APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
JULY 31, 2019 MEETING
3:30 PM – 5:00 PM

Upon notice duly given, the GOVERNANCE COMMITTEE (the "Committee") of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the KUOW Office, 2nd Floor Conference Room on July 31, 2019 at 3:30 PM.

PRESENT: Virginia Anderson (Co Chair), Colleen Echohawk (Co Chair), Wier Harman, Sharon Kioko, David Landau, Irwin Goverman and Aaron Rocke

ABSENT: Haeryung Shin

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), Fieta Robinson (Manager, Admin & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Virginia Anderson called the meeting to order at 3:35 PM.

II. Conflict of Interests

There were no conflict of interest expressed.

III. Approval of Minutes

The approval of the minutes from the June 28 2019 Governance Committee Meeting were tabled to next meeting due to corrections.

IV. KUOW PSPR Board of Directors Governance Documents

Governance Committee Duties

Members reviewed the Governance Committee principle responsibilities for nomination of board and committee members. Ms. Anderson discussed the process for nominating and electing committee chairs.

Board Governance Structure and Guidelines

The committee reviewed the adopted 2016 Board Governance and Structure Guidelines. The guidelines will be updated to be consistent with the current Board Committees' Charters. The document will be revisited and updated before the new board member orientation.

V. 2020 Board Recruitment Update/Proposed Committee Slate FY2020

Ms. Anderson gave an overview of the draft Board Recruitment process, expectations and timeline. The Committee discussed the prospects list, prioritization of expertise, the number of available seats and determined the 2020 board class size. Additionally, members identified the top prospects for initial "board interest" meetings. A special meeting to finalize the slate was added to the schedule. The committee will nominate two Community Directors and one University Director recommended by the Provost.

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VI. Committee Taskforce Updates

Conflict of Interests

Mr. Landau gave a brief status update on researching and developing a new conflict of interest policy and guidelines. The COI taskforce members of the committee are comparing a number of examples from similar boards of media corporations. Members discussed formulating a process for when conflicts arise.

Board Norms

Ms. Anderson provided members with a copy of the proposed "Board Norms" document for review and consideration. The committee will finalize the draft at their next meeting to move forward for full board review and discussion.

VII. Adjournment

There being no further business, Ms. Anderson adjourned the meeting at 5:00 pm.

Respectfully Submitted by
Virginia Anderson & Colleen Echohawk, Co-Chairs &
Fieta Robinson, Board Liaison