

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

August 22, 2018

4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW in the Performance Studio on August 22, 2018.

PRESENT: Haeryung Shin, Randy Hodgins, Heidi de Laubenfels, Andy McGovern, Mark Ashida, Jon Schorr and Caryn Mathes (President & CEO)

ABSENT: Virginia Anderson

ALSO ATTENDING: Fieta Robinson and Justis Phillips

I. Meeting Called to Order

Chair Haeryung Shin welcomed the Committee members and guests. The meeting was called to order at 4:31 PM.

II. Approval of Minutes

Ms. Shin called for the approval of the Minutes of the May 16, 2018 Executive Committee meeting. Mr. Hodgins moved to approve, Mr. McGovern seconded; the Committee approved the minutes as presented.

III. Agenda Approval

Ms. Shin moved to approve adjusting the agenda to shift the Executive Session to the beginning of the meeting before the Committee Updates

IV. Executive Session

Ms. Shin called for immediate executive session at 4:35 pm until 5:07 pm. The Committee discussed personnel matters.

V. Committee Business

Executive Committee

2019 Executive Committee Dates were approved and agreed on the meeting time being from 4:30 – 6 PM.

Governance Committee

There was a meeting on August 6, 2018 and a special August 14 meeting to discuss Board Committee Makeup and the 2019 Officer slate. It is noted that KUOW PSPR BOD needs new directors with expertise in finance as most openings on the board have come out of the FIN/FISC committees. Governance Committee agreed on the Board Self-Assessment Survey. Colleen or Heidi will speak to its importance during the Sept 13 meeting. The committee also shared the new Board Recruitment brochure that was designed to help directors when having early recruitment conversations.

Finance/Audit Committee

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

August 22, 2018

4:30 PM – 6:00 PM

There was no new update as the FIN committee is scheduled to meet on August 23, 2018. Mr. Schorr did bring up the question of whether or not KUOW has embezzlement insurance.

Strategic Planning Committee (SPC).

SPC did not give an update as there was not a meeting this quarter.

Development Committee.

Ms. de Laubenfels discussed the behaviors or donor giving, and director diving, time and the ways in which people contribute outside of financial donations. Ms. de Laubenfels gave an update on the Sound Voices Luncheon, and the 2019 Board Director Pledge Form. By Sept 1, all Board Directors should have had a conversation with their Board Liaison.

VI. Station Business

GMs 2019 Goals

Ms. Mathes gave an overview of her personal 2019 goals as well as the Station's. There were questions about her self-directed goals and the goals of the station and the difference between the two. They discussed the balance of external outreach and internal organizational excellence. There was discussion on finding metrics of trust in the news and what kind of actions can drive a metric of trust. It was suggested that Caryn incorporate Trust metrics into her presentation at the full board meeting on September 13, 2018.

SBP Dashboard and KPIs

Members were shown the FY19 KPI Dashboard, and CGM gave the metrics for SBP Goals and methods for reaching those goals, and its drivers. It was suggested to CGM by Mr. McGovern and Mr. Ashida that the ways in which we demonstrate success might not be the best.

VII. Executive Session

Ms. Shin called another executive session at 5:53 PM. The Committee discussed collective bargaining with SAG-AFTRA. The executive session and committee meeting adjourned at 6:06 PM

VIII. Adjournment

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 5:53 PM for executive session. *The next meeting of the Committee will take place on **13 of June 2018.***

Respectfully Submitted by
Haeryung Shin, Chair
Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio EXECUTIVE COMMITTEE October 24, 2018 4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW in the Performance Studio on October 24, 2018.

PRESENT: Haeryung Shin, Andy McGovern, Jon Schorr, Virginia Anderson, Heidi de Laubenfels (conferencing), Randy Hodgins (conferencing), and Christopher Jay.

ABSENT: Mark Ashida, Colleen Echohawk

ALSO ATTENDING: Fieta Robinson and Justis Phillips

I. Meeting Called to Order

Chair Haeryung Shin welcomed the Committee members and guests. The meeting was called to order at 4:35 PM. There were no Conflicts of Interest

II. Approval of Minutes

Ms. Shin called for the approval of the Minutes of the August 22, 2018 Executive Committee meeting. Mr. Schorr moved to approve, Mr. McGovern seconded; the Committee approved the minutes as presented.

