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/tJ0pfu2vqjMqE9OkekxMwqgw1KOL-krXnctt
After registering, you will receive a confirmation email containing information about joining the meeting.

AGENDA

4:00 – 4:05  1. Call to Order, Welcome & Introductions
             (Action)
                2. Invitation to Disclose Possible Conflicts of Interest

Heidi de Laubenfels

3. Consent Agenda
   - Approval of September 24, 2020 Board Mtg Minutes
   - Approval of the FY20 Audited Financials
   - Approval of D/O Liability Insurance Coverage
   - Approval of the Board Norms
   - Approval of 2021 Board Directors, Officers and Committee Members
     • Resolution to Re-elect Community Board Directors
     • Resolution to Elect 2021 Board Officers
     • Approval of 2021 Committee Members

Exhibit 1
Exhibit 2a-b
Exhibit 3
Exhibit 4
Exhibit 5a-5e

4:05-4:10  4. 2021 Election of Community Board Directors
            (ACTION)

Heidi de Laubendels

➢ Election of New Community Board Directors
              • Prospective Bios
              • Resolution for 2021 Community Board Directors

Exhibit 6
Exhibit 6a-6c

4:10 – 4:15  5. Welcome to New Directors & Introduction

4:15- 4:45  6. Committee Reports & Work Plans

Exhibits 7-11

Heidi de Laubenfels

A. Governance Committee
   - Board Orientation & DEI Training Expectations
   - 2021 Work Plan

5 mins

Exhibit 7a-c
Sharon Kioko
Virginia Anderson
David Landau

B. Development Committee
   - MG Donor Review
   - 2021 Work Plan

5 mins

Exhibit 8a-b
Filiz Efe McKinney

C. Strategic Planning Committee
   - Strategic Framework & North star Update
   - 2021 Work Plan

5 mins

Exhibit 9a-c
Irwin Goverman
Andy McGovern
Sharon Kioko

D. Finance & Audit / FISC
   - Investment Policy Statement
   - 3rd Quarterly Investment Report
   - 2021 Work Plans

10 mins

Exhibit 10a-d
Jon Schorr
Christopher Jay
Sharon Kioko

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

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
1. Sharon Kioko, Chair
2. Jon Schorr, Vice Chair
3. Christopher Jay
4. Liam Lavery
5. Randy Hodgins

FIN, Investment Subcommittee
1. Christopher Jay, Chair
2. Jon Schorr
3. Liam Lavery
4. Sharon Kioko

Governance Committee
1. David Landau, Chair
2. Irwin Goverman, Vice Chair
3. Colleen Echowhawk
4. Connie Kravas
5. David Roberts
6. Filiz Efe McKinney
7. Ian Warner
8. Sharon Kioko

GOV, DEI & Recruitment Subcommittee
1. Connie Kravas, Chair
2. Colleen Echowhawk
3. David Roberts
4. Filiz Efe McKinney
5. Ian Warner

Strategic Planning Committee
1. Andy McGovern, Chair
2. Irwin Goverman, Vice Chair
3. Claire O’Donnell
4. Lisa Nitze
5. Mark Ashida
6. Nicholas Patrick
7. Robert Palmatier
8. Shauna Causey
9. Wassef Haroun

Development Committee
1. Filiz Efe McKinney, Chair
2. Virginia Anderson, Vice Chair
3. Caitlin Duffy
4. Vivian Phillips
5. Connie Kravas
6. Lisa Nitze
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.
**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.

VI. **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