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MEETING AGENDA

Meeting Objectives

- Advance Board retreat planning
- Formally correct Executive Committee membership
- Have robust discussion about Board engagement with KUOW supporters
- Monitor KUOW's financial performance

Discussion Questions

- *What tools will help us broaden support for KUOW?*
- *Are we missing anything regarding financial governance?*
- *What are we willing to invest in "ahead of the curve?"*

Topics of Discussion

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda	Exhibit 0	Pg1-X	
(ACTION)	E. Approval of February 25, 2020 Board of Directors Annual Meeting Minutes	Exhibit 1	PgX-X	
4:35 – 5:20 PM	2. Committee Business & Updates			
(4:35-5:00)	a. Governance Committee Update	Exhibit 2		David Landau
	➤ March 6, 2021 Meeting Minutes	2a	PgX-X	
	➤ April 9, 2021 Meeting Minutes	2b	PgX-X	
(ACTION)	➤ Resolution Approving Interim Treasurer, Finance Chair, & Committee Assignment	2c	PgX-X	
	➤ Annual Board Retreat			
	• Purpose	2d	PgX-X	
	• Agenda	2e	PgX-X	
	➤ Board Surveys			
	• Biennial Board Assessment Survey (June 2021)			
	• Board Profile Update (September 2021)			
	➤ Governance Recruitment Subcommittee Update			Connie Kravas
	• Update on the Process			
	• Timeline			
	• Current Criteria			
	➤ Board DEI Training Update	2f	PgX-X	Ian Warner

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.



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING
THURSDAY, APRIL 29, 2021
4:30 PM – 6:30 PM**

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MEETING AGENDA

(5:00-5:30)	b. Development Committee Update <ul style="list-style-type: none"> ➤ March 17, 2021 Minutes ➤ UW Foundation Update ➤ Welcome new Staff Member ➤ Board Discussion on Funding Priorities <ul style="list-style-type: none"> • Breakout Room Discussion and Feedback 	Exhibit 3 3a 3b 3c	PgX-X PgX-X PgX-X	Filiz Efe McKinney Vivian Phillips Stewart Meyer
(5:30-5:50)	c. Finance Committee & FISC Update <ul style="list-style-type: none"> ➤ April 13, 2021 Meeting Minutes ➤ April 22, 2021 Meeting Minutes ➤ Financial Deep Dive highlights ➤ FY 2021 YTD Financials <ul style="list-style-type: none"> • Cash Flow Navigation • Dashboard Report ➤ Form 990 ➤ FISC Investment Update 	Exhibit 4 4a 4b 4c 4d 4e 4f 4g	PgX-X PgX-X PgX-X PgX-X PgX-X PgX-X	Jon Schorr & Christopher Jay Jon Schorr Caryn Mathes Janice McKenna Christopher Jay
(5:50-6:00)	d. Strategic Planning Committee Update <ul style="list-style-type: none"> ➤ March 22, 2021 Meeting Minutes ➤ Report on Committee Business ➤ SIF Update 	Exhibit 5 5a 5b	PgX-X Pg X-x	Andy McGovern Caryn Mathes
6:00 – 6:10 PM	3. Station Business & Updates <ul style="list-style-type: none"> ➤ Station Operations <ul style="list-style-type: none"> • WFH UW Update/Reminder • FY22 Budget Planning Update 	Exhibit 6 6a	Pg X-x	Caryn Mathes
6:10- 6:20 PM	4. Executive Committee Business & Updates <ul style="list-style-type: none"> ➤ April 22, 2021 Meeting Minutes ➤ Update on CEO Annual Evaluation (End April 2021) ➤ Authorization of Emergency Security Expenditure ➤ Other Business 	Exhibit 7 7a 7b 7c	Pgx-x Pgx-x PgX-x	Heidi de Laubenfels Christopher Jay & Andy McGovern Heidi de Laubenfels
6:20-6:25 PM	5. Other Business/Public Comment			Heidi de Laubenfels
6:25PM	6. Open Session Adjourn			Heidi de Laubenfels
6:25– 6:30 PM	7. Executive Session			Heidi de Laubenfels
6:30 PM	8. Executive Session Adjourn			Heidi de Laubenfels

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MEETING AGENDA

Next Board Committee Meetings

May

Wednesday, May 19: Development

Thursday, May 27: JOINT SPC/FIN, 1st Budget Hearing

June

Tuesday, June 1: Governance Committee

Thursday, June 10: JOINT EXEC/FIN, 2nd Budget Hearing

PSPR Full Board Meetings

May

Saturday, May 15th: Annual Board Retreat

June

Thursday, June 24: Board of Directors, 4:30 – 6:30 PM

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**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
APRIL 29, 2021 MEETING
4:30 p.m. – 6:30 p.m.**

APPROVED MINUTES

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 April 29, 2021 at 4:30 PM via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Christopher Jay (Vice Chair), Andy McGovern (Secretary), Jon Schorr (Treasurer), Caryn Mathes (President & CEO), Filiz Efe McKinney, David Landau, Irwin Goverman, Claire O’Donnell, Shauna Causey, Randy Hodgins, Liam Lavery, Wassef Haroun, Connie Kravas, Lisa Nitze, Mark Ashida, Ian Warner and Robert Palmatier

ABSENT: Caitlin Duffy, Nicholas Patrick, Sharon Kioko, Virginia Anderson, Vivian Phillips and David Roberts

ALSO ATTENDING: (KUOW Staff) Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Jennifer Strachan, Hollie Seiler, Melissa Laird, Steve Alexander, Esmey Jimenez, Paige Browning, Kate Walters, Guy Nelson, Megan Farmer and John Ryan

(Members of the Public) Davis Powell (SAG-AFTRA)

I. **Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

Approval of Minutes

Ms. de Laubenfels called for a motion to approve the February 25, 2021 Board of Directors Meeting minutes. Mr. Goverman moved, and Mr. Landau seconded. With no objections, the Board approved the minutes as presented.

