MEETING AGENDA

Meeting Objectives
- Advance ideas from May retreat & July DEI session
- Invest in Board effectiveness
- Confirm CEO Annual Goals

Discussion Questions
- 1. How do we cultivate more connection and participation among all Board members? (What's one thing leadership can do? What's one thing you can do?)
- 2. What adjustments can we make to improve on mentoring/onboarding for new Board members? (What information or training would help you? What's one thing you wish you knew sooner?)
- 3. We have demonstrated a commitment to creating an equitable and inclusive board. How do we ensure that new members feel welcome and valued? Are there structural or attitudinal barriers that might be getting in the way of fully sharing power equitably?

Topics of Discussion

4:30 – 4:35 PM
1. Welcome and Call to Order
   - A. Meeting Objectives
   - B. Invitation to Disclose Possible Conflicts of Interests
   - C. Invitation for Additional Agenda Topics
   - D. Approval of Agenda
   - E. Welcome of New Staff Member

   (ACTION)
   - F. Approval of June 24, 2021, Board of Directors Annual Budget Meeting Minutes

4:35 – 5:50 PM
2. Committee Business & Updates
   - A. Development Committee Update (4:35–4:45)
     - August 18, 2021 Meeting Minutes
     - Committee/Board Engagement Update
     - UW Foundation Update
     - Development Campaigns/Collaborations
     - Exhibit 2 Pg7-8

   - B. Finance Committee & FISC Update (4:45–4:55)
     - August 17, 2021 Meeting Minutes
     - FISC Investment Update
     - Exhibit 3a Pg9

   - C. Other Business

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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<tr>
<th>Time</th>
<th>Meeting Agenda</th>
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<tr>
<td>4:30 PM</td>
<td>PUGET SOUND PUBLIC RADIO BOARD OF DIRECTORS MEETING THURSDAY, SEPTEMBER 23, 2021</td>
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<td>5:00 – 5:20 PM</td>
<td>C. Strategic Planning Committee Update (4:55-5:15)</td>
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<td>5:30 – 5:50 PM</td>
<td>D. Governance Committee Update (5:15-5:50)</td>
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<td>6:00 – 6:20 PM</td>
<td>3. Executive Committee Business &amp; Updates</td>
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<td>6:30 PM</td>
<td>4. Station Business &amp; Updates</td>
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<td>6:45 PM</td>
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**Meeting Agenda**

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<th>Time</th>
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<tr>
<td>20 mins</td>
<td><strong>C. Strategic Planning Committee Update (4:55-5:15)</strong></td>
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<td>August 9, 2021 Meeting Minutes</td>
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<td>Advancing Retreat Content</td>
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<td>35 mins</td>
<td><strong>D. Governance Committee Update (5:15-5:50)</strong></td>
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<td>August 31, 2021 Meeting Minutes</td>
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<td>Board DEI Training Feedback</td>
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<td>DEI Committee Discussion</td>
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<td>Racial Equity Team Update</td>
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<td>Board Surveys</td>
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<td>• Biennial Board Assessment Survey Results</td>
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<td>• Board Profile Update (September 23rd 6:30 PM)</td>
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<td><strong>Governance Recruitment Subcommittee Update</strong></td>
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<td>• Current Slate of Prospects</td>
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<td>• Meet &amp; Greet with Board Inductees</td>
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<td>3.5 mins</td>
<td><strong>3. Executive Committee Business &amp; Updates</strong></td>
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<td>September 9, 2021 Meeting Minutes</td>
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<td>Update CEO FY22 Annual Goals</td>
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<td>Board Portal Introduction</td>
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<td>Other Business</td>
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<td><strong>4. Station Business &amp; Updates</strong></td>
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<td>FY 2022 YTD Financials</td>
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<td>• Cash Flow Navigation</td>
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**Exhibits**

- Exhibit 4a
- Exhibit 4b
- Exhibit 5a
- Exhibit 5b
- Exhibit 5c
- Exhibit 5d
- Exhibit 5e
- Exhibit 6a
- Exhibit 6b
- Exhibit 7a
- Exhibit 7b
- Exhibit 7c

**Participants**

- Andy McGovern
- David Landau
- Ian Warner
- Filiz McKinney/ Irwin Goverman
- Connie Kravas/ David Landau
- Heidi de Laubenfels
- Caryn Mathes
- Ryleigh Brimmhall
- Heidi de Laubenfels
- Heidi de Laubenfels
- Heidi de Laubenfels
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.
 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 September 23, 2021 at 4:30 PM via Zoom.

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

ABSENT: Nicholas Patrick

ALSO ATTENDING: (KUOW Staff) Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Jennifer Strachan and Rami Al-Kabra

I. Meeting Called to Order

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:30 PM. Directors were invited to disclose any conflict of interest. There were none. Ms. Mathes introduced the new Senior Director for Digital Product, Rami Al-Kabra.

