



## KUOW, EXEC Feb 6th Meeting RSVP REQUIRED

KUOW

Thursday, February 6, 2025 at 3:30 PM PST to 5:00 PM PST

### Agenda

#### I. Welcome & Call to Order

3:30 PM

Presenter: Andy McGovern

Virtual Icebreaker:

menti.com

code: 2519 3203

#### 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 Exec Committee Meeting Minutes

#### II. Committee Business & Workplan Review

3:40 PM

##### A. Governance Committee

2025 Board Attendance

##### 1. Jan 9th Draft Minutes

##### 2. Exhibits

##### B. Finance & Audit Committee

##### 1. Draft Minutes

##### 2. Exhibits

##### C. Reach & Resource Committee

##### 1. Draft Minutes

##### 2. Exhibits

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

##### 1. Exhibits

## **E. Executive Committee**

### **1. UW Foundation Update**

need to find a replacement due to Laura's departure.

### **III. Board Retreat Update**

**4:00 PM**

Presenter: Raina Wagner

### **IV. Station Business**

**4:15 PM**

Presenters: Caryn Mathes, Kerry Swanson

FCC Discussion and Q&A

#### **A. UUR Dashboard Update**

**4:25 PM**

Presenter: Kerry Swanson

#### **B. December Financial Summary**

**4:32 PM**

Presenter: Kerry Swanson

#### **C. KUOW Leadership Retreat Recap**

**4:37 PM**

Presenter: Kerry Swanson

#### **D. Racial Equity Team Update**

**4:42 PM**

Presenter: Fieta Robinson

## **V. Additional Topics**

### **VI. Upcoming Meetings**

### **VII. Public Comment**

**4:52 PM**

### **VIII. 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.

### **IX. Adjournment**

**4:55 PM**



# APPROVED KUOW, EXEC Feb 6th Meeting Minutes

Location: Virtual via Zoom | February 6, 2025 3:30 PM PST

## Attendance

**Members Present:** Gabrielle Nomura Gainor, Randy Hodgins, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Claire O'Donnell, Ian Warner

**Members Absent:** Sarah Norris Hall, Raina Wagner

**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 4:35pm
  - A. Board Engagement Through an Equity Perspective
    - i. Mr. McGovern had the Committee reflect on the prompts that centered equity in the meeting discussion.
  - B. Invitation to Disclose Possible Conflicts of Interest
    - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest and none were express.
  - C. Overview of Meeting Purpose
    - i. Mr. McGovern went over the meeting's purpose which was discussing and review the 2025 Committee Work Plans.
  - D. Invitation for Additional Topics
    - i. Mr. McGovern asked the Committee for any additional topics for discussion and none were expressed.
  - E. Approval of Exec Committee Meeting Minutes
    - i. Mr. McGovern asked the Committee for a motion to approve the November 2024 meeting minutes.
    - ii. **Motion:** The motion was moved by Heidi de Laubenfels and seconded by Randy Hodgins.
- II. **Committee Business & Workplan Review** | Mr. McGovern had the Committee silently review the 2025 Committee Summaries and Committee Work Plans. Afterwards, the Committee had a discussion and Committee chairs took questions. Below are the summaries from each committee.

