



KUOW, EXEC Committee April 16 Meeting

KUOW

Tuesday, April 16, 2024 at 4:30 PM PDT to Tuesday, April 16, 2024 at 6:00 PM PDT

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

D. Invitation for Additional Topics

E. Approval of Feb 8th Executive Committee Meeting Minutes

II. Committee Business

4:35 PM

A. Diversity, Equity, and Inclusion

1. March 7th Draft Minutes

2. Exhibits

B. Governance Committee

1. March 14th Draft Minutes

2. Exhibits

C. Reach & Resource

1. April 1st Draft Minutes

2. Exhibits

D. Finance & Audit

1. April 11th Draft Minutes

2. Exhibits

E. Executive Committee

III. Approving of the Auditor

4:55 PM

Presenter: Mark Ashida

IV. CEO Assessment Update

5:05 PM

V. Retreat Update & Summary

VI. Station Business

A. UUR Dashboard

Presenters: Caryn Mathes, Kerry Swanson

5:15 PM

B. February Financial Summary

5:30 PM

C. Racial Equity Team Update

Presenter: Fieta Robinson

5:40 PM

VII. Additional Topics

5:45 PM

VIII. Upcoming Meetings

Board Mtg In-Person

- Thurs. Apr 25
 - 4:30-6:30PM

DEI

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

GOV

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

R&R & FIN

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

IX. Public Comment

5:50 PM

X. Executive Session

XI. Adjournment

5:55 PM



APPROVED KUOW, EXEC Committee Meeting Minutes

KUOW – Virtual & In-Person | Tuesday, April 16, 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, Heidi de Laubenfels, Randy Hodgins, Christopher Jay, Caryn Mathes, Andy McGovern, Claire O'Donnell, Raina Wagner

Members Absent: Ian Warner

Staff Present: Ryleigh Brimhall, Fieta Robinson, Kerry Swanson

Members of the Public: n/a

I. Welcome & Call to Order | Mr. McGovern called the meeting to order at 4:31pm

a) 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.

b) Invitation to Disclose Possible Conflicts of Interest

1. Mr. McGovern asked the Committee to disclose any conflicts of interest. None were expressed.

c) Overview of Meeting Purpose

1. Mr. McGovern gave the Committee time to review the meeting agenda.

d) Invitation for Additional Topics

1. Mr. McGovern welcomed additional topics to be added to the meeting agenda. Ms. Wagner added the topic of FY25 Recruitment to the Executive Session agenda.

e) Approval of Feb 8th Executive Committee Meeting Minutes

1. Mr. McGovern asked for a motion to approve the February 8th Meeting Minutes.
2. Motion was moved by Heidi de Laubenfels and motion was seconded by Mark Ashida. With no objections, the meeting minutes were approved.

II. Committee Business | Mr. McGovern had the Committee read and review the Committee Summaries document and discuss key takeaways from the summaries. Below are the written summaries from the Committee Chairs.

- 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** | 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 Bernstein. First half of the year has been good, but they are forecasting because inflation has been stubborn that the economy will be slow and returns lower. We also approved the Form 990 and it is now forwarded to the full Board for receipt. KUOW 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 and had a discussion regarding the budget for next year.

III. **Approving of the Auditor** | Mr. Ashida presented to the Committee, information regarding a new auditor for the Station, Clifton Larson Allen (CLA). Management at the Station completed a formal request for proposal and presented to the Finance Committee a recommendation to approve CLA as the new auditor. The Finance Committee, reviewed the recommendation, voted, and presented to the recommendation to the Executive Committee to approve. In an interest of time so the auditors could begin their work on the audit, on March 30th the Board voted to allow the Executive Committee to approve the auditor as oppose to waiting for a full Board vote at the April 25th meeting. Before the vote of the auditor, Ms. Mathes noticed a typo in the written resolution, Mx. Brimhall corrected the typo during the meeting.

a) Mr. Ashida called for a motion to approve the auditor.

- 1. **Motion** was moved by Heidi de Laubenfels and motion was seconded by Mark Ashida. With no objections, the auditor was approved.

IV. **CEO Assessment Update** | Ms. de Laubenfels updated the Committee that the CEO Assessment would launch on April 17th. Ms. Mathes completed her self-evaluation for the Board and in the Executive Session, Ms. Mathes will present insights to her self-evaluation.

V. **Retreat Update & Summary** | Ms. de Laubenfels forwarded an email to the Committee of the Retreat and feedback summaries from the Retreat facilitator Karen Hirsch. Overall, the feedback of the Retreat was positive and the Retreat Taskforce agreed that meaningful conversation around the purpose of the Board. The Committee did discuss a consideration to make the Board Retreat an in-person only event to support in futher connection.

VI. **Station Business** | In the Station Business portion of the meeting, Mr. Swanson provided the Committee with an update on the Users, Usage, and Revenue (UUR) dashboard and went over the February Financial Summary. Ms. Robinson gave an update on the Racial Equity Team (RET).

- a) **Users, Usage, and Revenue Dashboard** | Mr. Swanson walked through monthly users and the average broadcast share which showed KUOW to be #1 in the market. The Committee

discussed the boost of visitors to the KUOW.org page in March due to a popular story and how to replicate high interest in other stories. Lastly, in the revenue portion, Mr. Swanson shared that Business Support was performing ahead of their goal, Philanthropy was short of their goal, due to not receiving some key gifts, and Membership was performing well and just short of their goal.

- b) **February Financial Summary** | Mr. Swanson went over financial summary and updated the Committee that similar to what they saw in the dashboard, Membership and Philanthropy were trailing in meeting their revenue goal, while Business Support was a bit above target. Management has been working to mitigate expenses given the shortage on revenue and the Station is still above the 90 days of operation that is mandated by the Board.
- c) **Racial Equity Team Update** | Ms. Robinson updated the Committee on the progress that the RET team has made. The Culture Committee was working on launching the Transforming Organizational Culture Assessment (TOCA) survey, the last TOCA survey was launched in 2022 and the Culture Committee will be looking at the 2022 and 2024 data for insights and recommendations to Management. The Training Committee was working on establishing a partnership with Center for Asian American Media (CAAM).

VII. Additional Topics | There were no additional topics added to the public portion of the meeting.

VIII. Public Comment | Mr. McGovern asked if there were any members of the public in attendance either virtually or in-person to make public comment. There were no members of the public and no public comment was made.

IX. Adjournment | Mr. McGovern adjourned the public portion of the meeting to go into Executive Session at 5:22pm.

X. Executive Session | Mr. McGovern called for an Executive Session to discuss proprietary information regarding the Station's budget. Mr. McGovern asked for Caryn Mathes, Kerry Swanson, and Fieta Robinson to be present for the discussion. The Executive Session adjourned at 6:02pm.