



## **KUOW, PSPR September 21 Board Meeting (IN-PERSON) RSVP REQUIRED**

KUOW

Sep 21, 2023 at 4:30 PM PDT to Sep 21, 2023 at 6:30 PM PDT

4518 University Way NE;

### **Agenda**

#### **I. Welcome & Call to Order**

**4:30 PM**

Presenter: Andy McGovern

##### **A. Land Acknowledgement**

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

##### **B. 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?*

##### **C. Meeting Objectives**

- Voting on New Directors
- FY24 GM Goals
- CY24 Committee Structure

##### **D. Invitation to Disclose Possible Conflicts of Interest**

##### **E. Invitation for Additional Agenda Topics**

##### **F. Approval of June 22 Board of Directors Meeting Minutes**

#### **II. Committee Business & Updates**

**4:35 PM**

##### **A. Strategic Planning**

###### **1. Aug 7th Draft Meeting Minutes**

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

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

1. Aug 10th Draft Meeting Minutes	
2. Sept 13 DEI Training Feedback Survey	
3. Exhibits	
C. Reach & Resource	
1. Aug 15th Draft Meeting Minutes	
2. Exhibits	
D. Finance & Investment Subcommittee	
1. Aug 24th Draft Meeting Minutes	
2. Exhibits	
E. Governance	
1. July 11th Approved Meeting Minutes	
2. Exhibits	
F. Executive	
1. UW Foundation Update	
III. Resolutions	4:50 PM
IV. Station Business & Updates	
A. YTD Financials	
B. Tonnage Report	
C. Dashboard Report	
V. UUR Deep Dive w/ Q&A	5:05 PM
VI. Other Business	
VII. Public Comment	5:45 PM
VIII. Open Session Adjournment	5:55 PM
IX. Executive Session	
An Executive Session can be called at any time during the meeting based on the following criteria:	
<ul style="list-style-type: none"> <li>• to consider matters relation to individual employees</li> <li>• proprietary information</li> <li>• litigation</li> <li>• 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 service whenever the premature exposure of such purchase would compromise the business interest of any such organizations.</li> </ul>	
A. GM Goals & Performance Review Discussion	6:00 PM
X. Executive Session Adjournment	



## APPROVED KUOW, PSPR

### September 21 Board Meeting Minutes

KUOW Zoom & In-Person | Sep 21, 2023 at 4:30 PM PDT

In-Person Location: KUOW Station: 4518 University Way NE

Virtual Location: Zoom

#### **Attendance**

**Members Present:** Mark Ashida, Enrique Cerna, Irwin Goverman, Wassef Haroun, Randy Hodgins, David Iyall, Christopher Jay, Sharon Kioko, Connie Kravas, David Landau, Caryn Mathes, Andy McGovern, Michelle Merriweather, Roshni Naidu, Raina Wagner, Ian Warner, Sharon Nyree Williams

**Members Absent:** Carmen Cano, David Chan, Jessie Harris, Heidi de Laubenfels, Filiz Efe McKinney, Claire O'Donnell, Jamie Robinson

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

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

**Members of the Public:** Matt Albertson, Steve Alexander, David Corrado, Gina Kilbridge, Kim Lowe

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:33pm.
  - a. Land Acknowledgement
    - i. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, acknowledging the Indigenous tribes and nations of the Puget Sound area.
  - b. Board Engagement Through an Equity Perspective
    - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centering equity at the Board meeting and in discussion.
  - c. Invitation to Disclose Possible Conflicts of Interest
    - i. Directors were invited to disclose any conflict of interest. There were none.
  - d. Meeting Objectives
    - i. Mr. McGovern went over the meeting purpose which included voting on new Directors, discussing CY24 Committee Structure and Changes, and FY24 GM Goals.
  - e. Invitation to Disclose Possible Conflicts of Interest
    - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
  - f. Invitation for Additional Agenda Topics
    - i. Mr. McGovern asked the Committee for additional topics for the agenda and none were expressed.
  - g. Approval of June 22 Board of Directors Meeting Minutes
    - i. Mr. McGovern called for a motion to approve the June 22nd Board meeting minutes.

- ii. Mr. Landau noticed there was a verb missing to describe the draw on reserves in the budget portion of the June minutes. With that edit in mind, Mr. McGovern called for a motion to approve the June 22<sup>nd</sup> Board meeting minutes.
- iii. **Motion** moved by David Landau and motion seconded by Chris Jay. With no other objections, the meeting minutes were approved.

II. **Committee Business & Updates** | The Committee reviewed the Committee Summaries document and took time for questions and discussion. Summaries are listed in order of Committee meetings. Ms. Mathes gave an overview of the Friends of The Robinson's NPR event. Ms. Mathes noted that the event had great Board turnout and was well attended.

a. Strategic Planning (SPC) Summary

- i. 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. 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 (DEI) Summary

- i. 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 (R&R) Summary

- i. 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

- i. 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 (GOV) Summary

- i. 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.

f. Executive (EXEC) Summary

- i. Exec committee received an update from Irwin on the 2024 board of directors roster, including a finalized list of outgoing directors and a finalized list of incoming nominees. Exec recommends moving the nominees forward to a full board vote. Irwin and Gov committee have also drafted a list of committee chairs and vice chairs and are socializing the list this month. Once confirmed, Andy will finalize the board officers for 2024. Exec committee also continued the discussion about the future of the Strategic Planning committee that had started at the SPC and Governance meetings (see those committee notes above). After a robust discussion, we came to the conclusion that it's likely best to suspend SPC at the end of this calendar year, with a plan (which the board will hear more about at today's meeting) to implement UUR-related deep dives at full board and committee meetings moving forward.

