



## KUOW, EXEC Committee September 7 Meeting RSVP REQUIRED

KUOW

Sep 7, 2023 at 4:30 PM PDT to Sep 7, 2023 at 6:00 PM PDT

### Agenda

#### 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

- Governance Resolutions
- CY2024 Committee Structure

##### D. Invitation for Additional Topics

##### E. Approval of the Executive Committee Meeting Minutes

#### II. Committee Business

4:33 PM

September Committee Summaries (*in order of committee meetings*)

##### A. Strategic Planning Committee

Presenter: Heidi de Laubenfels

1. Aug 7th Draft Minutes
2. Exhibits

##### B. Diversity, Equity, and Inclusion Committee

Presenter: Ian Warner

1. Aug 10th Draft Minutes
2. Sept 13 DEI Training Agenda
3. Exhibits

##### C. Reach & Resource Committee

Presenter: Claire O'Donnell

1. Aug 15th Draft Minutes
2. Exhibits

#### **D. Finance & Investment Subcommittee**

Presenter: Mark Ashida

##### **1. Aug 24th Draft Minutes**

##### **2. Exhibits**

#### **E. Governance Committee**

Presenter: Irwin Goverman

##### **1. July 11th Approved Minutes**

##### **a. Exhibits**

##### **2. Exhibits**

##### **3. Resolutions**

#### **III. Update on CY24 Board Membership/Leadership Rosters**

**4:43 PM**

Presenter: Irwin Goverman

#### **IV. Discuss Possible Committee Changes and Retreat Planning**

**5:03 PM**

Presenters: Andy McGovern, Heidi de Laubenfels

#### **V. Use of DEI lens in Exec Committee**

**5:28 PM**

Presenter: Ian Warner

#### **VI. Station Business**

Presenter: Caryn Mathes

##### **A. CEO FY24 Performance Goals**

**5:48 PM**

##### **B. Station Summary**

##### **1. Dashboard Report**

##### **2. Tonnage Report**

##### **3. YTD Financials**

##### **C. RET Update**

#### **VII. Additional Topics**

#### **VIII. Upcoming Meetings**

##### **DEI Training w/ Nathan Baptist & Scott Winn**

- Wednesday, September 13th
- 8:00am - 1:00pm
- Location: Virtual

##### **Friends of NPR/KUOW (Jamie's Event)**

- Thursday, September 14th
- 5:30 - 7:30pm
- Location: The Highlands in Shoreline

#### **Upcoming Board Mtg**

- Thursday, September 21st
- 4:30 - 6:30pm
- Location: In-Person at the Station

### **Board Orientation**

- Friday, October 6th
- 3:30 - 6:30pm
- Location: In-Person at the Station

## **IX. Agenda Topics for the Board Meeting**

### **Consent Agenda Resolutions:**

- Electing New Board Directors
- Committee Structure

### **BoardSource Assessment Review**

#### **Committee Reports**

#### **UUR Deep Dive Topic**

#### **GM Goal Review**

#### **DEI Training Feedback & Discussion**

- Feedback Survey

## **X. Public Comment**

**5:58 PM**

## **XI. Executive Session**

## **XII. Adjournment**

**6:03 PM**

Presenter: Andy McGovern



## APPROVED KUOW, EXEC Committee

### September 7 Meeting Minutes

KUOW – Virtual & In-Person | Sep 7, 2023 at 4:30 PM PDT

In-Person Location | UW Tower Board Room

Virtual Location | Zoom

#### **Attendance**

**Members Present:** Mark Ashida, Irwin Goverman, Randy Hodgins, Sharon Kioko, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Sharon Nyree Williams

**Members Absent:** Christopher Jay, Claire O'Donnell, Ian Warner

**Staff Present:** Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

**Guests:** Rami Al-Kabra, Marshall Eisen, Annette Promes

#### **I. Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:32pm.

##### A. Board Engagement Through an Equity Perspective

1. Mr. McGovern asked the Committee to reflect on DEI reflective prompts centering equity during the Committee meeting and in discussions.

##### B. Invitation to Disclose Possible Conflicts of Interest

1. Mr. McGovern asked the Committee to disclose any possible conflicts of interests, and none were expressed.

##### C. Overview of Meeting Purpose

1. Mr. McGovern gave an overview of the purpose of the meeting which was Committee updates, discussing 2024 Rosters as well as other Governance business, and other Committee changes.

##### D. Invitation for Additional Topics

1. Mr. McGovern asked the Committee for any additional agenda topics, and none were expressed.

##### E. Approval of the Executive Committee Meeting Minutes

1. Mr. McGovern called for a motion to approve the June 8<sup>th</sup> Executive and Finance meeting minutes.
2. Motion was moved by Heidi de Laubenfels and seconded by Irwin Goverman, without any objections the June 8<sup>th</sup> minutes were approved.

