the auditors were getting a late start which could make the F&A committee have ad hoc meeting later in the year to approve the audit results. Kerry also presented the station results for July.

- e) **Executive** | ~~During the August 22nd Finance and Audit Meeting, The Committee reviewed processes and minutes. We had some glitches in our April, May, June minutes which will be sorted out. We heard a report from Bernstein on the Endowment. Returns have been positive. We had asked Bernstein to analyze the impact of 65% and 70% Socially Responsible Portfolios and the conclusion was that there was very little, if any difference. The Finance and Audit committee will take up the allocation in our next meeting. Kerry Swanson warned us that the auditors were getting a late start which could make the F&A committee have ad hoc meeting later in the year to approve the audit results. Kerry also presented the station results for July.~~

III. Station Business | In the Station Business portion of the meeting, Mr. Swanson provided the Committee with an update on the Users, Usage, and Revenue (UUR) dashboard, discussed the Statement of Editorial Independence, and went over the Financial Summary. Ms. Robinson gave an update on the Racial Equity Team (RET).

- a) **Users, Usage, and Revenue Dashboard |** Mr. Swanson shared the UUR update for the first quarter, which stated that it's not the numbers to show the full first quarter yet but that we received one of the estimated highest shares at 8.6. Mr. Swanson said that NPR has gotten the approval to carry the ABC Presidential debate. Which the APP had 730 new app downloads in July and 853 in August. Then, they informed The Committee that they're also seeing 30% of all streaming coming through the app now.
- b) **Financial Summary |** Mr. Swanson went over the financial summary and updated The Committee that the Financial report for July 2024 is on track with Mr. Ashida's idea of the "guardrails" of 6% expected for July, and we're at 6.1% for July.
- c) **Racial Equity Team Update |** The recent RET meeting began by Ms. Robinson sharing a story about an individual who was in the Zoom room, but whose identity was not revealed. This individual was with a "diverse group" when they had an encounter with the police. The point of this story was to offer an opportunity for us to reflect on our roles as bystanders, in addition to reflecting on experiences with racism and how folks are impacted in different ways. Ms. Lee shared more about the racial equity team successes of FY24, including launching the racial equity toolkit pilot, various lunch and learns (for example Drag Queen Jeopardy and Juneteenth celebration), and RET trainings.

Ms. Mathes amplified how UW President Cauce has prioritized DEIB and, sadly, how rare this is becoming. In higher education institutions across the country, many DEIB departments and leaders are having to take their work "underground" due to the increased politicization of equity work.

In our meeting, various committees shared updates, and it was great to hear how Dr. Michelle Majors is going to be working with staff and involved with KUOW outside of a board context. (I really enjoyed the training she provided to the board on restorative conflict).

At Mr. Swanson's invitation, Ms. Wagner and Mx. Normura shared their perspectives on being invited into the space. Ms. Wagner mentioned how impressed she is by the robust antiracist commitment of the staff, and Mx. Nomura shared how it's encouraging that KUOW values connection between staff and board.

IV. CEO FY25 Performance Goals | Successfully transitioned KUOW to a digital world using an experimental data-driven approach. Drive financial stability and sustainability. Shape a unique and compelling identity for KUOW toward well-defined audience targets.

V. Additional Topics | There were no additional topics added to the public portion of the meeting.

VI. Items for the Board Meeting Agenda Topics | ~~There Successfully transition KUOW to a digital world using an experimental data-driven approach. Drive financial stability and sustainability. Shape a unique~~

~~and compelling identity for KUOW toward well-defined audience targets. Motion to move forward the slate, and approve the slate to the Full Board.~~

- VII. **Public Comment** | Mr. McGovern asked if there were any members of the public in attendance either virtually or in-person to make public comment. There were no members of the public and no public comment was made.
- VIII. **Adjournment** | Mr. McGovern adjourned the public portion of the meeting to go into Executive Session at 5:15 pm.
- IX. **Executive Session** | Mr. McGovern called for an Executive Session to discuss personnel matters related to the upcoming board slate and existing board renewals. The Executive Session adjourned at 5:51 pm.
- X. **Adjournment of Executive Session** | Mr. McGovern adjourned the Executive Session and reopened the session at 5:51 pm.

a) **Motion to Approve the Committee Member Nominations & Renewing Members |**

Motion to move the Recommendation of 2025 Reelection of Community Directors:

- 1. Mr. McGovern asked for a motion to move the Recommendation of 2025 Reelection of Community Directors to the Board of Directors.
- 2. Motion moved by Mr. Ashida and motion seconded by Ms. Wagner. Acknowledging Mr. Warner's abstention, All other members present voted in favor of this Motion and so this Motion was moved.

Motion to move the 2025 Community Director Slate:

- 3. Mr. McGovern asked for a motion to move the 2025 Community Director Slate to the Board of Directors.
- 4. Motion moved by Mr. Jay and motion seconded by Mr. Warner. With no objections, the Motion was moved.

- XI. **Adjournment** | Mr. McGovern adjourned the Meeting at 5:54 pm.