**III. Approval Recommendations |** Mr. Goverman presented two recommendations to the Committee to vote and approve. The recommendations presented were for approval was for the renewal of Board service for four directors and the approval of the 2024 Community directors. At the meeting, this portion was titled Resolutions and the Committee voted on these recommendations as resolutions. After the meeting, David Landau brought this concern forward to the Board Chair, Andy McGovern and Board Liaison Fieta Robinson. The Committee did approve of the recommendations brought forward from the Governance Committee.

**IV. Station Business & Updates |** Ms. Mathes gave an overview of the August Financial Statement Summary. Included in the summary was progress from the revenue generating departments, Philanthropy, Membership, and Business Support on their yearly targets and projection for what is to come in the future.

- V. UUR Deep Dive w/ Q&A** | Mr. Swanson presented the Committee with a new dashboard that emphasizes the measurement of the station in the Users, Usage and Revenue goals created and approved as part of the FY24 Operating and Capital Budget. The dashboard will take place of the presentation of the monthly Dashboard Summary and Tonnage Report. During the presentation The Committee asked questions and specific C-Suite members (Marshall Eisen, Annette Promes, Rami Al-Kabra, and Kerry Swanson) discussed the progress of the their goals and strategic implementation.
- VI. Public Comment** | Mr. McGovern asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was no public comment made.
- VII. Open Session Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 6:14pm and went into Executive Session with Caryn Mathes to discuss priviledged information related to the FY24 GM Goals and Performance.
- VIII. Executive Session Adjournment** | Mr. McGovern adjourned the Executive Session at 6:33pm.



## **KUOW, PSPR Annual Board Meeting**

KUOW

Thursday, November 16, 2023 at 4:15 PM PST to Thursday, November 16, 2023 at 8:00 PM PST

Zoom/ Seattle Asian Art Museum (1400 E Prospect St, Seattle, WA 98112)

### **Agenda**

**Doors Open 4:15 PM** **4:15 PM**

**I. Welcome & Meeting Overview** **4:30 PM**

**A. Meeting Housekeeping**

**B. Announcement of Quorum**

**C. Welcoming New Members**

**D. Gratitude for 2023 Committee Chairs and Welcome to 2024 Committee Chairs**

**E. Land Acknowledgment**

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

**F. 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?*

**G. Conflict of Interest**

**II. Consent Agenda** **4:35 PM**

**A. Approval of Board of Director Meeting Minutes**

**1. September Board of Directors Draft Meeting Minutes**

**B. Approval of 2023 Board Directors, Officers, Re-Election of Member and Committee Structure**

**1. Board Officer Nominations**

**2. Election & Re-election of Members**

3. Appointment of Committee Directors	
C. Approval of the Bylaws	
III. UUR Presentation	4:40 PM
IV. BREAK	5:25 PM
V. Recognition of Retiring & Resigning Board Directors	5:35 PM
A. Sharon Kioko	
B. Connie Kravas	
C. Jessie Harris	
D. Carmen Cano	
VI. Committee Reports	5:45 PM
A. Governance	
1. Draft Meeting Minutes	
2. Exhibits	
B. DEI	
1. Draft Meeting Minutes	
2. Exhibits	
C. SPC	
1. Draft Meeting Minutes	
2. Exhibits	
D. FIN/FISC	
1. Draft Meeting Minutes	
2. Exhibits	
E. R&R	
1. Draft Meeting Minutes	
2. Exhibits	
F. EXEC	
1. Draft Meeting Minutes	
VII. 2023 Audit Timeline Update	6:00 PM
VIII. Board Assessment Survey Presentation	6:05 PM
IX. Public Comment	6:20 PM
X. Closing Remarks	6:25 PM
XI. Adjourn Meeting	
XII. Post Meeting Reception	6:30 PM - 8:00 PM





# APPROVED KUOW, PSPR Annual Board Meeting Minutes

KUOW – Virtual & In-Person | Nov 16, 2023 at 4:15 PM PST

In-Person Location: Seattle Asian Art Museum 1400 E Prospect St, Seattle, WA 98112

Virtual Location: Zoom

## Attendance

**Members Present:** Mark Ashida, Laura Cañate, Gabrielle Nomura Gainor, Irwin Goverman, Sarah Norris Hall, Wassef Haroun, Randy Hodgins, David Iyall, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Filiz Efe McKinney, Michelle Merriweather, Roshni Naidu, Claire O'Donnell, Lucrezia Paxson, Jamie Robinson, Kevin Schofield, Raina Wagner, Ian Warner, Sharon Nyree Williams

**Members Absent:** Enrique Cerna, David Chan, Christopher Jay, David Landau

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

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

**Members of the Public:** Matt Albertson, Gina Kilbridge, Karen Kim, Kim Lowe

- I. **Welcome & Meeting Overview** | Mr. McGovern called the meeting to order at 4:32pm.
  - A. Welcoming New Members
    1. Mr. McGovern welcomed the new Directors ( Sarah Norris Hall, Laura Canate, Kevin Schofield, Lucrezia Paxson, Gabrielle Nourma Gainor) to the Board.
  - B. Gratitude for 2023 Committee Chairs and Welcome to 2024 Committee Chairs
    1. Mr. McGovern expressed thanks to the 2023 Committee Chairs (Irwin Goverman, Claire O'Donnell, Heidi de Laubenfels, Ian Warner, Mark Ashida, and Sharon Kioko) for their 2023 chair service.
  - C. Land Acknowledgment
    1. Mr. McGovern read the Land Acknowledgement.
  - D. Board Engagement Through an Equity Perspective
    1. Mr. McGovern had the Committee reflect on the Board Engagement Equity statements.
  - E. Conflict of Interest
    1. Mr. McGovern asked the Committee to disclose any possible conflicts of interests and none were expressed.
- II. **Consent Agenda** | Mr. McGovern called for a motion to approve the consent agenda with the following components: Approval of September Board of Director Meeting Minutes, Approval of 2023

Board Directors, Officers, Re-Election of Member and Committee Structure (Board Officer Nominations, Election & Re-election of Members, Appointment of Committee Directors) and Approval of the Bylaws. Ms. Wagner presented an overview of the Bylaw changes submitted by the Governance Committee and took questions from the Committee.