#### **II. Committee Business** | The Committee reviewed the Committee Summaries document and took time for questions and discussion. Summaries are listed in order of Committee meetings.

##### A. Strategic Planning Committee (SPC) Summary

1. Our primary objectives were to advance action steps out of the May retreat and discuss the KPIs we will use to monitor progress on key elements of KUOW's strategy, particularly given the reserve dollars approved in the budget to fund some big bets that support digital transformation. Because retooling staff is one of those bets, we

discussed monitoring staff diversity and percentage of open positions. Also on the list were: member growth rate and donation conversion percentage; growth of monthly return visitors and digital listening time; and number of digital and broadcast users.

2. The committee talked about the possibility of combining the current SPC and Reach & Resource committees to more clearly align Board work with KUOW activities around users, usage and revenue. Several people emphasized the importance of R&R's current focus on Board ambassadorship and major gifts. We also discussed the 2024 calendar, and changes such as moving the Board retreat to March from May.
- B. Diversity, Equity, and Inclusion Committee (DEI) Summary
1. We continued planning and discussion of our upcoming board DEI training. We agreed on a topic and general outline that will train the board on giving feedback in recognition of power and culture dynamics. We hosted the FIN/FISC committee leadership to discuss their use of DEI lens in their committee work. We also reviewed the board norms for consideration during our upcoming DEI training.
- C. Reach & Resource Committee (R&R) Summary
1. We had a robust discussion regarding the strategy for the upcoming pledge drive, and how to reconcile with the messaging of the prior pledge drive (where we said that if listeners became sustainers, we would not need pledge drive). The plan is to utilize marketing messaging around the reduction in the number of pledge days/hours. We also discussed board member engagement and how board members can best support the pledge drive, as well as our approach to board attendance at events (e.g., requiring attendance at crucial events).
- D. Finance & Investment Subcommittee (FISC) Summary
1. We received the quarterly report on the portfolio from Bernstein. Return for the first 6 months was 7.7% net of fees. Forecast is that interest rates will remain high but then come down, with a good soft landing for the economy with slower growth but with inflation under control. The Committee acknowledged that KUOW Management has notified the Committee that it intends to withdraw its authorized 4% draw on the endowment in March 2024 as allowed by the Investment Policy Statement as amended February 24, 2022. No vote is required by the Committee or Board of Directors. Finally, KUOW Management is moving forward with a plan to move excess Cash (defined as Cash more than 90 days of operating expenses) which is at Bank of America earning no interest to a Cash Management Account at Bernstein where it will earn market rate interest (today 5.2%). Management can move the cash to/from this account with no transaction cost.
- E. Governance Committee (GOV) Summary
1. The Governance Committee's main activity and work during the meeting was to review and approve and forward the five candidates for admission to the Board for next year and to plan for the annual recommendations for committee chair, vice chair, membership and officer slots. The slate was approved for recommendation to Exec

Committee, after ensuring that we maintained our DEIA-focused ratios. Additionally, two potential conflicts of interest were discussed and 'cleared' with Caryn and Andy's approval. The Bylaw updates were presented and need to be presented to Exec Committee and the Board. Finally, there was a lively discussion of the pros and cons of the committee restructuring identified by Heidi and Andy. There was no resolution and the discussion will be continued in Exec Committee.

- III. **Update on CY24 Board Membership/Leadership Rosters** | Mr. Goverman updated the Committee on the potential Board demographics with the addition of new Directors as well as their skillset. Mr. Goverman also highlighted the goal of wanting to expand outreach into the community in regards to recruitment.
- IV. **Discuss Possible Committee Changes and Retreat Planning** | Ms. de Laubenfels led the Committee in a discussion about the restructuring of the Strategic Planning Committee to increase Board engagements and to better align with the needs of the Station. After discussion in both, the Strategic Planning Committee and Governance the idea of sun-setting Strategic Planning Committee was brought to the Executive Committee for discussion. Historically, the Station needed support in creating the strategic planning, and given that the Strategic Impact Framework and Users, Usage, and Revenue plans are established, having a strategic planning committee felt repetitive.

Ms. de Laubenfels then led a discussion about the Retreat Planning process and changes that would strategically support the Board. The proposed change was to move the Board Retreat to March to allow the Board more time to implement the trainings from Retreat as oppose to May. An additional suggestion discussed in the Committee was to create a taskforce outside of the Strategic Planning Committee and Governance and to have more cross collaboration with all Directors.