Approval of Minutes

Ms. de Laubenfels called for a motion to approve the June 24, 2021 Board of Directors Meeting minutes. Ms. Kravas moved, and Mr. Landau seconded. With no objections, the Board approved the minutes as presented.

II. Committee Reports

Development Committee

Ms. McKinney and Ms. Anderson provided a brief update on the Development Committee, including Development Staff collaboration with NPR & Arts Fund. Mr. Jay provided his first UW Foundation update and his orientation experience.

FISC/Financial Committee

Mr. Jay discussed the 3rd Quarter Investment Report provided by Bernstein. KUOW’s endowment fund was up by 9% and Long-Term Accounts were up 7.5%. KUOW’s investments performed better than expected. He mentioned that there was a new program from Bernstein for Socially Responsible Investing with Bonds. He also highlighted on that KUOW is outperforming its benchmarks in returns.

Strategic Planning Committee

Mr. McGovern reviewed the proposed list of action items from the board retreat in May 2021. Ms. Mathes presented her response to the list and how it aligns with KUOW’s KPIs and FY22 goals.

Governance Committee

Mr. Warner presented on the feedback provided from the DEI Training from July 2021. He highlighted a key insight was the needs to ensure that the board’s actions are aligning with KUOW’s stated DEI goals. He also provided an update on the potential DEI board committee for next year.
Ms. McKinney and Mr. Goverman reminded the board of the upcoming Board informational survey. Also, they presented the feedback from the 2021 Board Assessment. A key theme was culture, with action items for more structured onboarding support and mentorship, clearer succession plans for board leadership and committee leadership, and more discussion during meetings. With the support of Mr. Govern, they lead the board in suggesting responses to the assessment.

Ms. Kravas briefly provided a review and overview of the FY22 recruitment process to provide even more transparency for anyone with remaining questions about it.

**Motion to Nominate the Current Board Prospects**
Ms. de Laubenfels called for a motion to approve to nominate the current Board Prospects that were presented. Mr. Schorr moved, and Mr. Ashida seconded. The motion was moved and all in favor to be presented at the next board meeting.

### III. Executive Committee Business & Updates
Ms. Mathes provided an update for her FY22 CEO Goals. Some of the highlighted FY22 CEO Goals were focused on developing the Chief Operations Officer position, refining key metrics for the Strategic Impact Framework, and facilitating board engagement.

Mx. Brimhall provided a brief update on the implementation and timeline of the new board portal.

### IV. Station Business & Updates
**YTD Financials & Cash Flow**
Ms. Mathes presented the YTD financials and cash flow. She highlighted that philanthropy was at 198% of their monthly goal, and year over year total audience was at 110% of their monthly goal. KUOW ended July 2021 strong, with 132 operating days in cash reserve – well over the board-mandated the 91 days.

### V. Executive Session and Adjournment
Ms. de Laubenfels adjourned the meeting at 6:26PM and the Board decided to not have an executive session.

**Executive Session Notice**
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.

The next Board of Directors meeting will be taking place in person/virtually on Thursday, November 18, 2021 at 4:30 PM.

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

KUOW

Nov 18, 2021 at 4:30 PM PST to Nov 18, 2021 at 8:00 PM PST
Seattle Asian Art Museum: 1400 E Prospect St, Seattle, WA 98112

Agenda

I. Call to Order, Welcome & Introductions 4:30 PM
Presenter: Heidi de Laubenfels

II. Invitation to Disclose Possible Conflicts of Interest 4:31 PM
Presenter: Heidi de Laubenfels

III. Consent Agenda 4:32 PM
Presenter: Heidi de Laubenfels

A. Approval of September 23, 2021 Board Mtg Minutes
B. Approval of 2022 Board Directors, Officers and Committee Members
   1. Resolution to Re-elect Community Board Directors
   2. Resolution to Elect 2022 Board Officers
   3. Approval of 2022 Committee Members
   4. Resolution to Elect University Director
C. Resolution to Create the DEI Committee
D. Resolution to Change the Name of the Development Committee
E. Resolution Regarding Acceptance of The Audit
F. Resolution to Approve PPP Loan Fund Allocation

IV. Motion to Approve Resolution to Codify Liaison to Racial Equity Team 4:34 PM
Presenter: Heidi de Laubenfels

V. Passing of the Gavel 4:34 PM
Presenter: Caryn Mathes

   A. Heidi de Laubenfels to Christopher Jay

VI. Committee Reports & Work Plans 4:35 PM
Presenter: David Landau

   A. Governance Committee
      1. Board Orientation & DEI Training Expectations
      2. 2022 Work Plan
B. Reach & Resource Committee 4:40 PM
Presenter: Claire O'Donnell
1. 2022 Work Plan

