



## KUOW, PSPR Feb 20th Board Meeting

KUOW

Thursday, February 20, 2025 at 4:30 PM PST to 6:30 PM PST

### Agenda

#### I. Welcome & Call to Order

4:30 PM

##### 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 Board Meeting Minutes

#### II. Resigning Resolutions

4:35 PM

Thank you, Laura C., Jamie, and Gabrielle, for your Board service. We wish them the best!

##### A. Recognizing Laura Canate

Presenter: Heidi de Laubenfels

##### B. Recognizing Jamie Van Horne Robinson

Presenter: Caryn Mathes

##### C. Recognizing Gabrielle Nomura Gainor

Presenter: Sharon Nyree Williams

#### III. Committee Business

4:45 PM

##### A. Governance Committee

###### 1. Jan 9th Draft Minutes

###### 2. Exhibits

##### B. Finance & Audit Committee

###### 1. Jan 16th Draft Minutes

###### 2. Exhibits

##### C. Reach & Resource Committee

###### 1. Jan 23rd Draft Meeting Minutes

###### 2. Exhibits

## **D. Diversity, Equity, and Inclusion Committee**

Searching for an Interim DEI Chair

### **1. Jan 29th Draft Minutes**

### **2. Exhibits**

## **E. Executive Committee**

Thank you, Claire for being our UW Foundation Liaison!

## **IV. Board Retreat Update**

**5:15 PM**

Presenter: Raina Wagner

Annual Board Retreat

- Where: KUOW Station
- Date: Saturday, March 29th
- Time: 10-4pm

Meals will be provided.

## **V. Station Business**

FY25 SIF

### **A. UUR Dashboard Update**

**5:25 PM**

Presenter: Kerry Swanson

FY25 Dashboard

### **B. Monthly Financial Summary Overview**

**5:35 PM**

### **C. Racial Equity Team Update**

**5:45 PM**

## **VI. Additional Topics**

## **VII. Upcoming Meetings**

DEI | March 6th @3:30pm

GOV | March 13th @4pm

R&R | March 20th @3:30pm

## **VIII. Public Comment**

**5:55 PM**

## **IX. Executive Session**

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.

## **X. Adjournment**

**6:05 PM**



# APPROVED KUOW, PSPR Feb 20th Board Meeting Minutes

KUOW – In-Person & Virtual | Thursday, February 20, 2025 4:30 PMPST

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

Virtual Location | Zoom

## Attendance

**Members Present:** Mylene Barizo, Wallace Bryant, Heidi de Laubenfels, Wassef Haroun, Randy Hodgins, Karen Kalish, David Landau, Caryn Mathes, Andy McGovern, Michelle Merriweather, Sarah Norris Hall, Sharon Nyree Williams, Colin Peterson, Laura Ruderman, Kevin Schofield, Jim Simon, Raina Wagner, Ian Warner

**Members Absent:** David Chan, Irwin Gorman, Sharon Kioko, Claire O'Donnell

**Staff Present:** Ryleigh Brimhall, Shawntea Crow, Marshall Eisen, April Johnson, Annette Promes, Fieta Robinson, Kerry Swanson

**Guests:** Matt Albertson

### **I. Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:33pm

#### **A. Board Engagement Through an Equity Perspective**

1. Mr. McGovern asked the Committee to review the reflective questions that center equity in the meeting and in their discussions.

#### **B. Invitation to Disclose Possible Conflicts of Interest**

1. Mr. McGovern asked the Committee to disclose any conflicts of interest, and none were expressed.

#### **C. Overview of Meeting Purpose**

1. Mr. McGovern went over the meeting purpose, which included acknowledging resigning directors in addition to Committee and Station business.

#### **D. Invitation for Additional Topics**

1. Mr. McGovern made an invitation for additional topics; none were added.

#### **E. Approval of Board Meeting Minutes**

1. Mr. McGovern called for a motion to approve the November 2024 Board Meeting Minutes.
2. **Motion** was moved by Heidi de Laubenfels and seconded by Ian Warner. With no objections, the meeting minutes were approved.

### **II. Resigning Resolutions** | Mr. McGovern welcomed Heidi de Laubenfels, Caryn Mathes, and Sharon Nyree Williams to speak on behalf of the resigning directors, Laura Canate, Jamie Van Horne Robinson, and Gabrielle Nomura Gainor, respectively. Each director expressed words of gratitude, and thanks for their Board colleague's support and efforts.