- V. **Use of DEI Lens in Exec Committee** | Ms. Nyree Williams updated the Committee on the agenda and goals of the DEI Training on September 13<sup>th</sup>. The Committee worked with Nathan Baptiste and Scott Winn on the training regarding feedback and creating a culture of belonging. Additionally, Ms. Nyree Williams received feedback from the Chairs on implementing the DEI reflective questions and process in their workplans and meetings.

#### VI. **Station Business**

- A. **CEO FY24 Performance Goals** | Ms. Mathes previewed her FY24 CEO Goals with the Committee. Ms. Mathes shared that she utilized opportunities highlighted in the CEO Assessment as a guiding factor in the creation of her goals as well as layering the User, Usage, and Revenue (UUR) metrics. Components of Ms. Mathes goals were: Strategic Impact Framework Execution, Hiring, Dashboard Metrics, Capacity Investment in Strategic Thinking, Innovation and Fundraising, Staff Morale and Culture, and Sustained Focus on DEI Outcomes.
- B. **Station Summary** | Ms. Mathes presented to the close out dashboard and tonnage reports of FY23. Ms. Mathes also shared with the Committee that the station is working on a new dashboard with the UUR targets. Mr. Swanson gave an preview of the dashboard, metrics included: monthly average users, broadcast share, monthly return of visitors, revenue goals,

and staff and source diversity goals. Ms. Mathes concluded this portion with reviewing the July 2023 Financial Statement Summary.

**C. RET Update** | Ms. Mathes shared with the Committee key highlights from the work of the Racial Equity Team (RET). A part of the highlights was the finalization and adoption of the Racial Equity Toolkit, staff trainings and lunch and learns, and consistent meetings and communication with Content leadership.

**VII. Public Comment** | Mr. McGovern asked if there were any members of the public and any public comment. There were no members virtually on Zoom or in-person to make public comment.

**VIII. Executive Session** | There was no executive session called for this meeting.

**IX. Adjournment** | Mr. McGovern adjourned the meeting at 6:03pm.



## **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**



<ul style="list-style-type: none"> <li>1. Oct 24th Draft Minutes</li> <li>2. Exhibits</li> </ul>	
<b>F. Reach &amp; Resource</b>	
<ul style="list-style-type: none"> <li>1. Oct 27th Draft Minutes</li> <li>2. Exhibits</li> </ul>	
<b>G. Executive Committee</b>	
<ul style="list-style-type: none"> <li>1. UW Foundation Update</li> </ul>	
<b>IV. BoardSource Assessment Results Presentation &amp; Discussion</b>	<b>4:55 PM</b>
Presenter: Irwin Goverman	
<b>V. Station Business</b>	
<ul style="list-style-type: none"> <li><b>A. UUR Dashboard</b></li> </ul>	<b>5:15 PM</b>
Presenters: Caryn Mathes, Kerry Swanson	
<ul style="list-style-type: none"> <li><b>B. September Financial Summary</b></li> </ul>	
<b>VI. 2023 Reflections</b>	<b>5:30 PM</b>
Presenter: Andy McGovern	
<b>VII. Additional Topics</b>	
<b>VIII. Upcoming Meetings</b>	
<b>Annual Meeting</b>	
<ul style="list-style-type: none"> <li>• When: Nov 16th</li> <li>• Time: 4:30 - 8:30pm (dinner included)</li> <li>• Where: Seattle Asian Art Museum</li> </ul>	
<b>IX. Public Comment</b>	<b>5:45 PM</b>
<b>X. Executive Session</b>	
<b>XI. Adjournment</b>	<b>5:50 PM</b>



## 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

**Staff Present:** Ryleigh Brimhall, Shawntasha 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-termining 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**





## **KUOW, EXEC Committee February 8 Meeting RSVP REQUIRED**

KUOW

Thursday, February 8, 2024 at 4:30 PM PST to 6:00 PM PST

### **Agenda**

#### **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**

Reviewing Committee Workplans

##### **D. Invitation for Additional Topics**

##### **E. Approval of Nov 2nd Executive Committee Meeting Minutes**

#### **II. Committee Business**

**4:35 PM**

Committee Summaries

Committee Workplans

##### **A. Governance Committee**

Missing COI Forms as of 1/31

- Wassef
- Michelle
- Chris

##### **1. Jan 11th Draft Minutes**

##### **2. Exhibits**

##### **B. Finance & Audit**

BDO Audit Presentation

Form 990

##### **1. Jan 18th Draft Minutes**

**2. Exhibits**

**C. Reach & Resource**

**1. Jan 25th Draft Minutes**

**2. Exhibits**

**D. Diversity, Equity, and Inclusion**

**1. Feb 1st Draft Minutes**

**2. Exhibits**

**E. Executive Committee**

**1. UW Foundation**

Presenters: Heidi de Laubenfels, Christopher Jay

**III. Annual Board Retreat**

Presenters: Heidi de Laubenfels, Karen Hirsch

What support from the Executive Committee is needed for the Board Retreat?