- A. Motion was moved by Connie Kravas and seconded by Mark Ashida, without any objections the consent agenda was approved.

III. **Users, Usage, and Revenue (UUR) Presentation** | Due to time constraints, Mr. McGovern moved the UUR presentation ahead of Committee business. Ms. Promes and Mr. Swanson from the station presented to the Committee the KUOW Revenue Model as well as further projections for FY25 and beyond. The model included FY24 revenue goals for Business Support and Donor Engagement (known formerly as the Philanthropy and Membership departments). Lastly, the model displayed areas of uncertainty such as digital audience growth and next steps in refining the revenue model. The Committee asked questions regarding implementation the Station's confidence in their revenue projections.

IV. **Recognition of Retiring & Resigning Board Directors** | Mr. McGovern called for speakers to acknowledge the retiring and resigning Directors.

- A. Ms. Mathes gave recognition and words of appreciation to Sharon Kioko for her years of Board service.
- B. Ms. O'Donnell gave recognition and words of appreciation to Connie Kravas for her years of Board service.
- C. Mr. McGovern gave recognition and words of appreciation to Jessie Harris for his years of Board service.
- D. Ms. de Laubenfels gave recognition and words of appreciation to Carmen Cano for her year of Board service.

V. **Committee Reports** | Mr. McGovern requested the Committee to review the November Committee Summaries document. Summaries are listed in order of Committee meetings and discussion followed the reading of the summaries.

- A. **Governance** | Topics discussed include:
  - 1. Review and confirmation of new board members and re-termining board members

2. Committee leadership and membership recommendations to Exec and Board Chair
  3. Bylaw, policy and process change and update recommendations.
- B. **Diversity, Equity, and Inclusion** | 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** | 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. 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 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 and Audit** | The Finance Committee received an update on the audit plan. The last meeting of the year is reserved for the audit report; however, due to delays in staffing at the station and challenges with the audit service provider, the audit report is not expected until mid-January. The committee received an update on the UUR and financials for July and August. The Committee also discussed the use of the Bernstein Money Market account and moving

excess cash from Bank of America to Bernstein. To manage cash flows, the committee also discussed the value of applying for a line of credit facility with Bank of America.

F. **Reach and Resource** | We had a short committee meeting as most members were unable to attend. We reviewed the proposed updates to the committee charter in view of the SPC going away, and we also discussed progress on the board engagement commitments. We plan to follow up with board members on progress against their commitments and additional opportunities for engagement before EOY.

G. **Executive** | It was great to get together in person; thanks Teasha for the idea and thanks directors for the great in-person turnout. We reviewed the resolutions that went into today's consent agenda (UW director, resigning directors, 2024 officers and committee structure, and bylaw updates). We discussed the audit delay caused by staffing challenges. We had a great discussion about the board survey, a summary of which the board will hear today from Irwin. We thanked Chris for his service as UW Foundation director and discussed options his successor on that board (if you are interested, please talk to Chris or Randy!). And we reviewed the latest data in the UUR dashboard and did some Q&A with Kerry. It was a great way to wrap up the year, and we are looking forward to a great 2024. Thanks to all outgoing and incoming officers, committee chairs, and vice chairs, and BHive for your contributions to Exec.

- VI. **2023 Audit Timeline Update** | Ms. Dial updated the Committee on the status of the 2023 Audit and timeline. Ms. Dial shared that BDO (KUOW's auditor) had draft numbers prepared and overall KUOW had a clean audit. Lastly, Ms. Dial informed the Committee of the upcoming next project with BDO the Form 990.
- VII. **Board Assessment Survey Presentation** | Mr. Goverman presented the findings and conclusions from the BoardSource Assessment. The key components of the Assessment were, people, culture, work, and impact and the scores were on a scale of 0-4, 4 meaning excellent; additionally, the survey had a completion rate of 83% of Directors. During Mr. Goverman's presentation, he highlighted that overall the Board is doing well in regards to strategic planning and financial oversight and areas of growth are continuous Board engagement and furthering the Board's impact.
- VIII. **Public Comment** | Mr. McGovern asked if there were any members of the public and any public comment. There were no public comment made virtually via Zoom or in-person.
- IX. **Adjourn Meeting** | Mr. McGovern adjourned the public portion of the meeting at 6:24pm.



## **EMERGENCY Audit Approval Meeting RSVP Required**

KUOW

Thursday, December 14, 2023 at 8:00 AM PST to Thursday, December 14, 2023 at 8:30 AM PST

### **Agenda**

- |   |                |
|---|----------------|
| <b>I. Welcome and Call to Order</b>                             | <b>8:00 AM</b> |
| <b>A. Invitation to Disclose Possible Conflicts of Interest</b> |                |
| <b>II. Committee Business</b>                                   | <b>8:05 AM</b> |
| <b>A. Approval of Audit</b>                                     |                |
| <b>III. Next Steps &amp; Meeting Topics</b>                     |                |
| <b>IV. Public Comment/ Executive Session</b>                    | <b>8:25 AM</b> |
| <b>V. Adjourn</b>   |                |



# APPROVED Emergency Executive & Board Meeting Minutes

KUOW – Virtual & In-Person | Dec 14, 2023 at 8:00 AM PST

In-Person Location | KUOW Conference Room: 4518 University Way NE Seattle, Wa 98105

