



# KUOW, PSPR Annual Board Meeting (IN-PERSON) RSVP REQUIRED

KUOW

Thursday, November 21, 2024 at 4:00 PM PST to Thursday, November 21, 2024 at 8:00 PM PST

## Agenda

**Doors Open 4:15 PM** **4:00 PM**

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

**A. Meeting Housekeeping**

**B. Announcement of Quorum**

**C. Welcoming New Members** **4:35 PM**

Wallace Bryant

Karen Kalish

Sharon N. Kioko

Colin Peterson

Laura Ruderman

Mylene Barizo

Jim Simon

**D. Gratitude for 2024 Committee Chairs and Welcome to 2025 Committee Chairs**

**2024 Chair/VC**

DEI: Ian Warner/Sharon Nyree Williams

EXEC: Andy McGovern/Heidi de Laubenfels

FIN: Mark Ashida/Sarah Norris Hall

GOV: Raina Wagner/Irwin Goverman

R&R: Claire O'Donnell/Laura Cañate

**2025 Chair/VC**

DEI: Gabrielle Nomura Gainor/Wassef Haroun

EXEC: Andy McGovern/Raina Wagner

FIN: Sarah Norris Hall/Kevin Schofield

GOV: Heidi de Laubenfels/ Irwin Goverman

R&R: Claire O'Donnell/Karen Kalish

**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?*

## II. Consent Agenda

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

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

### B. Approval of 2025 Board Officers of Member and Committee Structure 4:40 PM

#### 1. Board Officer Nominations

#### 2. Appointment of Committee Directors

#### 3. UW Director

## III. Staff Presentation 4:45 PM

### A. General Manager Retrospective

### B. UUR Update

#### 1. Quarterly Summary

### C. Financials Summary

### D. RET Update (Read Thru)

Async- RET Update from Hilary Lee

1. The main update for RET is that we completed the TOCA assessment and are working on operationalizing some of the learnings.
2. We are in the process of updating the REDI plan and work plans for the year.
3. We are hoping to recruit more RET members this year.
4. We launched the Racial Equity Tool Kit for staff and hosted a training session. The goal is to have this resource available for major decision-making and project planning. It helps us work with a racial equity lens.

## IV. Statement of Editorial Independence 5:30 PM

## V. BREAK 5:35 PM

## VI. Recognition of Retiring & Resigning Board Directors 5:40 PM

## VII. Holiday Donations 5:55 PM

## VIII. Executive Search Committee Update 6:00 PM

## IX. Board Team Agreements 6:05 PM

## X. Committee Reports 6:10 PM

### A. Governance

#### 1. Draft Meeting Minutes

#### 2. Exhibits

### B. R&R

#### 1. Draft Meeting Minutes

#### 2. Exhibits

### C. FIN

#### 1. Draft Meeting Minutes

#### 2. Exhibits

### D. DEI

#### 1. Draft Meeting Minutes

#### 2. Exhibits

## **E. EXEC**

### **1. Draft Meeting Minutes**

### **2. UW Committee**

- FY '24 Metrics: In fiscal year 2023–24, more than 160,000 donors generously contributed nearly \$669 million to the UW in support of students, faculty, programs and facilities.
- Four New At-Large UW FB Directors: Sheila Brooks, Vivian Ho, Brian Langstraat and Kelvin Westbrook. At-Large directors do not represent a specific area of the UW rather serve across the board one various committees and capacities.
- Campaign Visioning Stage, an iterative multiyear process, has begun: President Ana Mari Cauce and UW Foundation Board President Mary Gresch shared their favorite stories of impact from the Be Boundless campaign and provided an update on campaign planning sharing that we are in currently in the visioning stage.
- Presidential Search: The presidential search has begun and the pool is competitive. The UWFB had an opportunity this summer to meet with the search firm and provide context as stakeholders. President Cauce is committed to setting this person up for success with all stakeholders: students, faculty, government officials, and the community. President Cauce is not leaving the university, simply returning to her role as a faculty member.
- UW's 2024 Entering Class is the most diverse student body in the school's 164-year history.
- Board Member for Life, Dan Evans, recently passed away and a **short tribute** was shared during the meeting

### **XI. Public Comment**

**6:20 PM**

### **XII. Closing Remarks**

**6:25 PM**

### **XIII. Adjourn Meeting 6:30 PM**

### **XIV. Recording Spots & Testimonials & Cocktail Hour 6:30 PM**

### **XV. Post Meeting Reception**

**6:30 PM - 8:00 PM**



# APPROVED KUOW, PSPR Annual Board Meeting Minutes

Location: Virtual & In-Person | November 21, 2024 4:00PM PST

In-Person Location: KUOW Radio Station 4518 University Way NE, Seattle WA 98105

Virtual Location: Zoom

## Attendance

**Members Present:** Mark Ashida, Mylene Barizo, Wallace Bryant, Laura Cañate, David Chan, Gabrielle Nomura Gainor, Sarah Norris Hall, Wassef Haround, Randy Hodgins, Karen Kalish, Sharon Kioko, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Claire O'Donnell, Colin Peterson, Laura Ruderman, Kevin Schofield, Jim Simon, Ian Warner, Sharon Nyree Williams