- A. **Governance Committee** | We walked through our committee's charter and priorities for the year, and the draft work plan. Touched on retreat planning, board recruiting, board surveys (this is a year in which we do our self-assessment, in addition to the annual informational survey), the conflict of interest policy, and possible collaboration with the DEI committee on bylaws updates. Wallace graciously agreed to help us review our D/O insurance coverage this year. We also talked about continuous improvement of director onboarding (including the Board Buddy program, which has kicked off), ideas for increased (while appropriate) director engagement with senior staff, and the need for extra communication in a time of leadership change – both at KUOW and at the UW.
- B. **Finance & Audit Committee** | Reviewed investment portfolio results through December 2024. Discussed long term portfolio balancing options and agreed to table possible changes to increase the long-term portfolio distribution above 70% ESG until our next scheduled discussion of the portfolio strategy in August 2025. Reviewed and approved the FY2024 financial statements o Clean opinion o Significant and characteristically solid leadership and management from the Finance Team, led by Jessica Dial, to complete the audit with a new CPA firm who was learning the station's business o Results show declining cash in alignment with prior and current budget decisions. Reviewed year to date (YTD) actual financial performance through November, on track with budget, slightly ahead of revenue forecast YTD and slightly below expenditure forecast YTD. Committee will begin to pivot toward supporting station management in building its FY26 budget. Preparation for budget build underway, robust participation from the board requested throughout. Continue to monitor federal funding, local giving and impact on the financial health of the station
- C. **Reach & Resource Committee** | We reviewed presentations on the key work and metrics the committee oversees to orient new members, and the plan for board engagement. Due to time, we agreed to review the committee workplan offline. We will utilize last year's survey for previous board members (let us know if anything chnaged) and solicit input from new members on their key interests wrt board engagement via BHive or board members, which will be accompanied by quarterly targeted engagement updates, and better tracking of actual board member engagement. For example, if Board Member X expresses interest in attending events, we would surface events that they could attend on a quarterly basis. We will continue to require and track 100% financial participation from board members.
- D. **Diversity, Equity, and Inclusion Committee** | During a time when Diversity, Equity and Inclusion programs are being gutted across the country, members of the KUOW DEI committee came together virtually for our first meeting of the year. We welcomed new members, Mylene Barizo, Colin Peterson and Karen Kalish, and got to know each other by sharing first NPR memories and what draws each of us to antiracist work. Gabrielle shared a high-level summary of the DEI survey results and we voted to send the Board Shared Agreements (created in 2024 with facilitator Karen Hirsch) to Exec, with the intention that they will replace the Board Norms.

- III. **Voting to Adopt the Team Agreements** | Mr. McGovern led the Committee in a discussion about adopting the Board Team Agreements as a governing document for the Board replacing the Board Norms. The Committee discussed the proposal and how the document's ideal use would be for Board communications and interactions and then went into a vote.
- A. Mr. McGovern called for a motion to approve the Board Team Agreements with minor edits.
  - B. **Motion** was moved by Heidi de Laubenfels and was seconded by Randy Hodgins. With no objections, the Team Agreement were approved and will move to the Full Board for a vote.
- IV. **Board Retreat Update** | Due to Ms. Wagners absence, Ms. de Laubenfels provided the Committee with an update. The Retreat Taskforce is being supported by facilitator Karen Hirsch in collaboration with seven Directors. Ms. de Laubenfels shared that while the Taskforce did not have a formal agenda, they had numerous themes for the retreat to consider and focus in on.
- V. **Station Business** | Mr. McGovern welcomed Mr. Swanson to present to the Committee the Quarterly Update and KUOW's Financial Summary.
- A. **Quarterly Update** | In the Quarterly Update document, Mr. Swanson highlighted Audience Growth and Engagement, Financial Performance, Challenges and Recommendations, and Future Initiatives for Source Tracking. In addition, Mr. Swanson and Ms. Mathes discussed current FCC regulations and informed the Committee that KUOW is currently acting within compliance with the FCC. Mr. Swanson highlighted KUOW's current revenue in comparison to the guardrails the Finance Committee suggested to KUOW's Leadership. Ms. Mathes did share a potential concern in regards to membership growth; however Ms. Mathes also shared that things could still break even due to some potential underspending. Mr. Swanson concluded his discussion with a brief recap of the January Leadership Team retreat. The retreat was facilitated by Karen Hirsch and Mr. Swanson shared that leadership left the retreat with some tangible action items.
  - B. **Racial Equity Team Update** | Due to time, the Committee did not receive the Racial Equity Team update.
- VI. **Public Comment** | Mr. McGovern asked if there were any members of the public in attendance for public comment. There were no members of the public present and no public comment was made.
- VII. **Adjournment** | Mr. McGovern adjourned the public open session of the meeting at 4:36 pm and went into Executive Session to discuss propriety information related to the Station.
- VIII. **Executive Session Adjournment** | Mr. McGovern adjourned the Executive Session at 4:58pm.