### **III. Committee Business** | Mr. McGovern asked the Committee to read over the 2025 Committee Summaries document and then facilitated a conversation. The Committee Summaries are below:

- #### **A. Governance Committee** | We walked through our committee's charter and priorities for the year, and the draft work plan. Touched on retreat planning, board recruiting, board surveys

(this is a year in which we do our self assessment, in addition to the annual informational survey), the conflict of interest policy, and possible collaboration with the DEI committee on bylaws updates. Wallace graciously agreed to help us review our D/O insurance coverage this year. We also talked about continuous improvement of director onboarding (including the Board Buddy program, which has kicked off), ideas for increased (while appropriate) director engagement with senior staff, and the need for extra communication in a time of leadership change – both at KUOW and at the UW.

- B. **Finance & Audit Committee** | Reviewed investment portfolio results through December 2024. Discussed long term portfolio balancing options and agreed to table possible changes to increase the long-term portfolio distribution above 70% ESG until our next scheduled discussion of the portfolio strategy in August 2025. Reviewed and approved the FY2024 financial statements. Clean opinion. Significant and characteristically solid leadership and management from the Finance Team, led by Jessica Dial, to complete the audit with a new CPA firm who was learning the station's business. Results show declining cash in alignment with prior and current budget decisions. Reviewed year to date (YTD) actual financial performance through November, on track with budget, slightly ahead of revenue forecast YTD and slightly below expenditure forecast YTD. Committee will begin to pivot toward supporting station management in building its FY26 budget. Preparation for budget build underway, robust participation from the board requested throughout. Continue to monitor federal funding, local giving and impact on the financial health of the station.
- C. **Reach & Resource Committee** | We reviewed presentations on the key work and metrics the committee oversees to orient new members, and the plan for board engagement. Due to time, we agreed to review the committee workplan offline.
- D. **Diversity, Equity, and Inclusion Committee** | During a time when Diversity, Equity and Inclusion programs are being gutted across the country, members of the KUOW DEI committee came together virtually for our first meeting of the year. We welcomed new members, Mylene Barizo, Colin Peterson and Karen Kalish, and got to know each other by sharing first NPR memories and what draws each of us to antiracist work. Gabrielle shared a high-level summary of the DEI survey results and we voted to send the Board Shared Agreements (created in 2024 with facilitator Karen Hirsch) to Exec, with the intention that they will replace the Board Norms.
- E. **Executive Committee** | We began the meeting with an icebreaking activity that Teasha set up for us; this was a dry run before trying something similar at full board. We reviewed committee updates and committee work plans. From the committee updates emerged several short discussions including how to approach finding a new UW Foundation liaison, how to approach political opinion barriers in official board proceedings, and how to start surfacing meeting attendance statistics more transparently. We received a board retreat update from Heidi, and a GM search committee update from Ian. We voted to move the team agreement brought forth from DEI committee forward to the full board.

IV. **Board Retreat Update** | Mr. McGovern had Retreat Taskforce Chair Raina Wagner give an update on the status of the Board Retreat. Ms. Wagner shared with the Committee the many topics and

discussion points that could be featured on the Retreat's agenda, including managing the retirement and transition of Caryn Mathes as the Station's General Manager. Ms. Wagner shared that the goals of the Retreat were to connect with one another as well as address topics with the support of facilitators to support the Board's thinking. The Board Retreat will be held at the Station on March 29<sup>th</sup>.

**V. Station Business** | Mr. McGovern welcomed Ms. Mathes and Mr. Swanson to present to the Committee Station Business. Mr. Swanson started his presentation with the FY25 Quarterly Report. In the report, Mr. Swanson shared the year-to-date percentage of revenue achieved per month. Mr. Swanson shared with the Committee how tracking the revenue gives KUOW Leadership a strong indicator of how revenue will be impacted for the rest of the fiscal year. Mr. Swanson also shared with the Committee how the Philanthropy team was preparing for the Spring Pledge drive. Mr. Swanson also shared an Executive Summary of the KUOW Leadership Team Retreat. Mr. Swanson gave the Committee time to read the summary and then took questions. During the discussion the comprehensive campaign was brought up as it related to KUOW's budget. Ms. Robinson raised her hand for point of clarity regarding the comprehensive campaign timeline. Ms. Promes responded that KUOW Leadership is in the very early stages of discussion and could not advance without the support and approval of the new GM.

A. **Racial Equity Team (RET) Update** | Ms. Robinson, co-chair of the Racial Equity Team, provided an update to the Committee. Ms. Robinson started by outlining RET's mission, purpose, and structure. RET works alongside and makes recommendations to KUOW's senior leadership to foster a thriving work culture for staff. Ms. Robinson concluded her discussion by connecting the work of the RET to KUOW's Strategic Impact Framework.

**VI. Public Comment** | Mr. McGovern asked if there were any members of the public present to make a public comment. There were members of the public present, but no public comments were given.

**VII. Public Session Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 5:54 pm to go into Executive Session to privileged information regarding Board governance and personnel.

**VIII. Executive Session Adjournment** | Mr. McGovern adjourned the Executive Session at 7:02 pm.