**Members Absent:** Lucrezia Cuen Paxson, Irwin Goverman, Chris Jay, Michelle Merriweather, Roshni Naidu, Jamie Robinson, Raina Wagner

**Staff Present:** Ryleigh Brimhall, Shawnteasha Crow, Jessica Dial, Marshall Eisen, Arvid Hokanson, Jason Pagano, Annette Promes, Fieta Robinson, Kerry Swanson, Brendan Sweeney

**Members of the Public:** Matt Albertson, Gina Kilbridge

### **I. Welcome & Meeting Overview |** Mr. McGovern called the meeting to order at 4:32pm.

#### A. Welcoming New Members

- i. Mr. McGovern started the meeting by welcoming new Directors to the Board and having them give a brief introduction of themselves.

#### B. Gratitude for 2024 Committee Chairs and Welcome to 2025 Committee Chairs

- i. Mr. McGovern expressed gratitude, and thanks to the 2024 Committee Chairs and General Manager Caryn Mathes for their service, and welcomed the new 2025 Committee Chairs.

#### C. Land Acknowledgment

- i. Mr. McGovern read the Land Acknowledgment.

#### D. Board Engagement Through an Equity Perspective

- i. Mr. McGovern had the Committee reflect on the prompts that centered equity in the meeting discussion.

#### E. **Consent Agenda |** Mr. McGovern had Ms. de Laubenfels go through the consent agenda for items that the Governance Committee put forth on behalf of 2024 chair Raina Wagner. Items in the consent agenda included: September 19<sup>th</sup> Board Meeting Minutes, Resolution to Elect 2025 Board Officers, Resolution to Elect Committee Members, Resolution to Elect UW Director. Without further discussion, Mr. McGovern called for a motion to approve the consent agenda.

- i. **Motion:** Ian Warner moved the motion and Mark Ashida seconded the motion. With no objections, the consent agenda was approved.

### **II. Staff Presentations |** Mr. McGovern had the Staff present to the Committee before continuing on with Committee Business. Ms. Mathes and Mr. Swanson spoke on behalf of KUOW Leadership and was joined by Annette Promes – Chief Marketing Officer, Marshall Eisen – Chief Content Officer, Jason

Pagano – News Director, Arvid Hokanson – Director of Audience, and Brendan Sweeney – Director of New Content and Innovation.

- A. **General Manager Retrospective** | Ms. Mathes gave her final reflections to the Committee as this was her last Annual Meeting prior to her retirement. Ms. Mathes shared with the Committee the many ways public radio and KUOW have changed throughout her 11 years of service through growth, impact and influence under her leadership. Ms. Mathes concluded her speaking portion by expressing gratitude to the Board for their trust and encouragement through the years and Mr. Swanson followed her remarks with a Quarterly update.
- B. **Quarterly Update** | Mr. Swanson began his discussion by giving the Committee an overview of the many ways KUOW has been resilient in the face of obstacles, (e.g. Covid-19 and the change of audience listening habits); as well as goals for the future of KUOW. Mr. Swanson referenced the written summary in the Quarterly Update and then shared with the Committee how the Station was progressing fiscally compared to the guardrails the Finance Committee encouraged for the FY25 fiscal year.

Mr. Swanson then welcomed Mr. Eisen and the Content team to present next to the Committee. Mr. Eisen shared with the Committee how the Content team came together in the last year to work more cohesively and efficiently. Mr. Eisen additionally shared with the Committee staffing updates made in the Content division and how those changes would increase content output to KUOW's audience. Mr. Hokanson discussed KUOW's broadcasting numbers and audience trends from the Nielsen Audio Report. Mr. Hokanson reported that KUOW had the highest average weekly cume since 2022. Mr. Pagano shared how the staffing and changes in the newsroom created positive impact and streamlined many processes. Mr. Sweeney discussed progress on popular podcasts, podcast scheduling, and upcoming podcasts that will launch in 2025.