C. Strategic Planning Committee 4:45 PM
Presenter: Andy McGovern
1. Retreat Action Proposals
2. 2022 Work Plan

D. Finance & Audit / FISC 4:50 PM
Presenter: Liam Lavery
1. 3rd Quarterly Investment Report
   Presenter: Christopher Jay
2. 2022 Work Plans

E. Executive Committee 4:55 PM
Presenter: Christopher Jay
1. 2022 Board and Committee Meeting Dates
2. 2022 PSPR Board Roster
3. 2022 Work Plan

VII. Recognition of Retiring & Resigning Board Directors 5:00 PM
Presenter: Christopher Jay

   A. Shauna Causey
   Presenter: Irwin Goverman

   B. Vivian Phillips
   Presenter: Connie Kravas

   C. David Roberts
   Presenter: Heidi de Laubenfels

   D. Colleen Echohawk
   Presenter: Ian Warner

   E. Caitlin Duffy
   Presenter: Andy McGovern

   F. Nicholas Patrick
   Presenter: Heidi de Laubenfels

   G. Robert Palmatier
   Presenter: Heidi de Laubenfels

VIII. 10 MINUTE BREAK 5:15 PM

IX. State of the Station & Presentations 5:25 PM
A. GM/President’s Station Report
   Presenter: Caryn Mathes

B. Marketing Update Report
   Presenter: Michaela Gianotti

C. Radioactive’s New Podcast
   Presenter: Kelsey Kupferer

   They can never lock your mind up.' Three stories from juvenile jail
D. (5 MINUTE BREAK) 6:00 PM
E. Fireside Chat With New Senior Leadership 6:05 PM
   Presenter: Heidi de Laubenfels
   Guests: Gigi Douban, Steve Alexander, Rami Al-Kabra
X. Public Comment 6:50 PM
   Presenter: Christopher Jay
XI. Closing Remarks & Adjourn 6:55 PM
   Presenter: Christopher Jay
XII. Annual Meeting Reception 7:00 PM
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 November 18, 2021 at 4:30 PM at Seattle Asian Art Museum, 1400 E Prospect St, Seattle, WA 98112.

PRESENT: Christopher Jay (Chair), Heidi de Laubenfels (Immediate Past Chair), Irwin Goverman (Vice Chair), Andy McGovern (Secretary), Liam Lavery (Treasurer), John Schorr, Filiz Efe McKinney, David Landau, Randy Hodgins, Sharon Kioko, Shauna Causey, David Roberts, Virginia Anderson, Lisa Nitze, Mark Ashida, Caryn Mathes (President & CEO), Nicholas Patrick, Wassef Haroun, Claire O’Donnell, Ian Warner, Connie Kravas, Michelle Merriweather, Roshni Naidu, Jessie Harris and David Iyall

ALSO ATTENDING: (KUOW Staff) Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Janice McKenna, Michaela Gianotti, Kelsey Kupferer, Jennifer Strachan, Matthew Albertson, Steve Alexander, Gigi Douban, Rami Al-Kabra

I. MEETING CALLED TO ORDER
Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:43 pm. She invited attending members, staff and guests to introduce themselves.

Ms. de Laubenfels asked directors to disclose any conflicts of interest. There were none.

II. BOARD BUSINESS
Approval of Consent Agenda
Ms. de Laubenfels called for a motion to pass the consent agenda. A motion was duly made by Mr. Jay and seconded by Mr. Goverman, with no objections, the Board approved the consent agenda as presented. Ms. de Laubenfels welcomed the new Directors to the meeting.

Re-election of Community Board Members

In accordance to Article III, Section 8 of the Bylaws amended as of November 2, 2018, the following individuals are hereby re-elected to serve as Community Directors of the PSPR Board for another three-year term ending in 2024:

- Mark Ashida
- Irwin Goverman
- Sharon Kioko
- David Landau
- Ian Warner

In accordance to Article III, Section 8 of the Bylaws amended as of November 2, 2018, the following individuals are hereby elected to serve as University Director of the PSPR Board for a three-year term ending in 2024:

- David Iyall
Election of 2022 Board Officers and Committee Chairs

As recommended by the Governance Committee, and in accordance to Article IV, Section 6 of the Bylaws amended as of November 2, 2018, the PSPR Board of Directors approved the appointment of the following Directors to serve as Board Officers and Committee Chairs for a one-year term expiring in 2022 at the annual meeting or until their successor is elected and qualified:

Executive Committee
- Christopher Jay, Chair
- Irwin Goverman, Vice Chair
- Andy McGovern, Secretary
- Liam Lavery, Treasurer
- Heidi de Laubenfels, Immediate Past Chair
- Claire O’Donnell, R&R Chair
- Liam Lavery, FIN, Chair