III. Committee Business

Executive Committee

Governance Committee

Ms. Anderson discussed the recruitment process, and are recommending 5 candidates for the election to the board. Motion Ms. Shin, Mr. Schorr seconded. Re-election: Ms. Anderson motion, Mr. Schorr seconded. Resolution for Committee Chairs and Board Officers: Ms. Anderson motion, Ms. Shin seconded.

Governance Committee recommends the D/O insurance remain the same and that it be part of the consent agenda. Governance Committee recommends the Bylaws to be part of the consent agenda. Governance discussed the New Director Orientation on December 7 from noon – 3 PM at KUOW.

Finance/Audit Committee; Finance, Investment Sub-Committee

Mr. Jay discussed the Q3 investment report given to the sub-committee by Bernstein. Recommends that we sell \$1.2 million from long-term investments into a 12-month cash reserve policy. The audit came out clean, in-tune with proper account standards. It was motioned for the Executive Committee to recommend the audit be accepted: Mr. Schorr motion, Ms. Anderson seconded.

Strategic Planning Committee (SPC)

SPC did not give an update as there was not a meeting this quarter.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

October 24, 2018

4:30 PM – 6:00 PM

Development Committee

IV. Adjournment

There being no further business, Ms. Shin adjourned the Executive Committee meeting at 5:57 PM for executive session. *The next meeting of the Committee will take place on Wednesday, February 13, 2019*

Respectfully Submitted by
Haeryung Shin, Chair
Fieta Robinson, Board Liaison

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio EXECUTIVE COMMITTEE February 13, 2019 4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW on February 13, 2019.

PRESENT: Mark Ashida, Andy McGovern, Jon Schorr, Randy Hodgins, and Christopher Jay, Haeryung Shin, Colleen Echohawk, Virginia Anderson

ABSENT: Heidi de Laubenfels, Nicholas Patrick

ALSO ATTENDING: Caryn Mathes, Fieta Robinson and Justis Phillips

I. **Meeting Called to Order & Announcements**

Chair Mark Ashida welcomed the Committee members. The meeting was called to order at 4:37 PM. There were no Conflicts of Interest. Mr. Hodgins recognized Ms. Caryn Mathes for her 5-year work anniversary and continued leadership.

II. **Approval of Minutes**

Mr. Ashida called for the approval of the Minutes of the October 28, 2018 Executive Committee meeting. Ms. Shin moved to approve, Mr. Schorr seconded; the Committee approved the minutes as presented.

III. **Committee Business**

Finance & FISC Update

Mr. Jay gave an overview of KUOW’s annual investment portfolio and the economy year-to-date. He reported that investment accounts are slightly behind benchmark, primarily due to bonds, but not a cause for concern. He reported that 2018 was an ugly year for all assets around the world as fears of a slowing global economy, coupled with increasing interest rates in the US, caused a negative shift in investor sentiment. This proved short-sighted, however, and markets began 2019 with significant gains as economic reports show underlying fundamentals remain strong. Consumer spending, which makes up over 60% of the US economy, is expected to continue driving domestic economic growth as US consumer balance sheets improve and unemployment hovers around a 60-year low. Non-US markets are expected to provide better returns as they exit a decade of underperforming US markets, potentially offering globally-oriented investors more value. KUOWs investments fared better than markets during the worst of the selloff and for the full year, and also participated in the January recovery.

The committees are considering the Investment Manager’s recommendation to 1) reintroduce actively managed vehicles (mutual funds) for a portion of the station’s international equity allocation to take advantage of inefficient markets and higher volatility; and 2) changing the index fund provider for the station’s international equity exposure from Vanguard to iShares to more closely align with the IPS benchmark. The 2018 Annual Investment Report will be provided at the next Board meeting.

FISC will revisit the Investment Statement Policy (ISP). Revisions to the ISP will be discussed at the April Finance/Audit meeting.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

February 13, 2019

4:30 PM – 6:00 PM

Strategic Planning Committee (SPC)

Ms. Causey reported that the committee is finalizing its 2019 work plan, adjusting the calendar to align with the timeline for beginning the planning stages to complete the next strategic business plan. The updated work plan will be provided at the full board meeting.