Virtual Location | Zoom

## Attendance

**Members Present:** Mark Ashida, Laura Cañate, Gabrielle Nomura Gainor, Wassef Haroun, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Filiz Efe McKinney, Roshni Naidu, Lucrezia Paxson, Jamie Robinson, Kevin Schofield, Raina Wagner

**Members Absent:** Enrique Cerna, David Chan, Irwin Goverman, Sarah Norris Hall, Randy Hodgins, David Iyall, Christopher Jay, Michelle Merriweather, Claire O'Donnell, Ian Warner, Sharon Nyree Williams

**Staff Present:** Ryleigh Brimhall, Shawntasha Crow, Jessica Dial, Fieta Robinson, Kerry Swanson

- I. **Welcome and Call to Order** | Mr. McGovern called the meeting to order at 8:03AM.
  - A. Invitation to Disclose Possible Conflicts of Interest
    1. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
  - B. Overview of Meeting Purpose
    1. Mr. McGovern went over the purpose of the meeting which was to approve the draft audit presented to the Finance Committee by KUOW's auditors BDO.
- II. **Executive Committee Vote** | With quorum established by the Executive Committee, Mr. McGovern had Mr. Ashida provide an overview of the Audit. Mr. Ashida shared with the Committee that KUOW had a clean audit and that BDO did not find any concerns with KUOW's management. With that, Mr. McGovern called for a vote of the Executive Committee to approve the audit.
  - A. **Motion** moved by Heidi de Laubenfels and motion seconded by Raina Wagner. With no objections, the Executive Committee approved the draft audit and move it to the Board for approval.
- III. **Board Vote** | With quorum established for the Full Board Vote, Mr. McGovern had Mr. Ashida provide an overview of the Audit. Mr. Ashida shared with the Committee that KUOW had a clean audit and that BDO did not find any concerns with KUOW's management. With that, Mr. McGovern called for a vote of the Board to approve the audit.
  - A. **Motion** moved by Wassef Haroun and motion seconded by Heidi de Laubenfels. With no objections, the Board approved the draft audit.
- IV. **Public Comment** | There was no members of the public in attendance and no public comment was made virtually or in-person.
- V. **Executive Session** | There was no Executive Session called.
- VI. **Adjourn** | Mr. McGovern adjourned the meeting at 8:19am



## KUOW, PSPR February 22 Board Meeting

KUOW

Thursday, February 22, 2024 at 4:30 PM PST to 6:30 PM PST

### Agenda

#### I. Welcome & Call to Order

4:30 PM

##### A. Land Acknowledgment

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

##### B. 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?*

##### C. Overview of Meeting Objectives

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

##### E. Invitation for Additional Agenda Topics

##### F. Approval of Annual Meeting Minutes

#### II. Farewell Filiz

Presenter: Heidi de Laubenfels

Resolution & Acknowledgement

4:33 PM

#### III. Committee Business

Reviewing Committee Summary and 2024 Workplans

4:38 PM

##### A. Governance

Conflict of Interest Forms are **COMPLETED!**

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

##### 2. Exhibits

##### B. Finance & Audit

1. Jan 18th Draft Minutes
2. Dec 11 Approved Emergency Audit Meeting Minutes
3. 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**

1. Feb 8th Draft Minutes

**IV. UUR Showcase**

**4:58 PM**

Presenters: Marshall Eisen, Brendan Sweeney

Topic: Podcasting

**V. Annual Board Retreat Update**

**5:43 PM**

Presenter: Heidi de Laubenfels

**VI. Station Business**

**A. UUR Dashboard**

In the interest of time, there will not be a formal UUR dashboard presentation and discussion.

**B. Monthly Financials Overview**

**5:53 PM**

Presenter: Caryn Mathes

December & January financials

**C. RET Update**

**5:58 PM**

Presenter: Fieta Robinson

**VII. Additional Topics**

**VIII. Upcoming Meetings**

**IX. Public Comment**

**X. Executive Session**

**6:03 PM**

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.

**XI. Adjournment**

**6:23 PM**





# APPROVED KUOW, PSPR February 22 Board Meeting Minutes

KUOW – Virtual & In-Person | Feb 22, 2024 at 4:30 PM PST

In-Person Location | KUOW Conference Rm 4518 University Way NE

Virtual Location | Zoom

## Attendance

**Members Present:** Mark Ashida, Laura Cañate, Enrique Cerna, David Chan, Gabrielle Nomura Gainor, Irwin Goverman, Sarah Norris Hall, Randy Hodgins, David Iyall, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Filiz Efe McKinney, Michelle Merriweather, Roshni Naidu, Claire O'Donnell, Kevin Schofield, Raina Wagner

**Members Absent:** Wassef Haroun, Christopher Jay, Lucrezia Paxson, Jamie Robinson, Ian Warner, Sharon Nyree Williams

**Staff Present:** Rami Al-Kabra, Ryleigh Brimhall, Shawnteasha Crow, Jessica Dial, Marshall Eisen, Annette Promes, Fieta Robinson, Kerry Swanson, Brendan Sweeney

**Members of the Public:** Matt Albertson, Erika Brown, Kim Lowe

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:30 pm
  - a. Land Acknowledgment
    - i. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, which acknowledges the Indigenous tribes and nations of the Puget Sound area.
  - b. Board Engagement Through An Equity Perspective
    - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centering on equity at the Board meeting and in discussion.
  - c. Overview of Meeting Objectives
    - i. Mr. McGovern gave a brief overview of the agenda.
  - d. Invitation to Disclose Possible Conflicts of Interest
    - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
  - e. Invitation for Additional Agenda Topics
    - i. Mr. McGovern asked the Committee for any additional agenda topics, and none were expressed.
  - f. Approval of Annual Meeting Minutes
    - i. Mr. McGovern called for a motion, and Mr. Ashida seconded to approve the Annual Meeting minutes.
    - ii. **Motion:** With no objections, the Annual meeting minutes were approved.