II. **Committee Reports**

Governance Committee

Ms. de Laubenfels called for a motion to approve the “Election and Confirmation of the Appointment of Certain Officers, Committee Chairs and Committee Members to Fill Vacancies Resolution of the Board of Directors 2021”. Mr. Schorr moved, and Mr. Haroun seconded. With no objections, the Board approved the resolution as presented.

Mr. Landau provided an update on the Annual Board Retreat, scheduled for Saturday May 15, 2021. Mr. Landau spoke about the Biennial Board Assessment Survey, which will go out in June. In September, a questionnaire will be sent out to gauge interest in Committee and Leadership assignments. Ms. McKinney spoke to the differences between the two surveys.

Ms. Kravas spoke on her current plan and goals for the Board Recruitment Subcommittee. She detailed the process by which the subcommittee will select 4 potential new board directors from the list of candidates, intended to be elected at the September 23, 2021 Board meeting.

Mr. Warner provided an update on the upcoming Board DEI training, scheduled for Thursday July 15, 2021.

Development Committee

Ms. McKinney provided an update on the Development Committee. The KUOW Membership and Major Gifts surpassed their Q3 goals, and Business Support ended slightly below. There was a brief overview of the Emeritus Board meeting, which focused on KUOW funding priorities.

Mr. Meyer introduced KUOW's new Director of Philanthropy, Steve Alexander. Mr. Meyer provided drafts of Messaging Frameworks for Major Gifts and fundraising and invited board members to review and comment on them. Board members formed breakout groups to discuss the four (4) cases provided.

FISC/Financial Committee

Mr. Schorr provided highlights on the Financial Deep Dive report. Gross revenues in Q3 have increased and are up 1.5% over last year. YTD operating expenses are below budget, and net from operations, at \$490K, are better than budget. Major Gifts in 2021 will exceed all of 2020 revenue. Membership is on target to meet their goal.

YTD Financials & Cash Flow

Ms. Mathes presented the YTD financials and cash flow. Total net revenue is 10.5% above budget and is 83% of the way toward the total net revenue goal of the year. Ms. Mathes discussed job vacancies at KUOW, and the difficulties in hiring during a pandemic.

FISC Investment

Mr. Jay provided an Investment portfolio update. The long-term account and endowment are outperforming reference benchmarks. Small- to mid-CAP stocks are performing better than last year, while tech stocks are performing worse. Overall, the fund is performing well.

Strategic Planning Committee

Ms. Mathes provided an overview of the SIF (Strategic Impact Framework). Final working session with Ms. Nitze scheduled for May 7, 2021. The first FY22 budget hearing will be May 27, with subsequent hearings on June 10 and 24, 2021.

III. Station Business & Updates

Station Operations

Ms. Mathes gave an update on the on-site security personnel that will be starting on May 5. Security measures are also being increased, including security camera placements being increased by 200%. A work-from-home update was also provided. An ad hoc committee will meet to devise a proposed departmental extended telework policy. Current outlook is that office may not get rolling on workplace re-entry until late into the Fall.

IV. Executive Committee Business & Updates

Mr. Jay provided an update on the annual CEO evaluation. The survey was supposed to open today but was delayed a week. Board members will receive an email notification of the survey's availability. Ms. Strachan provided a hiring update on an offer made to hire a new KUOW News Director, Gigi Douban. Current plan is for her start date to be June 1, 2021.

V. Other Business/Public Comment

Public Comment presented by John Ryan, a KUOW employee and SAG-AFTRA shop steward. Mr. Ryan spoke to the fact that KUOW does not offer hazard pay, bonuses, or other rewards to those employees who do their jobs during a pandemic. The union has filed a grievance concerning the removal of the discretionary leave policy.

Public Comment presented by Esmey Jimenez, an Integration Reporter at KUOW. Ms. Jimenez shared Slack messages between herself and some co-workers sent on June 2, 2020, concerning their experience reporting on a protest. Ms. Jimenez noted that she is not seeking additional hazard pay, but for increased appreciation. Paige Browning spoke in support of Mr. Ryan and Ms. Jimenez's comments.

Public Comment presented by Guy Nelson, an Announcer at KUOW. Mr. Nelson spoke to the security issues at the KUOW office that have occurred over the past year, and the acute stress disorder that he and others experienced as a result. Mr. Nelson asks that announcers not be asked to have anything to do with monitoring building security.

VI. **Executive Session and Adjournment**

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:22 PM.

Executive Session Notice

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The next Board of Directors meeting will be taking place virtually on Thursday, June 24, 2021 at 4:30 PM via Zoom.

Respectfully Submitted,
Andy McGovern, Secretary
Fieta Robinson
KUOW PSPR Board Liaison