Finance & Audit Committee
1. Liam Lavery, Chair
2. J. essie Harris, Vice Chair
3. Randy Hodgins
4. Sharon Kioko
5. Jon Schorr
6. Irwin Goverman
7. Mark Ashida

Finance, Investment Subcommittee
1. Mark Ashida, Chair
2. Sharon Kioko, Vice Chair
3. Jon Schorr
4. Liam Lavery

Governance Committee
1. David Landau, Chair
2. Filiz Efe McKinney, Vice Chair
3. Sharon Kioko
4. Irwin Goverman
5. Ian Warner
6. Heidi de Laubenfels
7. Connie Kravas
8. Jessie Harris
9. Mark Ashida

Governance, Recruitment Subcommittee
1. Connie Kravas, Chair
2. Filiz Efe McKinney, Vice Chair

Strategic Planning Committee
1. Andy McGovern, Chair
2. Lisa Nitze, Vice Chair
3. Claire O’Donnell
4. Wassef Haroun
5. Virginia Anderson
6. Roshni Naidu

Diversity, Equity & Inclusion Committee
1. Ian Warner, Chair
2. Michelle Merriweather, Vice Chair
3. Virginia Anderson
4. Irwin Goverman

Reach & Resource Committee
1. Claire O’Donnell, Chair
2. David Iyall, Vice Chair
3. Michelle Merriweather
4. Wassef Haroun
5. Filiz Efe McKinney
6. Virginia Anderson
IV. COMMITTEE REPORTS

Governance Committee
Mr. Landau presented the agenda for Board Orientation in December. Mr. Landau highlighted on restructured Governance Documents and the FY22 Governance Work Plan.

Reach & Resource Committee
Ms. O’Donnell gave an overview of FY22 Reach & Resource Work Plan. The Work Plan included a continued focus on the strategy and finding ways for the Reach & Resource Committee to support Staff in their fundraising and community engagement efforts.

Strategic Planning Committee (SPC)
Mr. McGovern presented on FY22 SPC Workplan and the Retreat Action Proposals.

Finance Committee
Mr. Lavery presented an update on PPP Loan’s forgiveness and the current state of the US economy and the investment markets, as well as the status of KUOW’s current investment portfolio.

Executive Committee
Mr. Jay highlighted the FY22 KUOW PSPR Board Calendar and consolidation of Committee Work Plans.

V. RECOGNITION OF RETIRING & RESIGNING DIRECTORS
Ms. Mathes, Ms. de Laubenfels and fellow Directors expressed their appreciation for the retiring board directors, Shauna Causey, Vivian Phillips, David Roberts, Colleen Echowhawk, Caitlin Duffy, Nicholas Patrick and the resigning board director, Robert Palmatier, acknowledging their years of service, commitment and contribution to KUOW and the PSPR Board. The Board also recognized and thanked Ms. Heidi de Laubenfels for her two years as Board Chair.

VI. STATE OF THE STATION & PRESENTATIONS

GM/President’s Station Report
Ms. Mathes presented an update on the Station and gratitude to staff, board, and community during the pandemic. Business Support was at 106% FYTD goals. Membership was as 82% FYTD goals. Philanthropy was at 147% of FYTD goals. KUOW had 146 days of operating cash in reserve and filled 39% of employee vacancies.

Marketing Update Report
Ms. Gianotti presented an update on the Marketing department. Marketing’s FY22 priorities were: continued audience growth for digital products, set new strategic input goals aimed to support diversifying our audience across platforms, invest in tools / practices to improve efficiency of internal operations, and expand audience research to better understand market segments and audience presence on various platforms. Ms. Gianotti highlighted the efforts with emails, social media, events & partnerships, and the upcoming KUOW 70th Anniversary campaign.
Radioactive’s New Podcast
Ms. Kupferer presented on Radioactive’s new podcast that came from providing workshops in youth detention centers in the Seattle area. Ms. Kupferer played an excerpt from this audio piece created by incarcerated teens.

Fireside Chat with New KUOW Leadership
Ms. de Laubenfels facilitated a discussion with Gigi Douban, Rami Al-Kabra, and Steve Alexander. The discussion was focused on getting to know KUOW’s new leadership staff and what they are looking forward to creating in the future.

VII. ADJOURNMENT
There being no further business, Mr. Jay adjourned the PSPR Board meeting at 7:00 PM. The next meeting of the Board will take place on Thursday, February 24, 2022.

Respectfully submitted,
Andy McGovern, Secretary
I. Welcome and Call to Order

Presenter: Christopher Jay

A. Land Acknowledgement
Presenter: Christopher Jay

We ask for those engaging in this event to reflect on the lands on which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

The University of Washington and KUOW acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip and Muckleshoot nations.

