



## **KUOW, Governance Committee August 27 Meeting**

KUOW

Tuesday, August 27, 2024 at 3:00 PM PDT to Tuesday, August 27, 2024 at 4:30 PM PDT

### **Agenda**

#### **Meeting Purpose**

The meeting's purpose is to discuss the recruitment slate, approve the slate to exec, 2024 Orientation, 2025 Retreat Taskforce, reschedule the October 1st committee meeting, and discuss exiting and renewing members.

#### **Meeting Objectives**

1. Approve July 11th Meeting minutes
2. Decide on new October Committee Meeting date
3. Determine who should be on 2025 Retreat Taskforce
4. Discuss 2024 New Member Orientation
5. Finalize 2025 Member Slate, Renewing, & Exiting Members
6. Approve Motion of Slate and Renewing Members to the Executive Committee

#### **Meeting Questions**

- What is your availability in October for Committee Meeting?
- Who do you think should be on 2025 Retreat Taskforce?
- What skills and expertise you want on the board to replace and add to the Board?

### **I. Welcome & Call to Order**

**3:00 PM**

#### **A. Board Engagement Through an Equity Lens**

*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 July 11th Meeting Minutes**

### **II. Committee Business**

#### **A. Rescheduling Oct 1st Governance Committee Meeting**

**3:05 PM**

Current Dates

October 8th 3:00- 4:30 PM

October 22nd 3:00-4:30 PM

**B. Discussion of 2025 Retreat Taskforce**

**3:15 PM**

Who should be on the taskforce?

- Those who would normally be on the taskforce are also involved in the Executive Search

**C. 2024 Orientation**

**3:25 PM**

October 4th, 2024

2:00 - 3:00 PM (DLG Meet & Greet)

3:00 - 6:00 PM (Orientation)

@ The Station (Hybrid)

**1. 2023 Agenda**

**2. Finalizing Speakers**

Usually:

Current Committee Chairs & Board Leadership

Andy McGovern (Current Board Chair)

Randy Hodgins (UW Licensee Director)

Caryn Mathes (Current President & GM)

Kerry Swanson (Current COO)

Ian Warner (DEI Committee Chair)

**3. Draft of Orientation Video**

**III. Public Comment**

**3:45 PM**

**IV. Adjournment of Open Session**

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

**A. Recruitment Slate**

**3:50 PM**

**B. Discussion of Renewing & Exiting Members**

**4:10 PM**

**VI. Adjourn Executive Session into Open Session**

**VII. Motion to Move The Recruitment Slate & Renewing Members to The Executive Committee**

**4:20 PM**

**VIII. Additional Topics**

**4:25 PM**

**A. Items for the Exec Committee Mtg**

**B. Upcoming Meetings**

Exec: 09/05/2024

BOD: 09/19/2024

**IX. Adjournment**



## APPROVED KUOW, Governance Committee August 27 Meeting Minutes

KUOW – Virtual & In-Person | Tuesday, August 27, 2024 at 3:00 PM PDT

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, Andy McGovern, Kevin Schofield, Raina Wagner

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

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

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

**Welcome & Call to Order** | Ms. Wagner called the meeting to order at 3:07PM

- a) Board Engagement Through an Equity Lens
  - a. Ms. Wagner read the DEI reflective questions centering equity during the Committee meeting and in discussions.
- b) Invitation to Disclose Possible Conflicts of Interest
  - a. Ms. Wagner asked the Committee to disclose any possible conflicts of interest, and none were expressed.
- c) Overview of Meeting Purpose
  - a. Ms. Wagner went over the purpose of the meeting to discuss the recruitment slate, approve the slate to exec, 2024 Orientation, 2025 Retreat Taskforce, reschedule the October 1st committee meeting, and discuss exiting and renewing members.
- d) Invitation for Additional Topics
  - a. Ms. Wagner asked the Committee for any additional agenda topics, and none were expressed.
- e) Approval of March Meeting Minutes
  - a. Ms. Wagner asked for a motion to approve the July 11th Governance Committee meeting minutes.
  - b. Motion moved by Mr. Schofield, and motion seconded by Mr. Govermen. With no objections, the meeting minutes were approved.

**II. Committee Business** | The Committee focused on the following topics during the discussion of the Committee business portion of the meeting: Workplan Review and Bylaws Taskforce.

- a) **Rescheduling the October 1st Governance Committee Meeting** | Ms. Wagner led the discussion on rescheduling the October 1st committee meeting to October 8th from 3:00 to 4:30 PM.
- b) **Discussion of 2025 Retreat Taskforce** | The Committee discussed who may have the capacity to lead or participate in the 2025 Retreat Taskforce, taking into consideration who was also involved with the executive search task force.
- c) **2024 Orientation** | The Committee discussed presentators for the 2024 Orientation.
  - a. Draft of Orientation Video  
Due to lack of time, Mx. Brimhall forwarded the video to The Committee for review.

- III. Additional Topics** | Ms. Wagner asked the Committee for any additional topics, and none were expressed.
- IV. Items for the Exec Committee Mtg** | The Committee pushed forward the slate for the recruitment of new Board members to The Executive Committee for approval.
- V. Public Comment** | Ms. Wagner asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was no public comment made.
- VI. Adjournment of Open Session** | Ms. Wagner moved for The Committee to enter an Executive Session at 3:34 pm.
- VII. Executive Session** | Ms. Wagner called for an Executive Session to discuss proprietary information regarding the slate for the recruitment of new Board members Discussion of Renewing & Exiting Members.
- VIII. Adjournment of Executive Session** | Ms. Wagner moved for The Committee to exit an Executive Session to return to Open Session at 4:38 pm
- IX. Motion to Move Governance Board Director Recommendations to the Executive Committee**
- a) Ms. Wagner asked for a motion to move the Recommendation of 2025 Relection of Community Directors to the Executive Committee. Motion moved by Ms. de Laubenfels, and motion seconded by Mr. Ashida. With no objections, the Motion was approved.
  - b) Ms. Wagner asked for a motion to move the 2025 Community Director Slate to the Executive Committee. Motion moved by Mr. Governmen, and motion seconded by Mr. Schofield With no objections, the Motion was approved.
- X. Adjournment of Meeting** | Ms. Wagner ended The Committee Meeting at 4:42 pm