



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, SEPTEMBER 1, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Please Register in advance for the Zoom Meeting:

https://washington.zoom.us/meeting/register/tJ0pcuGqrjwiG9Ix-TsWtSbFmokinZ_dLdMI

MEETING PURPOSE

The board of directors shall establish a Governance Committee whose principal responsibilities shall include the nomination of board and committee members, the operational effectiveness of the board and maintenance of the Corporation’s governance framework.” (Article IV, Section 2, KUOW PSPR Bylaws)

OBJECTIVES

1. Approve recommended 2021 Board Prospects for Board Election
2. Nominate members for Re-election to the Board
3. Discuss 2021 Board Committee Composition and recruitment plan
4. Review the Board Retreat agenda for September 24, 2020

MEETING AGENDA

3:00 – 3:05 PM	<ol style="list-style-type: none"> 1. Call to Order and Welcome 2. Invitation to Disclose Possible Conflicts of Interests 3. Overview of Meeting Purpose 4. Invitation for Additional Topics 5. Approval of July 28, 2020 Meeting Minutes 	Exhibit 1	Sharon/Virginia
(ACTION)			
3:05 – 3:25 PM	<ol style="list-style-type: none"> 6. 2021 Board Composition <ul style="list-style-type: none"> ➤ Committee Assignment and Board Officers ➤ 2021 Board Composition ➤ Recommendation to Re Elect 2021 Board Members ➤ Nomination of Board Prospects for Board Prospects ➤ Recommendation of 2021 Board Leadership and Committee Assignments for Board Approval 	Exhibit 2 Exhibit 3	Sharon and Virginia Members
(ACTION)			
3:25 – 3:55 PM	<ol style="list-style-type: none"> 7. Board Retreat <ul style="list-style-type: none"> ➤ Review Retreat Agenda & Purpose ➤ Review Sample Norms & Member Duties ➤ Approval of Agenda 	Exhibit 4 Exhibit 5	Sharon/Virginia
(ACTION)			
3:55 – 4:20 PM	<ol style="list-style-type: none"> 8. Other Committee Business <ul style="list-style-type: none"> ➤ Review D/O insurance ➤ Recommendations for FY21 Workplan ➤ Next Steps 	Exhibit 6 Exhibit 7	Sharon/Virginia Members Sharon/Virginia

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.



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4:20 -4:28 PM	9. Next Meeting Topics ➤ Topics for 9/24 Board Mtg Agenda ➤ Topics for 10/7 GOV Mtg Agenda	Sharon/Virginia See below
4:28 -4:30 PM	10. Public Comment	Sharon/Virginia
4:30 PM	11. Adjournment	

Next Scheduled Governance Committee Meeting Tuesday, October 7, 2020

Proposed Topics

- Board Retreat Survey Results
- Annual Review of Bylaws and Management Agreement
- Board Retreat
- Board Orientation Onboarding Material
- Racial Equity Training Summary/Proposal
- 2021 Workplan

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE September 1, 2020 MEETING 3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on September 1, 2020 at 3:00 PM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), David Landau, Paul Butler, Caryn Mathes, Colleen Echohawk, Erika Nesholm and Heidi de Laubenfels

ABSENT: Aaron Rocke

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Dr. Sharon Kioko called the meeting to order at 3:03PM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Minutes**

Dr. Kioko called for the approval of the minutes of July 28, 2020, Governance Committee Meeting. A motion was duly made by Virginia Anderson and seconded by Paul Butler. With no objections, the minutes were approved as presented.

IV. **Board Composition**

Committee Assignments and Board Officers

Dr. Kioko presented the Board Committee Assignments and Board Officers. The Committee discussed any concerns and made adjustment accordingly.

2021 Board Composition

Dr. Kioko also presented the 2021 Board Composition. The Committee discussed any concerns and made adjustment accordingly.

Motion to Nominate the Current Board Prospects

A motion to approve to nominate the current Board Prospects that were presented. Virginia Anderson moved, and Erika Nesholm seconded. The motion was moved and all in favor to be presented to the Executive committee.

Motion to Nominate the Committee Assignments

A motion to approve to nominate the Committee Assignments that were presented. Colleen Echohawk moved, and Paul Butler seconded. The motion was moved and all in favor to be presented to the Executive committee.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE September 1, 2020 MEETING 3:00 PM – 4:30 PM

Motion to Nominate the Board Officers

A motion to approve to nominate the Board Officers that were presented. Virginia Anderson moved, and David Landau seconded. The motion was moved and all in favor to be presented to the Executive committee.

Motion to Re-Elect of 2021 Board Members in November 2020

A motion to approve to Re-Elect of 2021 Board Members in November 2020 that were presented. Virginia Anderson moved, and Sharon Kioko seconded. The motion was moved and all in favor to be presented to the Executive committee.

V. Board Retreat

The Committee discussed the current Board Retreat agenda and purpose from Ostara. Ms. Anderson and Dr. Kioko would finalize this with Ostara before the Retreat.

VI. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:45 pm.

Respectfully Submitted by
Virginia Anderson & Sharon Kioko, Co-Chairs &
Fieta Robinson, Board Liaison