B. Meeting Objectives
C. Invitation to Disclose Possible Conflicts of Interest
D. Invitation for Additional Agenda Topics
E. Introduce New Employee, Kerry Swanson
Presenter: Caryn Mathes
F. Approval of Agenda
G. Approval of Draft November 18, 2021 Annual Board Minutes
Presenter: Christopher Jay

II. Committee Business & Updates

A. Reach & Resource Committee
Presenters: Claire O’Donnell, David Iyall
1. Meeting Minutes
2. R&R Committee Update
B. Finance & FISC Committee
1. Meeting Minutes
2. FIN Committee Update
Presenters: Liam Lavery, Jessie Harris
   a. Approval of IPS
   b. Approval of Continual Operational Expense with New Position
3. FISC Committee Update
Presenters: Mark Ashida, Sharon Kioko
   a. Investment Manager Review
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<th>Time</th>
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<td>4:50 PM</td>
<td>C. Strategic Planning Committee</td>
<td>Andy McGovern, Lisa Nitze</td>
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<td>1. Meeting Minutes</td>
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<td>2. SPC Committee Update</td>
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<td>3. Discussion of SIF Implementation</td>
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<td>5:00 PM</td>
<td>D. Governance Committee Update</td>
<td>David Landau, Filiz Efe McKinney</td>
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<td>E. DEI Committee</td>
<td>Ian Warner, Michelle Merriweather</td>
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<td>5:25 PM</td>
<td>III. Executive Committee Update</td>
<td>Christopher Jay, Irwin Goverman</td>
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<td>A. Meeting Minutes</td>
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<td>B. UW Foundation Update</td>
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<td>C. Other Business</td>
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<td>5:30 PM</td>
<td>IV. Station Business &amp; Updates</td>
<td>Caryn Mathes</td>
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<td>A. 6 Month Review of Financials</td>
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<td>D. Racial Equity Team Update</td>
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VIII. Executive Session Adjourn

Next Board of Directors Meeting - April 28, 2022 4:30PM-6:30PM
KUOW, PSPR Board:
February 24, 2022 Meeting Approved Minutes
KUOW & Zoom
Feb 24, 2022 at 4:30 PM PST

Attendance

Members Present (Remote):
Virginia Anderson, Mark Ashida, Ryleigh Brimhall, Wassef Haroun, Jessie Harris, Randy Hodgins, David Iyall, Christopher Jay, Sharon Kioko, Connie Kravas, David Landau, Heidi de Laubenfels, Liam Lavery, Caryn Mathes, Andy McGovern, Janice McKenna, Filiz Efe McKinney, Claire O'Donnell, Fieta Robinson, Jon Schorr, Kerry Swanson

Members Absent:
Michelle Merriweather, Irwin Goverman, Roshni Naidu, Ian Warner

Guests Present (Remote):
Matt Albertson, Marlon Daniels

I. Welcome and Call to Order

Chair Chris Jay welcomed the Committee members. The meeting was called to order at 4:31 PM. Mr. Jay stated UW Land Acknowledgement. Mr. Jay welcomed additional topics to the agenda.

A. Invitation to Disclose Possible Conflicts of Interest

Mr. Jay asked directors to disclose any conflicts of interest. There were none.

B. Introduce New Employee, Kerry Swanson

Ms. Mathes introduced new employee, Kerry Swanson.

C. Approval of Draft November 18, 2021 Annual Board Minutes

Motion:
Mr. Jay then called for the approval of Minutes from the November 18, 2021, Annual Board meeting. Motion moved by Virginia Anderson and motion seconded by Connie Kravas. The motion was carried, the Committee approved the minutes with amendments.
II. Committee Business & Updates

A. Reach & Resource Committee

Ms. O'Donnell provided a brief update on Reach & Resource's first committee meeting. Reach & Resource committee had staff departments speak on their departments and provided insight on how this committee and the board could support these departments.

B. Finance & FISC Committee

1. FIN/FISC Committee Update

Mr. Lavery briefly outlined the updates to IPS. Mr. Lavery discussed the 4rd Quarter Investment Report provided by Bernstein and the investment manager review. The Board had a robust discussion around the amount of KUOW/PSPR investments are in Social Responsible Investment.

   a. Approval of IPS

   Motion:
   Mr. Jay called for a motion to adopt the revised ISP with amended language. Motion moved by Virginia Anderson and motion seconded by Wassef Haroun. The motion was carried, The Board approve the motion.

   b. Approval of Continual Operational Expense with New Position

   Motion:
   Mr. Jay called a motion to approve of Continual Operational Expense with New Position. Motion moved by Heidi de Laubenfels and motion seconded by Sharon Kioko. The motion was carried, The Board approved the motion.

