

ANNUAL MEETING OF THE
 PUGET SOUND PUBLIC RADIO
 BOARD OF DIRECTORS
 THURSDAY, NOVEMBER 19, 2020
 4:00 PM - 7:00 PM MEETING

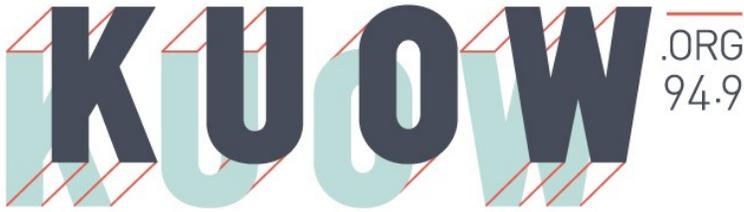
Location: Virtual Zoom Meeting: Please register in advance using the link below.

<https://washington.zoom.us/meeting/register/tJ0pfu2vqjMqE9OkekxMwgw1KOL-krXnctt>

After registering, you will receive a confirmation email containing information about joining the meeting.

5 mins	E. Executive Committee <ul style="list-style-type: none"> - 2021 Board and Committee Meeting Dates - 2021 PSPR Board Roster - 2021 Work Plan 	Exhibit 11a-d	Heidi de Laubenfels
4:45-5:10	7. Recognition of Retiring & Resigning Board Directors	Exhibit 12a-b	Heidi de Laubenfels
	<ul style="list-style-type: none"> ➤ Indranil Ghosh ➤ Paul Butler ➤ Demetria Elmore ➤ Aaron Rocke ➤ Erika Nesholm 		Caryn Mathes Colleen Echohawk Mark Ashida Irwin Goverman Virginia Anderson
5:10-5:15	5 MIN BREAK		
5:15-6:50	8. State of the Station & Presentations	Exhibits 13-16	
10 min	A. GM/President’s Station Report	Exhibit 13	Caryn Mathes
25 min	B. What's Changed in 2020	Exhibit 14	Jennifer Strachan
25 min	C. Total Audience 2020	Exhibit 14	Arvid Hokanson & Brendan Sweeney
5 min	6:15 – 6:20 (5 BREAK)		
15 min	D. 2020 Revenue Insights	Exhibit 15	Stewart Meyer & Michaela Gianotti
15 min	E. 2020 Marketing Shifts	Exhibit 15	Michaela Gianotti
6:50– 6:55	9. Board Recognition to Marcie Sillman		Heidi de Laubenfels
6:55	10. Public Comment		Heidi de Laubenfels
7:00	11. Adjourn		Heidi de Laubenfels

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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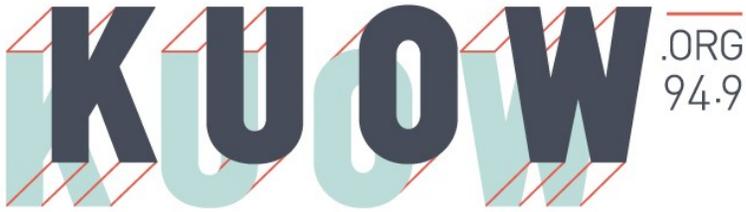
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Supporting Documents

- Exhibit 1 9/24 PSPR Board Meeting Minutes
- Exhibit 2a FY20 Audited Financial Statement Presentation – BDO LLC
- Exhibit 2b FY20 Audited Financial Statement
- Exhibit 3 2021 D/O Insurance
- Exhibit 4 Board of Director’s Norms
- Exhibit 5a 2021 Community Director Re-Elections
- Exhibit 5b Board Officer Nomination
- Exhibit 5c Resolution to Elect 2021 Board Officers
- Exhibit 5d Recommendations of 2021 Board Committee Members
- Exhibit 5e Resolution to Elect 2021 Board Committee Members
- Exhibit 6 2021 Community Directors Nominees to Board Members & Bios
- Exhibit 7a 10/7 & 10/27 Governance Committee Minutes
- Exhibit 7b Board Orientation & DEI Training Expectations
- Exhibit 7c GOV Workplan
- Exhibit 8a 10/21 Development Committee Minutes
- Exhibit 8b DEV Workplan
- Exhibit 9a 10/01 Strategic Planning Committee Minutes
- Exhibit 9b SROI Presentation & SIF Plan
- Exhibit 10a 10/27 Finance & Audit Committee Minutes
- Exhibit 10b Investment Policy Statement
- Exhibit 10c 3rd Quarterly Investment Report
- Exhibit 10d FIN & FISC Workplan
- Exhibit 11a 11/04 Executive Committee Minutes
- Exhibit 11b 2021 Board and Committee Meeting Calendar & Board Roster
- Exhibit 11c 2021 PSPR Board Roster
- Exhibit 11d EXE Workplan
- Exhibit 12 Retiring Board Member Resolutions
- Exhibit 13 YTD Financials and Cash Navigation
- Exhibit 14 Content Update & Total Audience 2020
- Exhibit 15 Business Support & Development YTD Update
- Exhibit 15 2020 Marketing Shifts

