

APPROVED

**MINUTES
KUOW/PUGET SOUND PUBLIC RADIO
Board of Directors Meeting
July 14, 2016
KUOW, Marconi Conference Room**

Upon notice duly given, a regular meeting of the Board of Directors (the “**Board**”) of KUOW/Puget Sound Public Radio (“**KUOW**”) was held on July 14, 2016.

The following directors attended the meeting: Shauna Causey, Nelson Dong, , Judy Endejan (Chair), Indranil Ghosh, Chris Higashi (on the phone), Steve Hill (on the phone), Caryn Mathes, *ex officio*, Vivian Phillips, Susan Queary, Jon Schorr (Treasurer) and Haeryung Shin (Vice Chair – on the phone), Bob Stokes.

The following directors were absent: Norm Arkans, *ex officio*, Mark Ashida, Colleen Echohawk, Wier Harman, Dennis Kenny (Secretary), Maryfrances Lignana,

Guests in attendance: James Buder UW AAG.

Also in attendance were the following members of station staff: Matt Albertson, Jim Gates, Arvid Hokanson, Janice McKenna (on the phone), Shelley Steinhorst (Minute Taker).

CALL TO ORDER

Chair Judy, presided over the meeting and called the meeting to order at 4:06 p.m.

APPROVAL OF MINUTES

Judy presented the draft minutes of the May 19th, 2016 meeting of the Board for approval. On motion duly made and seconded, the Board voted on and approved the minutes.

COMMITTEE CHAIR REPORTS

Committee Chairs gave brief reports on the Committee meetings which had been held since May 19th, 2016.

CHAIR’S REPORT

Judy congratulated Caryn on the positive results of the GM’s Annual Performance Review. All senior staff took part in the online survey, unfortunately 6 PSPR Board members did not take part in spite of several reminders. The Board is recommending a 4% pay increase.

BOARD EXPANSION & UW OPERATING AGREEMENT UPDATED

Judy updated the Board on the work of the Governance Committee to expand the Board. They are looking into adding two more members from the UW.

Nelson reported back on the work being done on the UW Operating Agreement.

PRESIDENT’S REPORT

Caryn provided the Board with an update on the KPLU Acquisition: The escrow money has been paid back. Elizabeth Cherry has signed the removal of application with the FCC. Caryn updated the Board on the Business Plan Measureable Goals WorkPlan Grid. She will present her personal and organizational

goals with metrics for FY17 at the August 11 Executive Committee meeting and then to the September 15 Board meeting.

Caryn presented the finalized FY17 KUOW PSPR Budget. After the presentation, the Board voted unanimously to approve.

SOCIALIZATION OF KUOW'S BUSINESS PLAN

Indranil reminded the Board's responsibilities as part of the Board Ambassador's Role as agreed upon at an earlier vote. Caryn is asking Steve Havas to help develop an "executive summary" and "elevator speech" from the Business Plan.

PODCAST PRESENTATION

Jim Gates presented work to date on the Podcast episodes.

PUBLIC COMMENTS

There were no public comments.

ADJOURN

There being no other business, Judy adjourned the meeting *at 6:05pm. The next meeting of the Board will take place on September 15, 2016.*

Respectfully submitted,
Dennis Kenny, Secretary

ACTION ITEMS:

1. Caryn will present personal and organization goals with metrics for FY 17 at the Executive Committee on August 11th and then to the full Board on September 15th.
2. Caryn is asking Steve Havas to help develop an "Executive Summary" and "Elevator Speech" for Board members from the Business Plan.
3. Caryn will share with the Board what the contact protocol/address is to share news tips/cov3rage ideas with KUOW newsroom.

**KUOW Puget Sound Public Radio
BOARD OF DIRECTORS MEETING
September 15, 2016 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on September 15, 2016 at 4:00 PM.