C. Strategic Planning Committee

Mr. McGovern and SPC hosted its first of a series of Deep Dives into KUOW and invited Reach & Resource Committee to attend. Rami Al-Kabra, Senior Director for Digital Product, presented a draft of his Digital Division Vision. Jennifer Strachan planned to speak on Audience Research for the next SPC meeting.
D. Governance Committee Update
   1. GOV Committee Update

   Mr. Landau discussed onboarding of new members and the success of their onboarding partnership between new members and more experienced members. Ms. McKinney is working on training brownbag Lunch & Learns. Mr. Warner decided to lead the DEI Training with DEI Committee. Retreat Planning Taskforce was in the initial stages of planning and solidifying topic & objectives. Recruitment Taskforce was in Phase 1, identifying Board needs & priorities. With the initial Biannual Bylaw review, Ms. Robinson was in the process of developing the Board DEI Statement to be included bylaws, and, there was a discussion of requiring two year term for chair and committee chairs.

E. DEI Committee
   1. DEI Committee Update

   Mr. Warner briefly discussed the current review and development of charter, purpose, and workplan for the newly created committee.

III. Executive Committee Update

   Mr. Hodgins briefly provide an update on UW Foundation and his presentation.

IV. Station Business & Updates
   A. 7 Month Review of Financials

   Ms. Mathes presented the 7 month review of financials and cash flow. She highlighted that Business Support was at 112% FYTD, Membership was at 96% FYTD, and Philanthropy was at 92% FYTD. KUOW ended January 2022 strong with KUOW having 165 operating days in reserves. The 70th Anniversary campaign was planned for the next 10 months. Ms. Mathes announced KUOW's working with U District Partnership to discussed how to better provide safety on University Way. Ms. Mathes provided progress update on the COO position being fleshed out to align with the FY2023 Budget Process.

   B. Board Engagement Officer Update

   Ms. Robinson provided an update on the progress of hiring the Board Engagement Officer position.
C. FY YTD Financials

Ms. Mathes presented the YTD financials and cash flow. She highlighted that Business Support was at 112% FYTD, Membership was at 96% FYTD, and Philanthropy was at 92% FYTD. KUOW ended January 2022 strong with KUOW having 165 operating days in reserves.

D. Racial Equity Team Update

Ms. Robinson provided an update on the KUOW Racial Equity Team (RET). RET was recruiting, preparing for the TOCA, and caucus groups. Also, Ms. Robinson introduced the staff lead on the Gallup Poll, Marlon Daniels. Mr. Daniels presented the December 2021 Gallup Poll results. There was overall increased of 0.21 to 4.10, out of 5, with percentile rank of 51%. KUOW Staff had a majority meaningful and overall positive change.

V. Open Session Adjourn

With no further business, Mr. Jay adjourned the open session at 6:24 PM. Mr. Jay called for an executive session.

VI. 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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

VII. Executive Session Adjourn

Mr. Jay adjourn the Executive Session at 6:23pm.
Agenda

I. Welcome and Call to Order 4:30 PM
   A. Land Acknowledgment
      We ask for those engaging in this event to reflect on the lands on which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

      The University of Washington and KUOW acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip and Muckleshoot nations.

   B. Meeting Objectives
   C. Invitation to Disclose Possible Conflicts of Interest
   D. Invitation for Additional Agenda Topics
      1. Congratulations to Filiz
   E. Approval of Agenda
   F. Approval of February 24, 2022, Board Meeting Draft Minutes

II. Committee Business & Updates
   A. Reach & Resource Committee 4:35 PM
      1. Draft Minutes
      2. Committee Update
         a. Draft Board Engagement Opportunities Form
      3. R&R Charter & Workplan Update
   B. Finance & FISC Committee 4:40 PM
      1. FIN Draft Minutes
      2. FIN Committee Update
         a. Budget Deep Dive
      3. FISC Draft Minutes
      4. FISC Committee Update
         a. Quarter Investment Report
         b. Bernstein ESG
   C. Strategic Planning Committee 4:55 PM
      1. Draft Minutes
      2. Committee Update
a. Audience Next Research Project

3. Deep Dive Discussion

D. Governance Committee Update 5:00 PM
1. Draft Minutes
2. Recruitment Update
3. Training & Resources Update
4. Retreat Update
5. Resolution to Update Committee Structure

E. DEI Committee 5:20 PM
1. DEI Committee Minutes
2. PSPR Board DEI Philosophy
3. DEI Charter & Workplan Update
4. DEI Training Update

III. Executive Committee Update 5:30 PM
A. CEO Assessment Update
B. UW Foundation Update
C. Reminder of Upcoming Budget Joint Meetings & Procedures
D. Other Business

IV. Station Business & Updates
A. COO Update 5:35 PM
B. FY YTD Financials 5:55 PM
1. Cash Flow Navigation
2. Dashboard Summary
3. Tonnage Report
C. Racial Equity Team Update 6:00 PM
D. Board Engagement Officer (BEO) Update 6:05 PM