**II. Board Resignation** | Mr. McGovern welcomed Ms. de Laubenfels to share words of appreciation and acknowledgment of Filiz Efe McKinney for her years of service.

**III. Committee Business**

a. Governance

i. With slight revisions, the Committee approved the 2024 Work Plan. The Committee Chair and Vice Chair will work with B Hive to assign all Board Buddies. The Entire Board completed the annual COI form. The Committee supported the retreat planning task force and the current draft retreat agenda.

b. Finance & Audit

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. The Committee received the initial draft format of the FY25 budget from KUOW. There were many questions, but they were tabled for now until the process goes further. The Committee reviewed the work plan for FY2024.

c. Reach & Resource

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.

d. Diversity, Equity, and Inclusion

i. The DEI Committee welcomed new members, reviewed foundational documents, and discussed the work plan. The committee reviewed KUOW staff agreements and considered similar board ‘agreements’ as a way to update our Board Norms. Also, the committee surveyed the board-related DEI training attendance issues, including potential evening time slots to get better attendance. They discussed potential joint KUOW and Board statements concerning DEI backslide movement. Finally, they discussed the alignment of the KUOW Racial Equity Team and the DEI Committee.

e. Executive

i. The Executive Committee reviewed committee work plans and board retreat planning, both of which would be covered in the February 22<sup>nd</sup> Board Meeting. They agreed to move forward with a pilot targeting the recruitment of one board director for the 2025 class that will be recruited via public (via website) outreach; the Governance Committee and KUOW Board Staff will take this forward. They discussed how to maximize director attendance at the upcoming DEI training; please look for and reply to an upcoming survey on this. They heard updates from UUR, December financials as January wasn't available, and RET.

#### **IV. UUR Showcase**

Mr. Eisen and Mr. Sweeney presented a detailed update on podcasts and what was happening in the newsroom. Mr. Eisen highlighted the Broadcast Data from the Calendar year 2023. From Fall 2022 to Fall 2023, the AQH Share increased by 50 % to 6.9, AQH Persons increased by 38% to 11,700, and the Average Weekly Cume dipped slightly from 280K to 275K. The FY24 UUR Goals were exceeded with the AQH Share and the Weekly Time Spent Listening. Mr. Sweeney provided a breakdown of all the KUOW podcasts, the upcoming staggering release schedules, the projections for the rest of FY 24, and the continuation of the content partnership (Seattle Times, Burke, etc).

#### **V. Annual Board Retreat Update**

Ms. de Laubenfels updated the board briefly on the 2024 Board Annual Retreat. She walked the board through the itinerary for the day.

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

- a. UUR Dashboard | Due to timing, the Committee did not have a formal presentation of the UUR dashboard. In lieu of a discussion, the link to the dashboard was shared on the agenda.
- b. Monthly Financials Overview | Ms. Mathes provided the update on the January and February Monthly Station Financials. The Station was currently at 50% of their active donors giving monthly. On March 21<sup>st</sup>, there was a one-day on-air pledge drive. The Station was under spending against budget at 645K.
- c. RET Update | Ms. Robinson updated on the Racial Equity Team's efforts to determine if the station can or should have on-air land acknowledgments using the Racial Equity Toolkit.

**VII. Public Comment** | Mr. McGovern asked for any members of the public, either virtual or in-person, to make a public comment. No public comments were made.

**VIII. Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 6:03 pm and went into Executive Session.

**IX. Executive Session** | Mr. McGovern called for an Executive Session to discuss personnel, budget, and proprietary matters. No actions or decisions were made. The Executive Session adjourned at 6:50 pm



# APPROVED Emergency Board Meeting Minutes

KUOW – Virtual & In-Person | Mar 30, 2024 at 10:45 AM PST

In-Person Location | UW Intellectual House: 4249 Little Canoe Channel NE, Seattle, WA 98105

Virtual Location | Zoom

## Attendance

**Members Present:** Mark Ashida, Laura Cañate, Gabrielle Nomura Gainor, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Jamie Robinson, Kevin Schofield, Raina Wagner, Irwin Goverman, Randy Hodgins, David Iyall, Michelle Merriweather, Claire O'Donnell, Ian Warner

**Members Absent:** Wassef Haroun, Roshni Naidu, Lucrezia Paxson, Enrique Cerna, David Chan, Sarah Norris Hall, Christopher Jay, Michelle Merriweather, Sharon Nyree Williams

**Staff Present:** Ryleigh Brimhall, Shawntasha Crow, Fieta Robinson, Kerry Swanson, Karen Hirsch, Annette Promes, Marshall Eisen,

- I. **Welcome and Call to Order** | Mr. McGovern called the meeting to order at 10:45 AM.
  - A. Invitation to Disclose Possible Conflicts of Interest
    1. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
  - B. Overview of Meeting Purpose
    1. Mr. McGovern went over the purpose of the meeting, which was to approve the Executive Committee to vote on behalf of the Full Board on approving the new KUOW Audit Firm.
- II. **Board Vote** | With the quorum established, Mr. McGovern had Mr. Ashida provide an overview of the vote. Mr. Ashida shared with the Board that KUOW had decided on their new audit firm. With the timing of establishing and onboarding this new company to keep KUOW's audit approval timeline, the vote to approve the new audit firm needed an expedited approval timeline to be approved before the April 25 Board Meeting but after the April 11 Finance Committee Meeting. Due to quorum and scheduling conflicts, it was proposed a full board vote on allowing the Executive Committee to approve the Audit Firm on behalf of the Board.

