



KUOW, Governance Committee March 2 Meeting

KUOW

Mar 2, 2023 at 3:00 PM PST to Mar 2, 2023 at 4:30 PM PST

Agenda

Welcome & Call to Order

3:00 PM

Presenter: Irwin Goverman

A. Board Engagement Through an Equity Perspective

We encourage all Board members to consider these guiding questions as they engage in their work:

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

D. Invitation for Additional Topics

E. Approval of Governance Committee Meeting Minutes

II. Committee Business

A. Review & Finalize Workplan

3:05 PM

B. Mentoring Check-In

3:35 PM

C. Retreat Update

3:40 PM

D. Recruitment Update

3:55 PM

E. Bylaws Update

4:00 PM

Presenters: David Landau, Raina Wagner

F. COI Update

4:10 PM

Missing Completed Forms From:

- David C.
- Wassef
- Jessie
- Chris
- Roshni
- Sharon W.

G. DEI Update

4:15 PM

III. Additional Topics

4:25 PM

IV. Items for the Executive Committee Agenda

V. Upcoming Meetings

Governance:

- March 28th

VI. Public Comment

4:27 PM

VII. Executive Session

VIII. Adjournment

4:29 PM



APPROVED KUOW, Governance Committee: March 2 Meeting Minutes

KUOW – Zoom & In-Person | Mar 2, 2023 at 3:00 PM PST

In-Person Location: Rita Koontz Community Space- 1121 NE 45th St Ste 100, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Raina Wagner

Members Absent: Ian Warner

Staff Present (In-Person): Shawnteasha Crow

Staff Present (Remote): Caryn Mathes, Fieta Robinson, Kerry Swanson

I. Welcome & Call to Order

- i. Mr. Goverman called the meeting to order at 3:03pm
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. Goverman asked for the members of the committee to disclose any possible conflicts of interest, and none were expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. Goverman gave a brief overview of the meeting's purpose highlighting finalizing the workplan, discussing Recruitment and Retreat, and any outstanding tasks.
- iv. Invitation for Additional Topics
 - i. Mr. Goverman asked the Committee for additional meeting topics and none were expressed.
- v. Approval of Governance Committee Meeting Minutes
 - i. **Motion:** Mr. Goverman called for a motion to approve the January 18th Governance Committee Meeting Minutes.
 - ii. Motion moved by David Landau and motion seconded by Heidi de Laubenfels. Without any objection, the January 18th meeting minutes were approved.

II. Committee Business

- i. Review & Finalize Workplan
 - i. Mr. Goverman and the Committee reviewed the finalized workplan and discussed upcoming tasks and deliverables for the Exec Committee and Board meeting as well as any missing components to the workplan and feedback.
- ii. Mentoring Check-In
 - i. Mr. Goverman shared with the Committee that all new Board members have been assigned a mentor. Additionally, most mentors and mentees have already established contact and have met and Mr. Goverman will look into those who have not established contact yet.

iii. Retreat Update

- i. Mr. Goverman invited Ms. de Laubenfels to give an update on the May Board Retreat. Ms. de Laubenfels shared with the Committee that the theme for the Retreat is Engagement – continuous engagement for the Board, with the staff, and with the community. Additionally, the Retreat planning committee will be sharing out a pre-event survey to gauge the Board around what drew them to Board service and barriers and growth areas to Board engagement. The Retreat Taskforce will be meeting on Wednesday, March 8th.

iv. Recruitment Update

- i. Mr. Goverman shared with the Committee that the Recruitment Taskforce will be meeting on March 7th to discuss what recruitment looks like this cycle. Ms. Robinson and Mr. Ashida will be meeting to discuss further ways to recruit Board members outside of referrals and will update the Committee.

v. Bylaws Update

- i. Mr. Goverman invited Mr. Landau and Ms. Wagner to update the Committee on their progress of the Bylaws Update. The Committee discussed the necessity of a bylaw update for certain topics verses adding updates to the Board Manual or policy statement. And Mr. Landau and Ms. Wagner will continue to analyze the Bylaws and make recommodations at future meetings.

vi. COI Update

- i. Mrs. Crow shared with the Committee that six Board members were outstanding in turning in their Conflict of Interest form. Mr. Landau brought up clarifying questions around the difference of the Form 990 verses the Conflict of Interest form and highlighted that the Form 990 goes along with the audit and that our Conflict of Interest form addresses a different purpose around conflict.

vii. DEI Update

- i. Mr. Warner was absent and could not give a DEI update. Mrs. Crow did remind the Committee that the DEI Committee has a standing and open invitation for members to attend their meetings.

III. Public Comment

- i. There was no members of the public in attendance at the Rita Koontz Community Room or on Zoom, therefore no public comment was made.

IV. Adjournment

- i. Without any further business, Mr. Goverman adjourned the meeting at 4:30pm.