**IV. FY25 Recruitment**

Public Recruitment Strategy

**V. Station Business**

**A. UUR Dashboard**

Presenter: Kerry Swanson

**5:20 PM**

**B. December Financial Summary**

Presenter: Caryn Mathes

**5:40 PM**

January's financials aren't ready for review.

**C. Racial Equity Team Update**

Presenter: Fieta Robinson

**5:45 PM**

**VI. Additional Topics**

**VII. Upcoming Meetings**

**Board Mtg In-Person**

- Thurs. Feb 22
  - 4:30 - 6:30PM

**DEI**

- Thurs. Mar 7
  - 3:30 - 5:00PM

**GOV**

- Thurs. Mar 14
  - 3:00 -4:30PM

## **R&R**

- Thurs. Mar 21
  - 3:30 - 5:00PM

## **VIII. Public Comment**

**5:50 PM**

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

- **Topic: Officer Evaluation**

## **X. Adjournment**

**5:55 PM**



## APPROVED KUOW, EXEC Committee February 8 Meeting Minutes

KUOW – Virtual & In-Person | FEB 8, 2024 at 4:30 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, Randy Hodgins, Christopher Jay, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Claire O'Donnell

**Members Absent:** Raina Wagner, Ian Warner

**Staff Present:** 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 4:31 pm.
  - a. Invitation to Disclose Possible Conflicts of Interest
    - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
  - b. Board Engagement Through an Equity Perspective
    - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centered on equity at the committee meeting and in discussion.
  - c. Overview of Meeting Purpose
    - i. Mr. McGovern gave an overview of the meeting's purpose, including reviewing the committee workplans.
  - d. Invitation for Additional Topics
    - i. Mr. McGovern asked the Committee for additional topics, and none were expressed.
  - e. Approval of the Executive Committee Meeting Minutes
    - i. Mr. McGovern called for a motion to approve the November 2<sup>nd</sup> meeting minutes.
    - ii. **Motion** moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With no objections, the meeting minutes were approved
- II. Committee Business | Mr. McGovern had the Committee review the February Committee Summaries and took time to ask questions and make decisions. Summaries are listed in order of Committee meetings.
  - a. Governance Committee (GOV) Summary
    - i. The Governance Committee welcomed new members and reviewed meeting purposes. They reviewed and made edits to the 2024 Committee Work Plan and potential action this year with changes to bylaws and member recruitment.
  - b. Diversity, Equity, and Inclusion (DEI) Summary
    - i. The DEI Committee welcomed new members, reviewed foundational documents, and discussed the work plan.



c. Finance & Audit (FIN) Summary

- i. The Finance Committee received the Bernstein Annual Report and Q4/2023 Final and a report by Bernstein of their attempt to find comparables for ESG funds. Still, Bernstein said that every fund has different definitions of ESG and that there is no industry standard around ESG.
- ii. They also received the initial draft format of the FY2024 budget from KUOW. Many questions, but tabled for now until the process is further along. The committee reviewed the work plan for FY2024.

d. Reach & Resource (R&R) Summary

- i. The Reach & Resource Committee reviewed an update on UUR, which went into some detail, and we plan to do a deeper dive in a future meeting. They also reviewed and discussed the department summaries and the committee workplan—the bulk of the discussion centered around the board engagement plan for 2024.

- e. **UW Foundation Update** | Mr. Jay provided a brief update on transferring the PSPR Board role at UW Foundation to another member, Laura Canate.

III. **Annual Board Retreat** | Ms. de Laubenfels and Ms. Hirsch provided a brief update on the current draft agenda of the 2024 Board Retreat. The Committee discussed Digital Transformation, the Role of the Board, and potential outcomes from the Retreat.

IV. **Station Business** | Mr. Swanson updated the committee on the year-over-year and the year-to-date User, Usage, and Revenue Dashboard. The highlights were that on-air listening was doing well, while website monthly user traffic could have done better than expected. The reasons behind lower-expected monthly user traffic were changes in social media and search engine changes in their algorithm to de-emphasize news. Ms. Mathes provided a brief update on KUOW's December Financials. YTD gross revenue was 10% under budget, and the station had 98 days of operating costs in reserve

V. **Public Comment** | There were no members of the public in attendance virtually or in person, and no public comment was made.