With that, Mr. McGovern called for a vote of the Board to approve the Executive Committee to vote on KUOW Audit Firm on behalf of the Full Board.

  - A. **Motion** moved by Mark Ashida and motion seconded by David Iyall. With no objections, the Board approved this motion.
- III. **Public Comment** | There were no members of the public in attendance, and no public comment was made virtually or in person.
- IV. **Executive Session** | There was no Executive Session called.
- V. **Adjourn** | Mr. McGovern adjourned the meeting at 10:49 AM.



## **KUOW, PSPR April 25 Board Meeting (IN-PERSON)**

KUOW

Thursday, April 25, 2024 at 4:30 PM PDT to Thursday, April 25, 2024 at 6:30 PM PDT

### **Agenda**

#### **I. Welcome & Call to Order**

**4:30 PM**

##### **A. Land Acknowledgement**

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

##### **B. 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?*

##### **C. Invitation to Disclose Possible Conflicts of Interest**

##### **D. Overview of Meeting Purpose**

##### **E. Invitation for Additional Topics**

###### **1. Motion to Acknowledge the Board has received the Form 990**

Presenter: Jessica Dial

##### **F. Approval of Board Meeting Minutes**

#### **II. Resolution and Acknowledgement of Enrique Cerna**

**4:33 PM**

Presenter: Kerry Swanson

#### **III. UUR Presentation: Digital Narrative w/ Annette**

**4:38 PM**

#### **IV. Committee Business**

**5:18 PM**

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

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

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

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

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

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

**C. Reach & Resource**

- 1. April 1st Draft Meeting Minutes
- 2. Exhibits

**D. Finance & Audit**

- 1. April 11th Draft Meeting Minutes
- 2. Exhibits

**E. Executive Committee**

**V. CEO Assessment**

**5:38 PM**

Presenter: Heidi de Laubenfels

**Assessments DUE:**

**Friday, May 3rd**

**VI. Board Retreat Debrief**

**5:43 PM**

Presenter: Heidi de Laubenfels

**VII. Station Business**

**A. UUR Dashboard Overview**

**6:03 PM**

**B. February & March Financial Summaries**

**C. RET Update**

**6:08 PM**

**VIII. Additional Topics**

**6:13 PM**

**IX. Upcoming Meetings**

**DEI**

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

**GOV**

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

**R&R & FIN**

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

**X. Public Comment**

**6:23 PM**

**XI. Executive Session**

**XII. Adjournment**

**6:28 PM**



# APPROVED KUOW, PSPR April 25 Board Meeting Minutes

KUOW – Zoom & In-Person | Thursday, April 25, 2024 at 4:30 PM PDT

In-Person Location | 4518 University Way NE Seattle, WA 98125

Virtual Location | Zoom

## Attendance

**Members Present:** Mark Ashida, Enrique Cerna, David Chan, Gabrielle Nomura Gainor, Wassef Haroun, Christopher Jay, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Claire O'Donnell, Lucrezia Paxson, Jamie Robinson, Kevin Schofield, Raina Wagner, Ian Warner

**Members Absent:** Laura Canate, Irwin Goverman, Sarah Norris Hall, Randy Hodgins, David Iyall, Michelle Merriweather, Roshni Naidu, Sharon Nyree Williams

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

**Members of the Public:** Matt Albertson, Andy Hurst, Gina Kilbridge, Kim Lowe

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:33pm
  - A. **Land Acknowledgement** | Mr. McGovern read the KUOW/PSPR Land Acknowledgement, acknowledging the Indigenous tribes and nations of the Puget Sound area.
  - B. **Board Engagement Through an Equity Perspective** | Mr. McGovern asked the Committee to read and reflect on the DEI questions centering equity at the Board meeting and in discussion.
  - C. **Invitation to Disclose Possible Conflicts of Interest** | Mr. McGovern called for conflict of interests, and none were expressed.
  - D. **Overview of Meeting Purpose** | Mr. McGovern gave an overview of the meeting's purpose which included a presentation about KUOW's Digital Narrative.
  - E. **Invitation for Additional Topics** | An additional topic of Acknowledging the Form 990 was added to the meeting agenda. Due to time, Mr. McGovern adjusted the meeting's agenda to have Ms. Promes' presentation ahead of Committee Business.
    1. Due to time, Mr. Cerna asked for his resolution and acknowledgment be moved up in the meeting's agenda.
    2. Resolution and Acknowledgement of Enrique Cerna
      - a. Mr. Swanson gave thanks and words of acknowledgement to Enrique Cerna for his participation on the Board of Directors. Enrique Cerna resigned from the Board of Directors effective immediately and expressed thanks to his Board colleagues.
  - F. **Motion to Acknowledge the Board has Received the Form 990** | Mr. McGovern called for a motion for the Acknowledgement of the Board receiving the Form 990.
    1. **Motion:** The motion was moved by Mark Ashida and was seconded by Christopher Jay. With no objections the Board approved of Acknowledging the Form 990.

- G. **Approval of Board Meeting Minutes** | The Committee had three sets of meeting minutes to approve they were: Draft February 22<sup>nd</sup> Board Meeting Minutes, Draft March 30<sup>th</sup> Emergency Board Meeting Minutes, and Draft December 14<sup>th</sup> (2023) Emergency Exec and Board Meeting Minutes. Mr. McGovern called for a motion to approve the three sets of Board minutes.

**Motion:** The motion was moved by Heidi de Laubenfels and seconded by Raina Wagner. With no objections, the meeting minutes were approved.

- II. **UUR Presentation** | Mr. McGovern had the Committee read the Digital Product Roadmap ahead of Ms. Promes' presentation on KUOW's FY25 Digital Roadmap. This presentation is a continued conversation of the Digital Product discussion that began at the March Board Retreat. Ms. Promes' shared a major component to the Digital Roadmap was the implementation of process.