V. Other Business/Public Comment 6:10 PM

VI. Open Session Adjourn

VII. Executive Session 6:15 PM

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VIII. Executive Session Adjourn

IX. Next Executive Meeting- June 23, 2022
KUOW, PSPR Board: April 28, 2022
Meeting Approved Minutes
KUOW/Zoom
Apr 28, 2022 at 4:30 PM PDT

Attendance

Members Present (Remote):
Michelle Merriweather, Mark Ashida, Ryleigh Brimhall, Irwin Goverman, Wassef Haroun, Jessie Harris, Randy Hodgins, David Iyall, Sharon Kioko, Shawnteasha Kirkwood-Coleman, Connie Kravas, Heidi de Laubenfels, Liam Lavery, Caryn Mathes, Andy McGovern, Janice McKenna, Filiz Efe McKinney, Claire O'Donnell, Fieta Robinson, Jon Schorr, Kerry Swanson, Ian Warner

Members Absent:
Virginia Anderson, Christopher Jay, David Landau, Roshni Naidu

Guests Present (Remote):
Matt Alberston, Steve Alexander

I. Welcome and Call to Order

Vice-Chair Irwin Goverman welcomed the Committee members. The meeting was called to order at 4:31 PM. Mr. Goverman stated UW Land Acknowledgement. Mr. Goverman welcomed additional topics to the agenda.

A. Invitation to Disclose Possible Conflicts of Interest

Mr. Goverman asked directors to disclose any conflicts of interest. There were none.

B. Invitation for Additional Agenda Topics

1. Congratulations to Filiz

   Mr. Goverman acknowledged Ms. McKinney, whose documentary film Reflecting on Anti-bias Education in Action: The Early Years was nominated for a NW Emmy Award in the Diversity/Equity/Inclusion category.

C. Approval of February 24, 2022, Board Meeting Draft Minutes

Motion:

Mr. Goverman then called for the approval of the Minutes from the February 24, 2022 Board meeting.

Motion moved by Connie Kravas and motion seconded by Ian Warner. The motion was carried, the Committee approved the minutes as presented.
II. Committee Business & Updates

A. Reach & Resource Committee

Ms. O'Donnell briefly updated the committee on the draft of the board engagement opportunities form.

B. Finance & FISC Committee

1. FIN Committee Update

Mr. Lavery highlighted on annual deep dive and FY21 Form 990. The KUOW revenue-generating departments discussed the year-to-date financials and their goals of shifting listenership and filling open employee positions.

2. FISC Committee Update

Mr. Ashida presented the quarterly investment report from Bernstein. FISC and the Board had a lengthy discussion on the next steps to continue with socially responsible investments and bonds.

C. Strategic Planning Committee

Mr. McGovern highlighted the Audience Next Research Project presented by the staff. The presentation was centered on the objectives, goals, and timeline to analyze KUOW's audience. He also updated the committee on SPC's Deep Dive into the year-to-date metrics and the potential metrics for FY23.

D. Governance Committee Update

Ms. McKinney presented the most recent Board Retreat agenda, objectives, and goals. She also updated the committee on the recruitment and the nomination form. She reminded the board of the option and value of the Board Source Non-Profit Governance Training.

1. Resolution to Update Committee Structure

**Motion:**

Mr. Goverman then called for the approval of the amended committee structure. The committee structure was amended to note that Lisa Nitze had stepped down from the board, Roshni Naidu became the SPC Vice-Chair, Heidi de Laubenfels joined SPC, and the removal of a formal GOV Recruitment Subcommittee

Motion moved by Liam Lavery and motion seconded by Heidi de Laubenfels. Mr. Goverman then called for the approval of the amended committee structure.
E. DEI Committee

Mr. Warner presented and discussed the DEI Training sessions. The DEI Training was split into two sessions to allow better integration of concepts. He also updated the committee on the DEI committee's progress on PSPR Board DEI Philosophy, their work plan, and their charter.

III. Executive Committee Update

Mr. Goverman presented the CEO Assessment Timeline and highlighted the difference between last year and this year assessment.

IV. Station Business & Updates

Mr. Swanson presented on his progress with the development of the COO position by interviewing staff and board members, and creating how this position will align with the org chart and the work with the CEO.

A. FY YTD Financials

Ms. Mathes briefly presented the YTD financials and cash flow.

B. Racial Equity Team Update

Ms. Robinson provided a brief update on the Racial Equity Team and the Transforming Organizational Cultural Assessment (TOCA).

C. Board Engagement Officer (BEO) Update

Ms. Robinson announced the hiring of two Board Engagement Officers (BEO), Ryleigh Brimhall and Shawnteasha Crow.