VI. **Adjourn Open Session** | Mr. McGovern adjourned the meeting at 5:45 pm

VII. **Executive Session** | Mr. McGovern called for an Executive Session to have a board officer's discussion. No actions or decisions were made.

VIII. **Adjourn Executive Session** | Mr. McGovern adjourned the meeting at 5:55 pm



## **KUOW, EXEC Committee April 16 Meeting**

KUOW

Tuesday, April 16, 2024 at 4:30 PM PDT to Tuesday, April 16, 2024 at 6:00 PM PDT

### **Agenda**

#### **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 Feb 8th Executive Committee Meeting Minutes**

#### **II. Committee Business**

**4:35 PM**

##### **A. Diversity, Equity, and Inclusion**

###### **1. March 7th Draft Minutes**

###### **2. Exhibits**

##### **B. Governance Committee**

###### **1. March 14th Draft Minutes**

###### **2. Exhibits**

##### **C. Reach & Resource**

###### **1. April 1st Draft Minutes**

###### **2. Exhibits**

##### **D. Finance & Audit**

###### **1. April 11th Draft Minutes**

###### **2. Exhibits**

##### **E. Executive Committee**

#### **III. Approving of the Auditor**

**4:55 PM**

Presenter: Mark Ashida

#### **IV. CEO Assessment Update**

**5:05 PM**

**V. Retreat Update & Summary**

**VI. Station Business**

**A. UUR Dashboard**

Presenters: Caryn Mathes, Kerry Swanson

**5:15 PM**

**B. February Financial Summary**

**5:30 PM**

**C. Racial Equity Team Update**

Presenter: Fieta Robinson

**5:40 PM**

**VII. Additional Topics**

**5:45 PM**

**VIII. Upcoming Meetings**

**Board Mtg In-Person**

- Thurs. Apr 25
  - 4:30-6:30PM

**DEI**

- Thurs. May 2nd
  - 3:30 - 5:00PM

**GOV**

- Thurs. May 9th
  - 3:00 - 4:30PM

**R&R & FIN**

- Thurs. May 23rd
  - 3:30 - 5:00PM

**IX. Public Comment**

**5:50 PM**

**X. Executive Session**

**XI. Adjournment**

**5:55 PM**



# APPROVED KUOW, EXEC Committee Meeting Minutes

KUOW – Virtual & In-Person | Tuesday, April 16, 2024 at 4:30 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, Heidi de Laubenfels, Randy Hodgins, Christopher Jay, Caryn Mathes, Andy McGovern, Claire O’Donnell, Raina Wagner

**Members Absent:** Ian Warner

**Staff Present:** Ryleigh Brimhall, Fieta Robinson, Kerry Swanson

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

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:31pm
  - 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 conflicts of interest. None were expressed.
  - c) Overview of Meeting Purpose
    1. Mr. McGovern gave the Committee time to review the meeting agenda.
  - d) Invitation for Additional Topics
    1. Mr. McGovern welcomed additional topics to be added to the meeting agenda. Ms. Wagner added the topic of FY25 Recruitment to the Executive Session agenda.
  - e) Approval of Feb 8th Executive Committee Meeting Minutes
    1. Mr. McGovern asked for a motion to approve the February 8<sup>th</sup> Meeting Minutes.
    2. Motion was moved by Heidi de Laubenfels and motion was seconded by Mark Ashida. With no objections, the meeting minutes were approved.
- II. **Committee Business** | Mr. McGovern had the Committee read and review the Committee Summaries document and discuss key takeaways from the summaries. Below are the written summaries from the Committee Chairs.
  - a) **Diversity, Equity, and Inclusion** | The Committee had a robust discussion of the national ‘attack’ on DEI and how the Board might position itself in response. We also discussed coordination on those efforts with the Station and RET Team. Planning for DEI Training and improved attendance continued.
  - b) **Governance Committee** | Committee reviewed the workplan and discussed orientation updates for next year. Each Board Buddy reported on their contact(s) with new board members. Discussed recruitment plan and communications related to the roll out of the recruitment tool.

