



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING
THURSDAY, FEBRUARY 25, 2020
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJEvc-2rqj4vE9wH5nVFzvwMif7LnbkNmwk>

After registering, you will receive a confirmation email containing information about joining the meeting.

MEETING AGENDA

Meeting Objectives

- Advance Board DEI efforts & retreat planning
- Correct Executive Committee Membership
- Better understand KUOW’s audience
- Monitor KUOW’s financial performance

Discussion Questions

- *What is the best way for the board to continue supporting KUOW’s strategy formation & racial equity work?*
- *How can we better leverage board member relationships to support fundraising?*
- *What do we wish we knew about KUOW’s audience?*

Topics of Discussion

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda	Exhibit 0	Pg1-X	
(ACTION)	E. Approval of November 19, 2020 Board of Directors Annual Meeting Minutes	Exhibit 1	PgX-X	
4:35 – 5:20 PM	2. Committee Business & Updates			
(4:35-4:50)	a. Governance Committee Update	Exhibit 2		David Landau
	➤ January 12, 2021 Meeting Minutes	2a	PgX-X	
(ACTION)	➤ Approval of Resolution of Composition and Re-appointment of Executive Committee	2b	PgX-X	
	➤ 2021 COI Reminder		PgX-X	
	➤ Governance Recruitment Subcommittee Update		PgX-X	Connie Kravas
	➤ Initial Board Retreat Planning Update		PgX-X	David Landau
(4:50-5:00)	b. Development Committee Update	Exhibit 3		Filiz Efe McKinney
	➤ January 20, 2021 Minutes	3a	PgX-X	
	➤ Committee Membership Update		PgX-X	
	➤ Development Snapshots		Pgx-x	
	➤ Board Engagement Opportunities		PgX-X	
(5:00-5:10)	c. Finance Committee & FISC Update	Exhibit 4		Sharon Kioko & Christopher Jay
	➤ January 18, 2021 Meeting Minutes	4a	PgX-X	
	➤ January 26, 2021 Meeting Minutes	4b	PgX-X	
	➤ PPP Loan Update		PgX-X	Janice McKenna
	➤ 2020 Year-End Investment Portfolio Review	4c	PgX-X	

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.



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(5:10-5:20)	d. Strategic Planning Committee Update	Exhibit 5		Andy McGovern
	➤ December 1, 2021 Meeting Minutes	5a	PgX-X	
	➤ February 1, 2021 Meeting Minutes	5b	PgX-X	
	➤ Report on Committee Business		PgX-X	
5:20 – 6:00 PM	3. Station Business & Updates	Exhibit 6		
	➤ FY 2021 YTD Financials		PgX-X	Caryn Mathes
	• Cash Flow Navigation	6a	Pgx-x	
	• Dashboard Report	6b	Pgx-x	
	➤ Tonnage Report	6c	Pgx-x	Jemma Hovance
	➤ Staff Presentations			
	• 2020 Audience in Review	6d	Pgx-x	Arvid Hokanson
6:00- 6:20 PM	4. Executive Committee Business & Updates	Exhibit 7		
	➤ February 11, 2021 Meeting Minutes	7a	Pgx-x	Heidi de Laubenfels
	➤ Racial Equity Team & Liaison Update		Pgx-x	Ian Warner
	➤ CEO & President Succession Plan	7b	PgX-x	Caryn Mathes
	➤ Initial Planning of CEO Annual Evaluation			Christopher Jay & Andy McGovern
	➤ Board SharePoint Site Overview			Andy McGovern
	https://kuow.sharepoint.com/sites/psprboard			
	➤ UW Foundation Successor			Heidi de Laubenfels
6:20-6:25 PM	5. Other Business/Public Comment			Heidi de Laubenfels
6:25PM	6. Open Session Adjourn			Heidi de Laubenfels
6:25– 6:30 PM	7. Executive Session			Heidi de Laubenfels
6:30 PM	8. Executive Session Adjourn			Heidi de Laubenfels

Next Board Committee Meetings

March

Tuesday, March 9: Governance Committee
Wednesday, March 17: Development Committee
Monday, March 22: Strategic Planning Committee -Deep Dive

April

Tuesday, April 6: Governance Committee
Tuesday, April 13: Finance & Audit Committee
Thursday, April 22: Finance, Investment Subcommittee (FISC)
Thursday, April 22: Executive Committee