- A. **Goals:** The Digital Product team's goals center on predictable, dependable, and consistent delivery of the digital platforms needed to enable the user-, usage-, and revenue-delivering teams within the KUOW organization to thrive. Several productivity FY2025 goals have been identified, with others to be articulated as KUOW completes the FY2025 planning and budgeting process. We expect to have draft FY2025 metrics in mid-May 2024. The productivity metrics that we have identified so far include:
- 1) Support Donor Engagement team in acquiring 8,000 new donors through digital channels (mostly podcasts).
  - 2) Support Institutional Giving team in writing compelling, winning digital technology grant proposals.
  - 3) Complete 90% of committed digital product projects on time and on budget.
  - 4) Consistently deliver site releases every 3 weeks, on Tuesday mornings at 10 am, adjusting for holidays and blocked periods during pledge drives.
- B. **Process Improvements:** For FY2025, we have updated our prioritization approach for digital product development. We have created three classifications for projects and initiatives:
1. **Maintenance:** These projects are required to keep our existing digital infrastructure functional and running. They include bug fixes, required software upgrades, security and privacy compliance tasks, and stability and standardization projects. Projects in this category represent our table stakes work and have highest priority for resourcing.
  2. **Investments:** These initiatives represent our second highest priority for resourcing, and are intended to add new features, functionality, channels for audience development, and platforms to deliver news and information. They include things like launching new apps, adding archived content, improving donation paths, creating personalization, improving mobile accessibility, and improving platform navigability.
  3. **Grant-funded:** These initiatives represent large, multi-month, transformative, and discrete (one time, not recurring) bodies of work. Projects in this category are so large that our existing digital operating budget cannot support them without an influx of specific, restricted grant funding. To support this model, we have shifted our



institutional giving focus away from applying for up to 50 low five-figure grants, as we have done in previous years. We have shifted our strategy to applying for 5 to 10 six- and seven-figure restricted grants, which we will continue into FY2025.

- III. Committee Business** | Mr. McGovern had the Committee read the 2024 Committee Summaries and then led the Committee in discussion. Ms. O'Donnell discussed the Board Engagement Form from the Reach and Resource Committee. Mr. Warner discussed the potential need to codify the DEI Committee within the Bylaws. Ms. Wagner concluded the discussion portion with an update on Board recruitment and updating the bylaws with an equity lens in partnership with the DEI Committee and welcomed other Directors to join the taskforce.
- 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 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 Berstein. The first half of the year has been positive but they are forecasting a slower economy during the second half due to the high rate of inflation and the low probability of a Fed rate cut. We reviewed the Form 990 but because it was just received at the time of the meeting the Finance Committee decided to review the Form 990 offline in the coming week with email approval/comment, and if approved, it will be forwarded to the full Board for individual receipt acknowledgement. KUOW management presented their results in the search for a new auditor with their recommendation after looking at 4 firms is CLA CliftonLarsonAllen.  
  
The Finance Committee discussed the recommendation. CLA was known to several board members and to Kerry Swanson and brings a knowledge of public radio and a good service reputation. The Finance Committee approved the recommendation of CLA. Pursuant to the process discussed at the full Board during the Offsite, the Finance Committee has forwarded the recommendation to the Executive Committee for final approval through a formal resolution. KUOW management then 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.
  - E. **Executive Committee** | We approved the new auditor, thanks to the board's decision to delegate this from full board to exec. Heidi outlined the CEO assessment which is now in full

swing and is due by 5/7/2024. Please get this done! Heidi also talked about next steps from the retreat; these are in draft form and will be shared with the full board at the 4/25 meeting along with retreat survey results.

- IV. **CEO Assessment** | Ms. de Laubenfels reminded the Committee of the deadline for the FY24 CEO Assessment. There was a misscommunication of the wrong due date (5/7/2024) and Ms. de Laubenfels clarified the actual due date of 5/3/24.
- V. **Board Retreat Debrief** | Ms. de Laubenfels encouraged the Committee to review the Retreat Summary and post-retreat activities as prepared by the Retreat facilitator Karen Hirsch. The Retreat taskforce had a debrief session and came to the conclusion a continuous conversation of utilizing a diverse Board is important to the Board and something to continue working on.
- VI. **Station Business**
  - A. **UUR Dashboard Overview** | Mr. Swanson presented to the Committee the changes the UUR dashboard since the March Board Retreat. Mr. Swanson presentation focused on the following topics: 1) changing the metrics around Users to reflect downloads and give management better insight on content; 2) month to month live streaming and consistency; 3) progress made in revenue as a result of the March pledge drive.
  - B. **February & March Financial Summaries** | Mr. Swanson began his overview with a comparison of Spring of FY23 to FY24, as stated in the March Financial Summary, KUOW's Spring drive raised 133% of the revenue from its FY23's equivalent. Membership and Philanthropy will be planning for an end of fiscal year drive and for GiveBig in May. Business Support has been doing well and are on track to meet their goal for the fiscal year.
  - C. **Racial Equity Team (RET) Update** | Ms. Robinson shared with the Committee the progress made by the Station's RET. The RET will be launching the Transforming Organization Culture Assessment (TOCA) which is completed by staff event 2 years. The TOCA measures white dominate norms and practices in the workplace and is led by the RET Culture Committee and consultant Scott Winn. The Community Accountability Committee has been working on utilizing the Racial Equity Toolkit within the Community. Lastly, invitations to directors to join in on RET committee meetings will be sent out soon.
- VII. **Additional Topics** | There were no additional topics added to the meeting's agenda.
- VIII. **Public Comment** | Mr. McGovern asked if there were any members of the public present to make a comment. There were members of the public who attended virtually, but no public comment was made.
- IX. **Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 6:16pm and went into Executive Session to discuss proprietary information and invited Caryn Mathes and Kerry Swanson.
- X. **Executive Session** | Mr. McGovern adjourned the Executive Session at 6:25pm.



