



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

4:33 PM

Resolution & Acknowledgement

III. Committee Business

4:38 PM

Reviewing Committee Summary and 2024 Workplans

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 22nd 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 21st, 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