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APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS MEETING Thursday, November 19, 2020 4:00 P.M. – 7:00 P.M.

Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on November 19, 2020 at 4:00 PM via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Vivian Phillips, Indranil Ghosh, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Goverman, Randy Hodgins, Sharon Kioko, Shauna Causey, David Roberts, Liam Lavery, Virginia Anderson, Lisa Nitze, Mark Ashida, Paul Butler, Caryn Mathes (President & CEO), Colleen Echohawk, Nicholas Patrick, Wassef Haroun, Demetria Elmore, Aaron Rocke, and Robert W Palmatier

GUESTS: Claire O'Donnell and Connie Kravas

ALSO ATTENDING: (KUOW Staff) Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Arvid Hokanson, Brendan Sweeney, Jennifer Strachan, Melissa Laird, Hollie Seiler and Aimee White

ABSENT: Caitlin Duffy, Ian Warner and Erika Nesholm

I. MEETING CALLED TO ORDER

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:00 pm. She invited attending members, staff and guests to introduce themselves.

Ms. de Laubenfels asked directors to disclose any conflicts of interest. There were none.

II. BOARD BUSINESS

Approval of Consent Agenda

Ms. de Laubenfels called for a motion to pass the consent agenda. A motion was duly made by Ms. Anderson and seconded by Mr. Rocke. With no objections, the Board approved the consent agenda as presented. Ms. de Laubenfels welcomed the new directors to the meeting.

Election and Re-election of Community Board Members

In accordance with Article III, Section 8 of the Bylaws amended as of November 2, 2018; the following individuals are hereby elected to the serve as Community Directors of the PSPR Board for a three-year term ending in 2023.

- Connie Kravas
- Claire O'Donnell

III. In accordance with Article III, Section 8 of the Bylaws amended as of November 2, 2018, the following individuals are hereby re-elected to the serve as Community Directors of the PSPR Board for another three-year term ending in 2023.

- Caitlin Duffy
- Christopher Jay
- Colleen Echohawk
- David Roberts
- Filiz Efe McKinney
- Heidi de Laubenfels
- Vivian Phillips



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Election of 2020 Board Officers and Committee Chairs

As recommended by the Governance Committee, and in accordance with Article IV, Section 6 of the Bylaws amended as of November 2, 2018, the PSPR Board of Directors approved the appointment the following directors to serve as Board officers and committee chairs for a one-year term expiring in 2021 at the annual meeting or until their successor is elected and qualified:

Executive Committee

- | | |
|---|---|
| 1. Heidi de Laubenfels, Board Chair** | 8. Virginia Anderson, Development Vice Chair* |
| 2. Christopher Jay, Board Vice Chair & FISC Chair** | 9. David Landau, Governance Chair* |
| 3. Andy McGovern, Secretary & SPC Chair** | 10. Irwin Goverman, Governance Vice Chair & SPC Vice Chair* |
| 4. Sharon Kioko, Treasurer & Finance Chair** | 11. Randy Hodgins, UW Licensee Director* |
| 5. Mark Ashida, Immediate Past Chair** | 12. Caryn Mathes, President |
| 6. Jon Schorr, Finance Vice Chair* | |
| 7. Filiz Efe McKinney, Development Chair* | |

PSPR 2020 Committees and Appointed Members

The following individuals are hereby appointed to serve as voting members of the PSPR Board Committee(s) for a one-year term ending in November 2021 or until their successor is elected and qualified:

Finance & Audit Committee

- Sharon Kioko, Chair
- Jon Schorr, Vice Chair
- Christopher Jay
- Liam Lavery
- Randy Hodgins

FIN, Investment Subcommittee

- Christopher Jay, Chair
- Jon Schorr
- Liam Lavery
- Sharon Kioko

Governance Committee

- David Landau, Chair
- Irwin Goverman, Vice Chair
- Colleen Echohawk
- Connie Kravas
- David Roberts
- Filiz Efe McKinney
- Ian Warner
- Sharon Kioko