PRESENT: Judy Endejan (Board Chair), Chris Higashi, Dennis Kenny, Haeryung Shin, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey and Caryn Mathes (President & CEO)

VIA PHONE: Nelson Dong, Vivian Philips, and Susan Queary

ABSENT: Steve Hill

ALSO ATTENDING (STAFF): Elizabeth Hovance, Dane Johnson, Janice McKenna, Karyn Andriesen, Matt Albertson, Rob Jacobs-Springer and Fieta Robinson (Executive Assistant & Board Liaison)

I. Meeting Called to Order

Chair Judy Endejan welcomed the members and guests. Ms. Endejan called the meeting to order at 4:04 pm. There was brief personal introduction by a member of the public attending the meeting. Ms. Endejan asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Endejan called for the approval of the minutes of the July 14, 2016 Board of Directors Meeting. With no objections and a minor change in attendance, a motion was duly made and seconded; the Board approved the minutes as presented.

III. Chair’s Report

Ms. Endejan gave a progress update on the Board assignment for each Director to socialize the KUOW Business Plan. The Board was reminded to share their feedback with their assigned Major Gift Officer. The deadline for socializing the business plan was moved to September 30, 2016.

IV. Committee Reports

Committee Chairs gave brief reports on Committee meetings which had been held since June 16th, 2016. Committee Minutes were provided to the Board.

V. FY17 Board of Directors, Officers and Committee Chairs

Mr. Kenny updated the Board on member recruitment process, and provided bios for the short list of candidates. The Board was informed that Wier Harmon and Bob Stokes will both need to be formally re-nominated and reelected for three year terms ending in 2019. Mr. Kenny presented a tentative slate of prospective community directors, officers and committee chairs.

**KUOW Puget Sound Public Radio
BOARD OF DIRECTORS MEETING
September 15, 2016 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

There was brief discussion about the composition of the board and its diversity. The board agreed to hold the next round of recruitment early in 2017 as they broaden efforts to diversify its makeup to reflect the communities it serves.

Mr. Kenny requested that the Directors review the proposed slate and get back to him with any questions or comments before the November 3, 2016 annual meeting.

VI. KUOW PSPR Bylaws Resolution

At the University of Washington's request, Article III, Section 2 of the PSPR Bylaws were revised to include two additional UW Representatives as Directors to the PSPR Board. The Resolution to Approve Amendment of the Bylaws of the Puget Sound Public Radio Board of Directors was brought forth. Nelson Dong moved to adopt the resolution to the bylaws, Dennis Kenny second; the Board unanimously approved the amended bylaws as presented.

Ms. Endejan requested that the amended bylaws be circulated to the full board.

VII. President's Report

Ms. Mathes gave an update on the open executive positions. She discussed the October pledge campaign and its structure, noting that we no longer use volunteers for the pledge drive due to PCI compliance regulations. Members of the community will have the opportunity to volunteer at the KUOW thank-a-thon. Ms. Mathes briefly spoke about the 65th Anniversary – A year of celebration. Management has most events identified for almost every month of 2017.

Ms. Mathes reported Management continues to work with our consultant on developing KPIs. The consultant is working with the KUOW Team on actualizing the major gifts and underwriting goals. She relayed the timeline for deliverables.

Ms. Mathes introduced Ms. Elizabeth Hovance, KUOW Director of Research, who provided a research and analysis on current audience media patterns.

Audience Report

Ms. Hovance presented KUOW Audience Analysis highlighting FY16 media consumption trends. Reports demonstrated digital assets and broadcast saw gains throughout the year. Management is in the process of refining current strategy to encourage return digital visitors, and creating a marketing plan to expose potential audience (s) to KUOW products.

Ms. Echohawk requested a consumption pattern and comparison with KUOW listening hours and Spotify users. Ms. Hovance will try to get to gather this information.

VIII. 94.5 FM Translator

**KUOW Puget Sound Public Radio
BOARD OF DIRECTORS MEETING
September 15, 2016 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Ms. Mathes provided the Board with a brief history and fact sheet for the KIMH 94.5FM (K233 BU) Translator. The Board discussed the pros and cons for acquiring the translator and its cost. Ms. Mathes requested Board approval to purchase the KIMH 94.5FM. The payment would not be made until the FCC approves and transfers the license to the University of Washington.