Governance Committee

Board Survey

Ms. Anderson reported on the results of 2018 KUOW/PSPR Board survey. Considering the time commitment to complete the survey, Board and leadership participation was high. Overall results showed that the KUOW/PSPR Board of Directors out performed other nonprofit boards in the four overarching categories assessed – people, culture, work and impact. Notwithstanding, individual scores in the sub-category sections of People (board meetings) and Culture showed room for improvement.

Board Retreat

The Governance Committee agreed to move forward with having the 2019 Board Retreat at the Seattle Art Museum. The retreat purpose, program topics and possible guest speakers will be provided at the next Board meeting. Members are in the process of finalizing the plan.

Recommendation to Re-elect a Board Director

Ms. Echohawk's term was due to expire at the annual meeting of the PSPR Board scheduled on November 2, 2018. Her name was inadvertently omitted from the re-nomination and election process. It was the intent and desire of the Governance Committee and the PSPR Board that she retain her seat and serve on the Governance and Executive Committees of the Board.

Ms. Anderson recommended a resolution be put forth at the February 28, 2019 board meeting to re-nominate Colleen Echohawk to the Board for a further 3-year term and be formally appointed as Co-Chair of the Governance Committee, and as a member of the Executive Committee. Mr. Ashida called for a motion, Ms. Shin motioned, Mr. Hodgins seconded. With no objections, the motion was approved.

Executive Committee

The committee discussed the Board meeting structure and duration. It was determined that additional time is needed at the meeting for potential topics raised by directors. The agenda format will be updated to include a request for additional items at the top of the meeting and an approval of the agenda. Time for 'open discussion' will be added to the agenda. Approved topics for open discussion will be allocated accordingly.

GM Performance Evaluation

Mr. McGovern reiterated the timeline and process for the General Manager annual performance evaluation. Survey will be administered by Mr. McGovern.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

February 13, 2019

4:30 PM – 6:00 PM

IV. Adjournment

With no further business, Mr. Ashida adjourned the meeting and called for an Executive Session at 5:48 PM

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

Respectfully Submitted by
Mark Ashida, Chair
Fieta Robinson, Board Liaison
Justis Phillips, Deputy Board Liaison

DRAFT MEETING MINUTES

KUOW Puget Sound Public Radio EXECUTIVE COMMITTEE April 11, 2019 4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW on April 11, 2019

PRESENT: Mark Ashida, Andy McGovern, Jon Schorr, Randy Hodgins, Christopher Jay, Virginia Anderson, Nicholas Patrick, Heidi de Laubenfels, Caryn Mathes, Shauna Causey

ABSENT: Colleen Echohawk, Haeryung Shin

ALSO ATTENDING: Fieta Robinson and Justis Phillips

I. **Meeting Called to Order & Announcements**

Chair Mark Ashida welcomed the Committee members. The meeting was called to order at 4:35 PM. There were no Conflicts of Interest. Mr. Ashida welcomed additional topics to the agenda; there were none.

II. **Approval of Minutes**

Mr. Ashida then called for the approval of the Minutes of February 13, 2018 Executive Committee meeting. Jon Schorr moved to approve, Andy McGovern seconded; the motion was carried, the Committee approved the minutes as presented.

III. **Committee Business**

Finance & FISC Update

Mr. Schorr reported that the Finance & Audit Committee reviewed the Form 990 from the last fiscal year and found it adequate for the May 15 submission date. He reported that the FIN Committee received a revenue deep dive which included the future of revenue in public radio, and media landscape. This presentation will be at the full board meeting on 4/25.

Development Committee

Ms. de Laubenfels reported that KUOW staff will present the directors with a Digital Fundraiser Kit at the 4/25 BOD meeting. This will be utilized for a June fundraising activity which asks directors to engage with their social media communities on behalf of KUOW. Ms. de Laubenfels also asked the executive committee to consider being on the host committee of the Sound Voices Luncheon. The committee is on track with their work plan.

Strategic Planning Committee (SPC)

Mr. Patrick reported that the committee finalized its 2019 work plan, adjusting the calendar to align with the timeline for beginning the planning stages to complete the next strategic business plan. The committee is working with the General Manager in vetting strategic planning advisors.