PSPR Full Board Meetings

April

Thursday, April 29: Board of Directors, 4:30 – 6:30 PM

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**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
FEBRUARY 25, 2021 MEETING
4:30 p.m. – 6:30 p.m.**

APPROVED MINUTES

Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on February 25, 2021 at 4:30 PM via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Christopher Jay (Vice Chair), Andy McGovern (Secretary), Sharon Kioko (Treasurer), Caryn Mathes (President & CEO), Vivian Phillips, Jon Schorr, Filiz Efe McKinney, David Landau, Irwin Goverman, Claire O’Donnell, Shauna Causey, David Roberts, Liam Lavery, Virginia Anderson, Connie Kravas, Lisa Nitze, Mark Ashida, Ian Warner and Robert W Palmatier

ABSENT: Randy Hodgins, Caitlin Duffy, Nicholas Patrick and Wassef Haroun

ALSO ATTENDING: (KUOW Staff) Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Ross Reynolds, Arvis Hokanson, Jennifer Strachan and Jemma Hovance

(Members of the Public) Casey Davis

I. **Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

Approval of Minutes

Ms. de Laubenfels called for a motion to approve the November 19, 2020 Annual Board of Directors Meeting minutes. Ms. Anderson moved, and Mr. Landau seconded. With no objections, the Board approved the minutes as presented.

II. **Committee Reports**

Governance Committee

Ms. de Laubenfels called for the Approval of the Resolution of Composition and Re-appointment of the Executive Committee. A motion was duly made by Ms. Kravas and seconded by Ms. Anderson. With no objections, the motion was approved as presented.

Mr. Landau reminded the Board to fill out the 2021 Conflict of Interest Form. Mr. Landau provided a brief update on the initial Board retreat planning. Ms. Kravas spoke on her current plan and goals for the Board Recruitment Subcommittee.

Development Committee

Ms. McKinney provided a brief update on the Development Committee, including Development Snapshots and how the Board can engage with event sponsorship. Ms. McKinney presented an opportunity for Board Members to join the Development to fill in vacancies The KUOW Development Staff; Membership, Major Gifts, and Business Support, ended FY21 Q2 strong. The Staff reached or surpassed their FY21 Q2 goals.

FISC/Financial Committee

Mr. Jay discussed the 4th Quarter Investment Report provided by Bernstein. KUOW's endowment fund was up by 8% and Long-Term Accounts was up 7.5% at the end of 2020. KUOW's Investment performed as expected. Ms. McKenna updated the Board on the progress of the PPP loan application. Dr. Kioko briefly updated the Board on the Form 990.

Strategic Planning Committee

Mr. McGovern provided a distillation of the Strategic Planning Committee brainstorming for the initial retreat planning.

III. Station Business & Updates

YTD Financials & Cash Flow

Ms. Mathes presented the YTD financials and cash flow. She highlighted that Major Gifts was at 150% of their monthly goal, Membership renewals and revenue was at 108%, and email subscription was at 140% of their monthly goal. KUOW ended January 2021 strong with KUOW's net from operations at positive \$479K before depreciation.

Tonnage Report & 2020 Audience in Review Presentation

Ms. Hovance presented on year-over-year January 2021 Tonnage report. Mr. Hokanson presented specifically how COVID-19 affected KUOW's audience listening behavior. The loss of commuting had accelerated the decline in people listening to radio in the Seattle-Tacoma market. Also, with the changes in commuting, the afternoon drive time was now the leading daypart for broadcast, but the morning drive remained the top daypart for streaming.

IV. Executive Committee Business & Updates

Ms. de Laubenfels highlighted the initial timeline of the CEO/President annual review process. She briefly presented the current CEO & President Succession Plan for new members. Ms. de Laubenfels, also, presented the schedule for UW Foundation liaison successor. Mr. Warner was named as the new Board RET liaison.

V. Executive Session and Adjournment

Ms. de Laubenfels adjourned the meeting at 6:29PM and the Board decided to not have an executive session.

Executive Session Notice

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The next Board of Directors meeting will be taking place virtually on Thursday, April 29, 2021 at 4:30 PM via Zoom.

Respectfully Submitted,
Andy McGovern, Secretary
Fieta Robinson
KUOW PSPR Board Liaison