GOV, DEI & Recruitment Subcommittee

- Connie Kravas, Chair
- Colleen Echohawk
- David Roberts
- Filiz Efe McKinney
- Ian Warner

Strategic Planning Committee

- Andy McGovern, Chair
- Irwin Goverman, Vice Chair
- Claire O’Donnell
- Lisa Nitze
- Mark Ashida
- Nicholas Patrick
- Robert Palmatier
- Shauna Causey
- Wassef Haroun

Development Committee

- Filiz Efe McKinney, Chair
- Virginia Anderson, Vice Chair
- Caitlin Duffy
- Vivian Phillips
- Connie Kravas
- Lisa Nitze



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IV. COMMITTEE REPORTS

Governance Committee

Ms. Kioko presented the agenda for Board orientation and DEI training in December. Mr. Landau highlighted restructured Governance documents and the FY21 Governance work plan, including implementation of the Board Recruitment Subcommittee.

Development Committee

Ms. McKinney gave an overview of the FY21 Development work plan. The work plan included a continued focus on strategy and finding ways for the Development Committee to support staff in their fundraising and community engagement efforts.

Strategic Planning Committee (SPC)

Mr. McGovern presented on the FY21 SPC work plan and the Strategic Impact Framework. Strategic Impact Framework highlights included a “north star” statement and six strategic outcomes.

Finance Committee

Mr. Schorr presented the amendments made to the Investment Statement Policy (ISP). He then requested the full Board approve the amended ISP as submitted. Ms. de Laubenfels made a motion to approve the amended ISP, Mr. Lavery seconded the motion; the amended ISP was unanimously approved by the Board. Mr. Schorr presented the work of transitioning 50% of the KUOW Investment Portfolio to Socially Responsible Investing. Mr. Jay provided an update on the current state of the U.S. economy and the investment markets, as well as the status of KUOW’s current investment portfolio. Ms. Kioko presented the results of the financial audit for FY20. The financial audit received an unmodified, or “clean” opinion with no adjustments or management letter for this year.

Executive Committee

Ms. de Laubenfels highlighted the FY21 KUOW PSPR Board calendar and consolidation of committee work plans.

V. RECOGNITION OF RETIRING & RESIGNING DIRECTORS

Ms. Mathes, Ms. de Laubenfels and fellow directors expressed their appreciation for the retiring board director, Indranil Ghosh, and the resigning board directors, Paul Butler, Demetria Elmore, Aaron Rocke and Erika Nesholm, acknowledging their service, commitment and contribution to KUOW and the PSPR Board.

VI. STATE OF THE STATION & PRESENTATIONS

Topline Dashboard

Ms. Mathes highlighted the effects of COVID- 19 on the KUOW staff and leadership team, and provided a brief YTD FY21 update on the station’s financials.



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What's Changed in 2020?

Ms. Strachan presented a review of newsroom content trends and the outcomes of 2020. The content team produced a new podcast, Seattle Now, as well as a pandemic news blog and coverage of racial equity activism and election news.

Total Audience 2020

Mr. Hokanson presented on audience consumption trends. Audience had trended away from broadcast news to more digital news. The drive time audience had transitioned to the afternoon slot from the morning since the pandemic. There was a trend for younger (<45 years old) audience surpassing older (55+) audience in listening. With a lot of the population working from home, fewer people were commuting to work and more people were streaming digitally from home.

2020 Revenue Insights & Marketing Shifts

Mr. Meyer presented an overview of changes that were made in 2020. The COVID-19 pandemic and state-mandated quarantine affected how marketing, events and development worked in 2020. A majority of KUOW staff members did their work virtually. The growing trend in streaming digital content caused an increase in digital giving. Business Support and Major Gifts saw a decrease in donations.

VII. BOARD RECOGNITION TO MARCIE SILLMAN

Ms. Mathes, Ms. de Laubenfels and fellow directors expressed their appreciation for the retiring KUOW Arts Reporter, Marcie Sillman, acknowledging her 35 years of service, commitment and contributions to KUOW.

VIII. ADJOURNMENT

There being no further business, Ms. de Laubenfels adjourned the PSPR Board meeting at 6:57 PM. *The next meeting of the Board will take place on Thursday, February 25, 2021.*

Respectfully submitted,
Andy McGovern, Secretary