- C. **Financials Summary** | KUOW Financials was shared as a supplementary document, but was not discussed during the meeting.
- D. **RET Update** | Ms. Robinson, the Chair of the Racial Equity Team did not provide an update to the Committee, however Hilary Lee, the Vice Chair of RET, provided the written update below:
  - i. The main update for RET is that we completed the TOCA assessment and are working on operationalizing some of the learnings. We are in the process of updating the REDI plan and work plans for the year. We are hoping to recruit more RET members this year. We launched the Racial Equity Tool Kit for staff and hosted a training session. The goal is to have this resource available for major decision-making and project planning. It helps us work with a racial equity lens.

III. **Statement of Editorial Independence** | The signed document of Editorial Independence was shared as a supplementary document in the meeting materials.

IV. **Recognition of Retiring & Resigning Board Directors** | The Committee had four directors resign from the Board as well as one director who retired. Mr. McGovern acknowledged the resigning and retiring directors as well as had resolutions and remarks shared on their behalf. The five directors were: Mark Ashida, Lucrezia Cuen Paxson, David Iyall, Chris Jay, and Roshni Naidu.

- V. Holiday Donations** | Mr. McGovern discussed with the Committee the importance of annual giving to the Station and the positive impact that it could create. Afterwards Mr. McGovern encouraged the Committee to make a gift during the meeting if it was feasible for them.
- VI. Executive Search Committee Update** | Mr. Warner updated the Committee on the search committee taskforce for the General Manager/President search. The search firm started with over 10 candidates and the search committee worked through that long list to create a short list of candidates.
- VII. Board Team Agreements** | Mr. Warner shared with the Committee the Board Team Agreements that were designed and worked on in partnership with consultant Karen Hirsch. The Team Agreements were designed to take place of the Board Norms and foster more communication and connection on the Board.
- VIII. Committee Reports** | Mr. McGovern had the Committee read the 2024 November Committee Summaries and then opened up for conversation and questions. The Committee Summaries are below.
- A. **Governance** | Governance Committee members provided brief updates on the Retreat and Bylaws task forces and received a report on Orientation, then reviewed the draft work plan for 2025. Other agenda items: Proposed slate for Board Officers and Committee leadership and connecting new Board members with their Board Buddies.
- B. **Reach & Resource** | The Committee reviewed the 2025 engagement form, and with their feedback on whether change needs to happen or anything that could be helpful from a tracking perspective. There was a discussion about the 2025 engagement plan. The Committee discussed many ideas about creating routines and rituals around engagement, such as having the Committee members help with fundraising and giving an amount, as well as a new quarterly Committee engagement tracker.
- C. **Finance & Audit** | The Finance Committee first action was to catch up on the approvals of past meeting minutes approving May 23, 2024, June 6, 2024, and August 22, 2024 meetings. FinCom then received the 2024/Q3 Bernstein report on the investment portfolio. Stocks had a stellar Q3 with the Long-term portfolio up 11.2% and the medium portfolio up 9.9% both net of fees. The FinCom then had a lengthy discussion about raising the allocation of the portfolio from 60% to either a higher or lower percentage. Bernstein had run an analysis of the last 9 months previously showing that a ESG portfolio did not have a return penalty vs. the overall market. After discussion, including looking at the potential disruption of the markets from the US Presidential Election, FinCom decided to table any potential changes until Q1/2025. KUOW Management gave an update on the Audit and said they are on time and ready to present to FinCom and then onto the ExecCom and then Full Board. There were no members of the public. The meeting ended at 5:00pm.

- D. **Diversity, Equity, and Inclusion** | We had another workshop with Karen H and our team agreements. Voted to approve. Heard RET report and discussed goals/scheduling related to DEI committee engagement.
- E. **Executive** | Exec committee gave preliminary approval of the board committee assignments and leadership slate. We are very grateful to Raina for leading the charge, for Gov committee for their contributions, and for every Director's flexibility in their assignments as Gov committee completed the annual Tetris game to match board needs and director interests. We discussed the UW Foundation director role and whether it makes sense for it to be aligned to the VC position of Reach and Resource. This is a recently established policy within our board but one that has been difficult to implement given the off-cycle calendar of the UW Foundation. No decision was reached, will be good for R&R to discuss in their next committee meeting. Finally, we received an update on the exec search process from Ian, which he will repeat for us today.

i. UW Committee Update – submitted by Laura Cañate

- FY '24 Metrics: In fiscal year 2023–24, more than 160,000 donors generously contributed nearly \$669 million to the UW in support of students, faculty, programs and facilities.
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- UW's 2024 Entering Class is the most diverse student body in the school's 164-year history..
- Board Member for Life, Dan Evans, recently passed away and a short tribute was shared during the meeting

IX. **Public Comment** | Mr. McGovern asked if there were any members of the public present for public comment. While there were members of the public on Zoom, no public comment was made.

X. **Adjournment** | Mr. McGovern adjourned the meeting at 6:31pm.