Governance Committee

Recommendation to Re-elect a Board Director

Ms. Shin’s was due to be elected to a one (1) year term as Immediate Past Chair at the annual meeting of the PSPR Board scheduled on November 2, 2018. Her name was inadvertently omitted from the re-nomination and election process, but was nominated to serve on the Governance and Executive Committees, and Finance & Investment Subcommittee. It was the intent and desire of the Governance Committee and the PSPR Board that she retain her seat and serve on the Governance and Executive Committees of the Board.

DRAFT MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

April 11, 2019

4:30 PM – 6:00 PM

Ms. Anderson recommended a resolution be put forth at the April 25 board meeting to re-nominate Haeryung Shin to the Board for a 1 term as Immediate Past Chair and be formally appointed as Co-Chair of the Governance Committee, and as a member of the Executive Committee. Mr. Ashida called for a motion, Mr. Schorr motioned, Mr. Patrick seconded. With no objections, the motion was approved.

Board Retreat

The Governance Committee has finalized the speakers and facilitator for the 2019 Board Retreat at the Seattle Art Museum.

Executive Committee

News was received that a former Board Director passed away. Mr. Ashida called for a motion to pass a resolution to recognize the nine (9) years of service that the director contributed to KUOW PSPR Board of Directors. Ms. de Laubenfels moved, Jon Schorr seconded, and the resolution was carried.

GM Performance Evaluation

Mr. McGovern reiterated the timeline and process for the General Manager annual performance evaluation. Survey will be administered by Mr. McGovern. The Executive Committee received the updated timeline.

IV. Adjournment

With no further business, Mr. Ashida adjourned the meeting and called for an Executive Session at 5:50 PM.

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

Respectfully Submitted by

Mark Ashida, Chair

Fieta Robinson, Board Liaison

Justis Phillips, Deputy Board Liaison

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio JOINT FINANCE & AUDIT, EXECUTIVE COMMITTEE MEETING June 13, 2019 4:00 - 6:00 PM

Upon notice duly given, the **EXECUTIVE and FINANCE & AUDIT COMMITTEES** (the “Committees”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW on May 27, 2019.

PRESENT: Mark Ashida, Jon Schorr, Christopher Jay, Irwin Goverman, Shauna Causey, Caryn Mathes (GM), Virginia Anderson, Irwin Goverman, Haeryung Shin, Aaron Rocke

ABSENT: Demetria Elmore, Andy McGovern, Heidi de Laubenfels, Randy Hodgins, Colleen Echohawk, Sharon Kioko, Nicholas Patrick

ALSO ATTENDING: Justis Phillips, Janice McKenna, Maurice Rankin

I. Meeting Called to Order & Announcements

Board Chair Mark Ashida welcomed the Committee members. The meeting was called to order at 4:02 PM. There were no Conflicts of Interest.

II. Presentation of FYE 2019 and FY2020 Budget Presentation

Ms. Mathes gave an in-depth presentation on FY19 and a budget presentation of FY2020. The Joint Committee discussed the proposed FY20 budget and revenue projections. Mark Ashida requested a motion for the FY2020 Budget to be presented to the full Board of Directors at the June 27, 2019 Meeting. Jon Schorr motioned, Irwin Goverman seconded and with none opposing, the FY2020 Budget Presentation moves to the full Board of Directors for approval.

III. Committee Updates

The Finance Committee is up to date with its work plan reported Mr. Schorr; Ms. Causey remarked that the Strategic Planning Committee is on track with its work plan, having no summer initiatives. Governance committee updated the Executive Committee on the recruitment and nomination process for the PSPR Board of Directors, three seats will be open in 2020. A survey is going around collecting data on what expertise we have and what we should look for in new directors. Ms. de Laubenfels was not in attendance to give a Development Update, but the committee is looking forward to the Annual Supporter Appreciation Night on June 19., and giving the full Board an update on the June 27 Board of Directors Meeting.

IV. Adjournment

With no further business, Mr. Ashida adjourned the meeting for an executive session at 5:30 PM

Respectfully Submitted by
Mark Ashida, Board Chair, Chair of Executive Committee
Jon Schorr, Finance & Audit Committee Chair
Fieta Robinson, Board Liaison
Justis Phillips, Deputy Board Liaison