V. Open Session Adjourn

With no further business and no request for an executive session, Mr. Goverman adjourned the open session and the meeting at 4:57 PM.
I. Welcome and Call to Order 4:30 PM
   A. Meeting Objectives
   B. Invitation to Disclose Possible Conflicts of Interest
   C. Invitation for Additional Agenda Topics
   D. Approval of Agenda
   E. Approval of Draft Minutes

II. Budget & GM Report 4:35 PM
   A. FY23 Budget Presentation
   B. Q&A
   C. EXEC Recommendation to Board

III. Committee Business & Updates 5:25 PM
   A. Reach & Resource Committee
      1. Meeting Minutes
      2. R&R Committee Update
         a. Draft Engagement Form
         b. Workplan Updates
   B. Finance & FISC Committee
      1. Meeting Minutes
      2. Approval of Amendment to the ISP by Bernstein
   C. Strategic Planning Committee
      Presenter: Andy McGovern
      1. SPC Committee Update
   D. Governance Committee Update
      1. Meeting Minutes
      2. GOV Committee Update
         a. Recruitment
         b. Trainings
         c. Retreat Debrief
         d. Defining Member Leave of Absences
         e. BEO Project- Board Operation Manual Update
E. DEI Committee
   1. Meeting Minutes
   2. DEI Committee Update

IV. Executive Committee Update 6:15 PM
   A. CEO Assessment Update
   B. UW Foundation Update
   C. Other Business

V. Other Business/Public Comment 6:20 PM

VI. Open Session Adjourn

VII. Executive Session 6:25 PM

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VIII. Executive Session Adjourn
I. Welcome and Call to Order
   i. Chair Chris Jay welcomed the Committee members. The meeting was called to
      order at 4:31 PM. Mr. Jay stated UW Land Acknowledgement. Mr. Jay welcomed
      additional topics to the agenda.

   ii. Invitation to Disclose Possible Conflicts of Interest
       i. Mr. Jay asked directors to disclose any conflicts of interest. There were
          none.

   iii. Approval of Draft Minutes
       i. Motion:
          Mr. Jay then called for the approval of the Minutes from the April 28,
          2022 Board meeting.
          Motion moved by Irwin Goverman and motion seconded by Mark Ashida.
          The motion was carried, the Committee approved the minutes with minor
          corrections.

II. Budget & GM Report
   i. Ms. Mathes led a presentation and discussion on the FY 2023 Draft Budget
      Proposal. In this presentation, Ms. Mathes reviewed FY22 Strategic Impact
      Framework, outlined FY23 Strategic Impact Framework, key outcomes, and the FY
      2023 Draft Budget Proposal.
ii. EXEC Recommendation to Board
   i. Motion:
      Mr. Jay called for a motion to approve the FY23 Draft Budget Proposal. Motion moved by Heidi de Laubenfels and motion seconded by Filiz Efe McKinney. The motion was carried and the FY23 Draft Budget Proposal was approved.

III. Committee Business & Updates
   i. Reach & Resource Committee
      i. Ms. O'Donnell presented on key projects and updates from the Reach and Resource committee. The Board discussed and provided feedback on various ways for current and new members to engage with the board for 2023.
   ii. Finance & FISC Committee
      i. Mr. Lavery provided an update on Form 990. Mr. Ashida mentioned the amendment request from the Bernstein investment group.
      ii. Approval of Amendment to the ISP by Bernstein
         i. Motion:
            Mr. Jay moved for the updated amendment to KUOWs IPS. Motion moved by Jon Schorr and motion seconded by Irwin Goverman. The motion carried and approved.
   iii. Strategic Planning Committee
      i. Mr. McGovern provided an update on the SPC committee's goal to create strategic action recommendations from the May Board retreat.
   iv. Governance Committee Update
      i. Ms. McKinney provided an update on recruitment and the pool of nominations. She encouraged the Board to continue to send in their nomination. She highlighted on the BoardSource Non-Profit Governance Training again. She congratulated the Board and the staff on another successful Annual Board Retreat and presented on Ostara's summary and action items. Mx. Brimhall updated the board on the current progress on the Orientation Manual.
   v. DEI Committee
      i. In Mr. Warner's absence, Mx. Brimhall mentioned the first session of DEI Training with Brevity & Wit. The DEI committee continued their work on their charter, workplan, and the Board's DEI Policy Statement.

IV. Executive Committee Update
   i. There was no update from UW Foundation.
   ii. Mr. Goverman highlighted on the CEO Assessment. The next steps for it would be for Board Leadership to meet with the CEO, Caryn Mathes. Ms. Mathes would formulate her 2023 CEO Goals.
V. Other Business/Public Comment
   i. There were no public comments made at the meeting.

VI. Open Session Adjourn
   i. With no further business, Mr. Jay adjourned the open session at 5:55 pm.

VII. Executive Session
   i. Mr. Jay called for Executive Session to discuss current open staff positions.

VIII. Executive Session Adjourn
   i. Mr. Jay adjourned the Executive Session at 6:24 pm.