- c) **Reach & Resource** | We reviewed the proposed list of board engagement activities for 2024, which now includes a recommended top three, and then a set of additional activities that are either Board-directed or require staff support (meaning we need some quorum). The committee gave some feedback on how we can make the list more intuitive and clear. We also reviewed the takeaways from the recent staff leadership retreat, and the R&R department summaries to give feedback.
  - d) **Finance & Audit** | We received the quarterly update from Bernstein. First half of the year has been good, but they are forecasting because inflation has been stubborn that the economy will be slow and returns lower. We also approved the Form 990 and it is now forwarded to the full Board for receipt. KUOW presented the financial results with projections for the full year with the results coming in with lower losses than originally projected due to KUOW management tightening expenditures. We then moved to an executive session and had a discussion regarding the budget for next year.
- III. **Approving of the Auditor** | Mr. Ashida presented to the Committee, information regarding a new auditor for the Station, Clifton Larson Allen (CLA). Management at the Station completed a formal request for proposal and presented to the Finance Committee a recommendation to approve CLA as the new auditor. The Finance Committee, reviewed the recommendation, voted, and presented to the recommendation to the Executive Committee to approve. In an interest of time so the auditors could begin their work on the audit, on March 30<sup>th</sup> the Board voted to allow the Executive Committee to approve the auditor as oppose to waiting for a full Board vote at the April 25<sup>th</sup> meeting. Before the vote of the auditor, Ms. Mathes noticed a typo in the written resolution, Mx. Brimhall corrected the typo during the meeting.
  - a) Mr. Ashida called for a motion to approve the auditor.
    - 1. **Motion** was moved by Heidi de Laubenfels and motion was seconded by Mark Ashida. With no objections, the auditor was approved.
- IV. **CEO Assessment Update** | Ms. de Laubenfels updated the Committee that the CEO Assessment would launch on April 17<sup>th</sup>. Ms. Mathes completed her self-evaluation for the Board and in the Executive Session, Ms. Mathes will present insights to her self-evaluation.
- V. **Retreat Update & Summary** | Ms. de Laubenfels forwarded an email to the Committee of the Retreat and feedback summaries from the Retreat faciliator Karen Hirsch. Overall, the feedback of the Retreat was positive and the Retreat Taskforce agreed that meaningful conversation around the purpose of the Board. The Committee did discuss a consideration to make the Board Retreat an in-person only event to support in futher connection.
- VI. **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 and went over the February Financial Summary. Ms. Robinson gave an update on the Racial Equity Team (RET).
  - a) **Users, Usage, and Revenue Dashboard** | Mr. Swanson walked through monthly users and the average broadcast share which showed KUOW to be #1 in the market. The Committee

discussed the boost of visitors to the KUOW.org page in March due to a popular story and how to replicate high interest in other stories. Lastly, in the revenue portion, Mr. Swanson shared that Business Support was performing ahead of their goal, Philanthropy was short of their goal, due to not receiving some key gifts, and Membership was performing well and just short of their goal.

- b) **February Financial Summary** | Mr. Swanson went over financial summary and updated the Committee that similar to what they saw in the dashboard, Membership and Philanthropy were trailing in meeting their revenue goal, while Business Support was a bit above target. Management has been working to mitigate expenses given the shortage on revenue and the Station is still above the 90 days of operation that is mandated by the Board.
- c) **Racial Equity Team Update** | Ms. Robinson updated the Committee on the progress that the RET team has made. The Culture Committee was working on launching the Transforming Organizational Culture Assessment (TOCA) survey, the last TOCA survey was launched in 2022 and the Culture Committee will be looking at the 2022 and 2024 data for insights and recommendations to Management. The Training Committee was working on establishing a partnership with Center for Asian American Media (CAAM).

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

**VIII. 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.

**IX. Adjournment** | Mr. McGovern adjourned the public portion of the meeting to go into Executive Session at 5:22pm.

**X. Executive Session** | Mr. McGovern called for an Executive Session to discuss proprietary information regarding the Station's budget. Mr. McGovern asked for Caryn Mathes, Kerry Swanson, and Fieta Robinson to be present for the discussion. The Executive Session adjourned at 6:02pm.



## KUOW, Joint EXEC & FIN June 6th Meeting

KUOW

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

### Agenda

#### 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

To move the FY25 Capital and Operating Budget to the Full Board for a vote to approve.

##### D. Invitation for Additional Topics

##### E. Approval of April Meeting Minutes

###### 1. April 11th & May 23rd FIN Meeting Minutes

We need a motion and vote from **only** the members of the **Finance Committee**.

###### 2. April 16th EXEC Meeting Minutes

We need a motion and vote from **only** the members of the **Executive Committee**.

