



KUOW, EXEC Committee February 8 Meeting RSVP REQUIRED

KUOW

Thursday, February 8, 2024 at 4:30 PM PST to 6:00 PM PST

Agenda

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

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

Reviewing Committee Workplans

D. Invitation for Additional Topics

E. Approval of Nov 2nd Executive Committee Meeting Minutes

II. Committee Business

4:35 PM

Committee Summaries

Committee Workplans

A. Governance Committee

Missing COI Forms as of 1/31

- Wassef
- Michelle
- Chris

1. Jan 11th Draft Minutes

2. Exhibits

B. Finance & Audit

BDO Audit Presentation

Form 990

1. Jan 18th Draft Minutes

2. 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 Committee

1. UW Foundation

Presenters: Heidi de Laubenfels, Christopher Jay

III. Annual Board Retreat

Presenters: Heidi de Laubenfels, Karen Hirsch

What support from the Executive Committee is needed for the Board Retreat?

IV. FY25 Recruitment

Public Recruitment Strategy

V. Station Business

A. UUR Dashboard

Presenter: Kerry Swanson

5:20 PM

B. December Financial Summary

Presenter: Caryn Mathes

5:40 PM

January's financials aren't ready for review.

C. Racial Equity Team Update

Presenter: Fieta Robinson

5:45 PM

VI. Additional Topics

VII. Upcoming Meetings

Board Mtg In-Person

- Thurs. Feb 22
 - 4:30 - 6:30PM

DEI

- Thurs. Mar 7
 - 3:30 - 5:00PM

GOV

- Thurs. Mar 14
 - 3:00 -4:30PM

R&R

- Thurs. Mar 21
 - 3:30 - 5:00PM

VIII. Public Comment

5:50 PM

IX. 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.

- **Topic: Officer Evaluation**

X. Adjournment

5:55 PM



APPROVED KUOW, EXEC Committee February 8 Meeting Minutes

KUOW – Virtual & In-Person | FEB 8, 2024 at 4:30 PM PDT

In-Person Location | Rita Koontz Community Center 1121 NE 45th St. Seattle WA 98105

Virtual Location | Zoom

Attendance

Members Present: Mark Ashida, Randy Hodgins, Christopher Jay, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Claire O'Donnell

Members Absent: Raina Wagner, Ian Warner

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 4:31 pm.
 - a. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
 - b. Board Engagement Through an Equity Perspective
 - i. Mr. McGovern asked the Committee to read and reflect on the DEI questions centered on equity at the committee meeting and in discussion.
 - c. Overview of Meeting Purpose
 - i. Mr. McGovern gave an overview of the meeting's purpose, including reviewing the committee workplans.
 - d. Invitation for Additional Topics
 - i. Mr. McGovern asked the Committee for additional topics, and none were expressed.
 - e. Approval of the Executive Committee Meeting Minutes
 - i. Mr. McGovern called for a motion to approve the November 2nd meeting minutes.
 - ii. **Motion** moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With no objections, the meeting minutes were approved
- II. Committee Business | Mr. McGovern had the Committee review the February Committee Summaries and took time to ask questions and make decisions. Summaries are listed in order of Committee meetings.
 - a. Governance Committee (GOV) Summary
 - i. The Governance Committee welcomed new members and reviewed meeting purposes. They reviewed and made edits to the 2024 Committee Work Plan and potential action this year with changes to bylaws and member recruitment.
 - b. Diversity, Equity, and Inclusion (DEI) Summary
 - i. The DEI Committee welcomed new members, reviewed foundational documents, and discussed the work plan.

c. Finance & Audit (FIN) Summary

- 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.
- ii. They also received the initial draft format of the FY2024 budget from KUOW. Many questions, but tabled for now until the process is further along. The committee reviewed the work plan for FY2024.

d. Reach & Resource (R&R) Summary

- 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.

- e. **UW Foundation Update** | Mr. Jay provided a brief update on transferring the PSPR Board role at UW Foundation to another member, Laura Canate.

III. **Annual Board Retreat** | Ms. de Laubenfels and Ms. Hirsch provided a brief update on the current draft agenda of the 2024 Board Retreat. The Committee discussed Digital Transformation, the Role of the Board, and potential outcomes from the Retreat.

IV. **Station Business** | Mr. Swanson updated the committee on the year-over-year and the year-to-date User, Usage, and Revenue Dashboard. The highlights were that on-air listening was doing well, while website monthly user traffic could have done better than expected. The reasons behind lower-expected monthly user traffic were changes in social media and search engine changes in their algorithm to de-emphasize news. Ms. Mathes provided a brief update on KUOW's December Financials. YTD gross revenue was 10% under budget, and the station had 98 days of operating costs in reserve

V. **Public Comment** | There were no members of the public in attendance virtually or in person, and no public comment was made.

VI. **Adjourn Open Session** | Mr. McGovern adjourned the meeting at 5:45 pm

VII. **Executive Session** | Mr. McGovern called for an Executive Session to have a board officer's discussion. No actions or decisions were made.

VIII. **Adjourn Executive Session** | Mr. McGovern adjourned the meeting at 5:55 pm