



**KUOW PUGET SOUND PUBLIC RADIO**  
**GOVERNANCE COMMITTEE MEETING**

**TUESDAY, MARCH 14, 2020**

**3:00 PM – 4:30 PM**

**VIRTUAL MEETING**

**Zoom Meeting:** <https://washington.zoom.us/j/164716753>

**Dial-In: +16027530140,,164716753# US**

**+16692192599,,164716753# US**

**Meeting ID: 164 716 753**

**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. Determine Virtual Structure and Rundown for Board Retreat
2. Discuss the Board Committee Survey and determine timeline
3. Establish plan for securing 2021 Board Committee leadership and recruitment

**MEETING AGENDA**

3:00 – 3:05 PM	<ol style="list-style-type: none"> <li>1. <b>Call to Order and Welcome</b></li> <li>2. <b>Invitation to Disclose Possible Conflicts of Interests</b></li> <li>3. <b>Overview of Meeting Purpose</b></li> <li>4. <b>Invitation for Additional Topics</b></li> <li>5. <b>Approval of March 10, 2020 Meeting Minutes</b></li> </ol>	Exhibit 1	Sharon/Virginia
(ACTION)			
3:05 – 3:35 PM	<ol style="list-style-type: none"> <li>6. <b>Board Retreat</b> <ul style="list-style-type: none"> <li>➤ Virtual Restructure               <ul style="list-style-type: none"> <li>- Date and Time</li> <li>- Multiday vs All Day</li> </ul> </li> <li>➤ Topics               <ul style="list-style-type: none"> <li>- Board Norms</li> <li>- Strategic Framing Speaker</li> </ul> </li> <li>➤ Retreat Facilitator mtg w Ostara Group</li> </ul> </li> </ol>	Exhibit 2	Sharon/Virginia
3:35 – 3:45 PM	<ol style="list-style-type: none"> <li>7. <b>Board Recruitment/Assessment</b> <ul style="list-style-type: none"> <li>➤ Review plan to engage committee chairs on recruitment needs</li> </ul> </li> </ol>	Exhibit 3	Sharon/Virginia
3:45 – 4:20 PM	<ol style="list-style-type: none"> <li>8. <b>Committee /Taskforce Updates</b> <ul style="list-style-type: none"> <li>➤ Revision of Conflict of Interest Policy</li> <li>➤ Revision of Board Member Duties</li> <li>➤ Survey on committee /board engagement</li> </ul> </li> </ol>	Exhibit 4 Exhibit 5 Exhibit 6	David Landau Paul Butler

*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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4 :20 -4:25 PM	9. <b>Next Steps</b> - Action Items & Assignments	Sharon/Virginia
4:25 -4:30 PM	10. <b>Next Meeting Topics/Suggestions</b>	Sharon/Virginia
4:30 PM	11. <b>Adjournment</b>	

**Next Scheduled Governance Committee Meeting Tuesday, June 2, 2020**



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# APPROVED MEETING MINUTES

## KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE April 14, 2020 MEETING 3:00 PM – 4:30 PM

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Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on March 10, 2020 at 3:00 PM via Zoom conference.

**PRESENT:** Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), David Landau, Paul Butler, Aaron Rocke, Caryn Mathes and Heidi de Laubenfels

**ABSENT:** Colleen Echohawk and Erika Nesholm

**ALSO ATTENDING (STAFF):** Fieta Robinson and Ryleigh Brimhall

**GUESTS:** None

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- I. **Meeting Called to Order**  
Dr. Sharon Kioko called the meeting to order at 3:06 PM.
  
- II. **Conflict of Interests**  
There was no conflict of interests expressed.
  
- III. **Approval of Minutes**  
March 10, 2020 Governance Meeting minutes were tabled until next meeting.
  
- IV. **KUOW Board Retreat**  
**Retreat Facilitation and Timeline**  
The Committee agreed to postpone the Board Retreat to September due to COVID-19 stay-at-home requirements. The contracted strategic reframing speaker will be rescheduled to May 15, 2020. The retreat will be held on Thursday Sept 24<sup>th</sup>, 2020 two hours before the full Board meeting. Ostara Group will facilitate sessions focus on Board norms and values creation. Members prefer to host the retreat in person. Members will take guidance from public health officials before convening an in-person meeting.
  
- V. **Recruitment/Assessment**  
**Recruitment**  
Eight board members 3-year term expires in November. Members of the Committee will check in with those members whose terms are up over the next month. In addition, Members will reach out to the remaining board members whose terms do not expire in 2020 to get a sense of how they are navigating the crisis and whether they expect to continue to serve on the board. If there are no new members to onboard, the Board Orientation meeting will be repurposed for diversity, equity and inclusion training.  
  
**Board Committee Survey**  
Dr. Kioko and Mr. Butler will create a board committee engagement survey. The purpose of the survey is to help map out a board member recruitment strategy, committee assignments, and orientation currently scheduled for December 11, 2020. Ideally, the survey would go out to Directors in June, two to three weeks after the GM survey is closed. Results from the board engagement survey will be presented at the July 28, 2020 Committee meeting for review and discussion.

## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE April 14, 2020 MEETING 3:00 PM – 4:30 PM

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#### VI. Committee Taskforce Updates

##### Conflict of Interests

Mr. Landau provided the Committee with a draft revised Board Members Responsibilities document and new COI Questionnaire that aligns with the Form 990. Members to review and provide feedback via email by July 21, 2020. The Committee will vote on these documents at the July 28, 2020 Governance Committee meeting.

#### VII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:37 pm.

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