#### II. Committee Business

4:35 PM

Committee Summaries

##### A. Diversity, Equity, and Inclusion

###### 1. May 2nd Draft Minutes

###### 2. Exhibits

##### B. Governance Committee

###### 1. May 9th Draft Minutes

##### C. Joint FIN and R&R

###### 1. May 23rd Draft Minutes

###### 2. Exhibits

##### D. Executive Committee

## 1. UW Foundation Update

### III. Station Business

#### A. FY25 Capital & Operating Budget Presentation

4:50 PM

Presenters: Caryn Mathes, Kerry Swanson, Jessica Dial

Presentation = 30 minutes

Q&A = 20 minutes

#### B. UUR Dashboard

5:40 PM

Presenter: Kerry Swanson

#### C. Financial Summary

#### D. Racial Equity Team Update

5:45 PM

Presenter: Fieta Robinson

### IV. Additional Topics

#### A. Items for the Board Meeting Agenda

### V. Upcoming Meetings

#### Board Mtg In-Person

- Thurs. June 27
  - 4:30 - 6:30PM

#### Staff Ice Cream Social @ the Station

- Wednesday, July 24
  - Time: TBD

#### GOV

- Thurs. July 11th
  - 3:00 - 4:30PM
- Tues. Aug 27
  - 3:00 - 4:30PM

#### R&R

- Mon. Aug 5th
  - 3:30 - 5:00PM

#### DEI

- Thurs. Aug 8th
  - 3:30 - 5:00PM

#### FIN



- Thurs. Aug 22nd
  - 3:30 - 5:00PM

**VI. Public Comment**

**5:50 PM**

**VII. Executive Session**

Brief update on the progress of the CEO Assessment.

**VIII. Adjournment**

**5:55 PM**



# APPROVED KUOW, Joint EXEC & FIN Committee Meeting Minutes

KUOW – Virtual & In-Person | Thursday, June 6, 2024 at 4:30 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, David Chan, Irwin Goverman, Randy Hodgins, Christopher Jay, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Claire O'Donnell, Raina Wagner

**Members Absent:** Ian Warner, Sarah Norris Hall

**Staff Present:** Ryleigh Brimhall, Fieta Robinson, Kerry Swanson, Annette Promes, Jessica Dial, Marshall Eisen

**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 conflicts of interest. None were expressed.
  - c) Overview of Meeting Purpose
    1. Mr. McGovern gave the Committee time to review the meeting agenda. The Meeting's purpose was to move the FY25 Capital and Operating Budget to the Full Board for a vote to approve.
  - d) Invitation for Additional Topics
    1. Mr. McGovern asked the Committee for any additional topics for the meeting. No additional topics were added, but in the interest of time, Mr. McGovern changed the order of the meeting, and the FY25 Budget presentation moved up in the agenda ahead of the Committee Updates.
  - e) Approval of Apr 11th & May 23<sup>rd</sup> Finance Committee Meeting Minutes
    1. Mr. Ashida called for a motion to approve the April 11th Finance Committee meeting minutes.
    2. Motion moved by David Landau and motion seconded by David Chan. With no objections, the April 11th Finance Committee meeting minutes were approved.
    3. The Finance decided to table the May 23<sup>rd</sup> FIN/R&R Minutes until the next Finance Committee Meeting.
  - f) Approval of Apr 16th Executive Committee Meeting Minutes
    1. Mr. McGovern called for a motion to approve the April 16th Executive Committee meeting minutes.

2. Motion moved by Mark Ashida and motion seconded by Heidi de Laubenfels. With no objections, the April 16th Executive Committee meeting minutes were approved.

**II. 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 and went over the February Financial Summary. Ms. Robinson gave an update on the Racial Equity Team (RET).

- a) **FY25 Capital & Operating Budget Presentation |** Mr. McGovern had the Committee silently read the Executive Summary for the FY25 Budget Proposal.

Mr. Swanson shared with the Committee a review of the FY24 fiscal year and the proposal for the FY25 budget. KUOW projected that it would fall short of its FY24 income goal.

Revenue from philanthropy and membership had not met targets, and, monetizing digital-first content had proven slower and more challenging than anticipated, necessitating spending adjustments. Despite these efforts, a forecasted \$335,809 deficit remained on top of a \$2.9 million reserve draw approved by the board. This deficit was an improvement from previous forecasts due to continuous updates and adjustments.

To address this, KUOW had reduced projected FY25 operating costs by over \$2 million, primarily through the elimination of 8 staff positions (\$1 million) and cuts in software, services, travel, facilities, and other operational expenses (\$1 million). These reductions were designed to balance the organization's needs while ensuring financial sustainability.

In response to these learnings, the leadership team had identified three main priorities for FY25, aimed to reduce reserve drawdowns and achieve positive net income by FY27:

1. Expand Audience Reach:
  - a. Sustain the core broadcast audience while growing the on-demand, mobile-first listening audience.
  - b. Execute an audience development plan focusing on increasing mobile app downloads and broadcast audience share.
2. Enhance Partnerships:
  - a. Deepen existing partnerships and seek new ones to enhance sustainability, visibility, community impact, innovation, audience engagement, and social consciousness.
  - b. Distribute content produced by independent producers for financially mutual benefit
3. Develop a Cogent and Compelling Case for Support:
  - a. Elevate institutional giving (foundations) and transformational giving (major donors), leveraging KUOW's 75th Anniversary as a milestone opportunity.