## **KUOW, PSPR June 27 Board Meeting (IN-PERSON)**

KUOW

Thursday, June 27, 2024 at 4:30 PM PDT to Thursday, June 27, 2024 at 6:30 PM PDT

### **Agenda**

#### **I. Welcome & Call to Order**

**4:30 PM**

##### **A. Land Acknowledgement**

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

##### **B. 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?*

##### **C. Invitation to Disclose Possible Conflict of Interest**

##### **D. Overview of Meeting Purpose**

##### **E. Invitation for Additional Topics**

##### **F. Approval of April 25th Board Meeting Minutes**

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

**4:35 PM**

June Summaries start on page 7.

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

###### **1. Drafted May 2nd Meeting Minutes**

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

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

###### **1. Drafted May 9th Minutes**

##### **C. Joint Finance and Reach & Resource**

###### **1. Draft Joint May 23rd Meeting Minutes**

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

##### **D. Executive**

#### **III. Station Business**

**A. FY25 Operating and Capital Budget**

**4:55 PM**

Pre-Read: 10 minutes

- This doc was updated on 6/25

Presentation: 15 minutes

Q&A: 35 minutes

**B. UUR Dashboard**

**C. April & May Financial Summaries**

**D. RET Update**

**5:55 PM**

**IV. Additional Topics**

**V. Public Comment**

**6:00 PM**

**VI. Executive Session**

**6:10 PM**

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.

**CEO Assessment**

- Assessment
- Goals
- Discussion

**VII. Adjournment**



APPROVED KUOW, PSPR June 27 Board Meeting Minutes  
KUOW – Virtual & In-Person | Thursday, June 27, 2024 at 4:30 PM PDT  
In-Person Location | 4518 University Way NE Seattle, WA 98105  
Virtual Location | Zoom

## **Attendance**

**Members Present:** Mark Ashida, David Chan, Irwin Goverman, Wassef Haroun, Randy Hodgins, David Iyall, Christopher Jay, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Roshni Naidu, Kevin Schofield, Raina Wagner, Ian Warner

**Members Absent:** Laura Cañate, Gabrielle Nomura Gainor, Sarah Norris Hall, Michelle Merriweather, Claire O'Donnell, Lucrezia Paxson, Jamie Robinson, Sharon Nyree Williams

**Staff Present:** Ryleigh Brimhall, Shawnteasha Crow, Jessica Dial, Annette Promes, Fieta Robinson, Kerry Swanson, Matt Albertson, Marshall Eisen, Gina Kilbridge, Amanda Winterhalter

**Guest Present:** Ross Reynolds

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

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:36 PM.
  - a) Land Acknowledgement
    1. Mr. McGovern read the KUOW/PSPR Land Acknowledgement, which acknowledges the Indigenous tribes and nations of the Puget Sound area.
  - b) 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.
  - c) Invitation to Disclose Possible Conflicts of Interest
    1. Mr. McGovern asked the Committee to disclose any conflicts of interest. None were expressed.
  - d) Overview of Meeting Purpose
    1. Mr. McGovern went over the meeting's purpose, which is to review and vote on the FY25 Capital and Operating Budget.
  - e) Invitation for Additional Topics
    1. Mr. McGovern asked the Committee for any additional topics, and none were expressed.
  - f) Approval of April 25th Board Meeting Minutes
    1. Mr. McGovern called for a motion to approve the April 25th Board Meeting minutes.
    2. Motion moved by Heidi de Laubenfels and motion seconded by Irwin Goverman. With no objections the meeting minutes were approved.
  
- II. **Committee Business** | Mr. McGovern had the Committee silently read the Committee Summary document and then led the Committee in a discussion. Copies of the Summaries provided by the Committee Chairs and the details of the discussion are provided below. Mr. Warner encouraged the

Committee to attend the upcoming DEI Training that will feature a moderated panel and a workshop session.

- 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 Meeting of Finance and Reach & Resource Committees** | 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. Mx. 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.
- e) **Joint Meeting of Executive and Finance Committees** | The Executive & Finance Committees met together and discussed the FY25 Capital and Operating Budget. The Finance Committee recommended that it move forward to the Executive Committee. Then, the Executive Committee recommended that it move forward to the Board of Directors Meeting.

**III. Station Business |** In the Station Business portion of the meeting, Mr. Swanson updated the Board on the Users, Usage, and Revenue (UUR) dashboard and reviewed 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** | The Racial Equity Team Update was read by the Board of Directors, and a copy of Ms. Wagner's RET update from the June RET Meeting was provided below:

*"Gabrielle [Nomura Gainor] and I were thrilled to represent the Board at the KUOW RET meeting in June (we are the designated Board reps for the June-September quarter). The RET is in a moment of transition: leadership is changing from Amelia Peacock to Hilary Lee, and the Team is hard at work at focusing goals, synching with the existing REDI plan, and potentially consolidating committees. At this time, we Board members are joining the Cultural Committee. The first event of our tenure was a powerful lunch and learn session for Juneteenth. Though I could not stay the entire time, I was enthralled by the discussion, led by Michael Harris, chair of the California Black Agriculture Working Group, who talked about the history of Juneteenth, our connections to the land, reparations, and the significance of service. It is encouraging to see such a dedicated group of KUOW staffers devoting their time to racial equity.*

*The next RET meeting will be on July 9, with the Cultural Committee meeting the day before. Please let the BHive know if you would like to be further involved with the RET."*

- IV. **Additional Topics** | There were no additional topics added to the public portion of the 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 5:56 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 6:30 pm.