The proposed FY25 budget reflected careful financial planning, aimed to reduce the reserve draw from \$2.9 million in FY24 to \$1.1 million. This reduction was part of the strategy to achieve positive net income by FY27. The budget was built on a thorough review of expenses, identifying savings and efficiencies while making necessary reductions in staff and operational costs.

The FY25 budget supported KUOW's Strategic Impact Framework, which focuses on being trusted, accessible, inclusive, and accountable to our communities while ensuring sustainability. Specific budget allocations and strategic initiatives aligned with this framework by creating and delivering content, audience engagement, financial sustainability, and, equity and inclusion.

To ensure alignment with strategic goals and financial sustainability, KUOW would closely monitor key performance indicators (KPIs) such as Audience Goals, Financial Health, Donor Metrics, and Community Engagement.

- b) **Users, Usage, and Revenue Dashboard & Financial Summary** | Since the UUR Dashboard and Financial Summary were highlighted in the FY25 Budget, there was no separate update.
- c) **Racial Equity Team Update** | Ms. Robinson gave a brief Racial Equity Team meeting to the Committee. The Culture Committee hosted a cultural event on June 17th for Juneteenth.

**III. Committee Business** | Mr. McGovern had the Committee read and review the Committee Summaries document and discuss key takeaways from the summaries. Below are the written summaries from the Committee Chairs.

- a) **Diversity, Equity, and Inclusion** | The DEI Committee held a good discussion about how to update board norms, including using a portion or all of DEI training for a norms workshop. The idea stemmed, in part, from the DEI training survey results that demonstrated that a 3 hour time commitment for DEI training is not feasible for the majority of the board.
- b) **Governance Committee** | The Governance Committee discussed the recruitment communication plan, including Chair reach out to former applicants, and the need for an informational survey of current board members.
- c) **Joint FIN and Reach & Resource** | Ms. Dial provided a brief Form 990 Update. Form 990 was completed and the approval of the public disclosure version on the KUOW Website. Mr. Alexander introduced Relationship-Based Giving and the KUOW Philanthropy Department. Mr. Albertson presented the Philanthropy Operating Principles and Engagement Methodology. Ms. Brimhall provided a brief update on the progress of the Engagement Form. Mr. Swanson provided a detailed look at the FY24 Year End Report & FY25 Budget Presentation.
- d) **UW Foundation** | Clyde and Sherrelle Walker were recognized as the 2024 Gates Volunteer Service Award recipients at the UW Recognition Gala on September 13. Both currently serve on the UWFB.

College of Engineering researchers presented on advancing disability inclusion with the Center for Research and Education on Accessible Technology & Experiences.

UW Foundation acknowledged the recent passing of Don E. Petersen, who helped establish the UW Foundation Board and co-lead the University's first campaign. Also celebrated the life and legacy of Nancy Evans with the NextGen Civil Leaders Corps, head of four featured speakers from the Evans School, three students, and Dean Jodi Sandfort.

Institutional updates shared, including:

1. FY25 Legislative session preview:
  - a. The operating budget asks for prioritizing \$2.5M for the UW School of Dentistry RIDE program, \$330K to ensure permanent funding for the Allen School of Computer Science Startup program, and a one-time UW Medicine training safety net and medical training support.
  - b. Capital asks for \$5M to modernize Chemical Sciences and Bagley Hall and \$48.9M for campus decarbonization projects.
2. Husky Giving Day Updates: \$1.9M raised in one day.
3. UWFB Form 990 submitted.

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

**a) Items for the Board Meeting Agenda**

1. The Committee decided to bring the FY25 Budget Presentation to the Full Board meeting.

**V. Public Comment |** Mr. McGovern asked if any members of the public were in attendance, either virtually or in person, to make public comments. There were no members of the public, and no public comment was made.

**VI. Adjournment of Open Session |** Mr. McGovern adjourned the public portion of the meeting to go into Executive Session at 5:47 pm.

**VII. Executive Session |** Mr. McGovern called for an Executive Session to discuss proprietary information regarding the CEO's Assessment. Mr. McGovern asked for Caryn Mathes and Kerry Swanson to be present for the discussion.

**VIII. Adjournment of Executive Session |** Mr. McGovern adjourned the Executive Session at 5:XX pm.