Mr. Dane Johnson, Director of Operations, discussed KUOW 94.9 FM coverage area and reasons behind the lack of coverage on the eastside and minor interferences with signal. He explained that acquiring the 94.5 FM translator would not help KUOW's signal reception challenges on the east side, but would preempt potential interference to our listeners in areas we currently serve. There was a brief discussion about alternate antenna locations.

With the correction of the inconsistent (written out) purchase price in Asset Purchase Agreement ("APA") and no objections, a motion was duly made and seconded; the Board unanimously approved the purchase of the KIMH 94.5 FM (k233 BU) Translator for \$70k. Management will request UW Board of Regents counter signature on the APA.

IX. Other Business

Ms. Endejan asked directors and any members of the public present whether there was other business to come before the board. There was none.

X. Adjournment

There being no further business, Ms. Endejan adjourned the PSPR Board meeting at 5:47 PM. *The next meeting of the Board will take place on November 3, 2016.*

Respectfully submitted,
Dennis Kenny, Secretary

ACTION ITEMS

Action Item 1: Management to invite board prospects to November 3, 2016 meeting, pending consensus.

Action Item 2: Management to circulate amended Bylaws to the Board.

Action Item 3: Ms. Hovance to try to get Spotify data comparison for Board.

Action Item 4: Management to correct the KIMH 94.5 FM Asset Purchase Agreement written purchase price to match the dollar amount.

Action Item 5: Management to get KIMH 94.5FM APA countersigned by UW Licensee Representative

**KUOW/PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING
November 3, 2016
4:00 PM – 5:30 PM**

APPROVED MINUTES

Upon notice duly given, the Annual meeting of the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at UW Club, 4020 E. Stevens Way N.E., Seattle WA 98195.

PRESENT: Judy Endejan (Board Chair), Chris Higashi, Dennis Kenny, Haeryung Shin, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Nelson Dong, Vivian Philips, and Susan Queary and Caryn Mathes (President & CEO)

GUESTS: Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

ALSO ATTENDING (STAFF): Elizabeth Hovance, Diane Walters, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson (Executive Assistant & Board Liaison)

I. Meeting Called to Order

Chair Judy Endejan welcomed the members and guests. Ms. Endejan called the meeting to order at 4pm. Ms. Endejan referenced the Board materials, distributed to all Board members on October 23, 2016, including Agenda, September 14, 2016 Draft Minutes, Committee reports and proposed resolutions Ms. Endejan asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Endejan called for the approval of the minutes of the September 14, 2016 Board of Directors Meeting. With no objections, a motion was duly made and seconded; the Board approved the minutes as presented.

III. Chair’s Report

Ms. Endejan discussed her tenure as Chair, which ends at this meeting. She noted the many positive changes that have occurred due to the significant work by Board and Management over the last year, particularly in regard to the 88.5 project and the Strategic Plan.

IV. Election and Reelection of Community Board Members

As recommended by the Governance Committee and in accordance to Article III, Section 7 of the Bylaws amended as of September 15, 2016, the PSPR Board of Directors voted on and elected the following individuals to the serve as Community Directors of the PSPR Board for a three-year term ending in 2019.

- Andrew McGovern
- Virginia Anderson
- Nicholas Patrick
- Randy Hodgins
- Hanson Hosein

The following Directors were re-elected to serve as Community Directors of the PSPR Board for another three-year term ending in 2019.

- Wier Harman

- Robert Stokes

V. Election of 2017 Board Officers and Committee Chairs

As recommended by the Governance Committee, and in accordance to Article IX, Section 1 of the Bylaws amended as of September 15, 2016, the PSPR Board of Directors voted on and elected the following officers and Committee Chairs for a one-year term expiring in 2017 or until his or her successor is elected and qualified:

Board Officers

- Haeryung Shin, Chair
- Indranil Ghosh, Vice Chair
- Jon Schorr, Treasurer
- Steve Hill, Secretary

Committee Chairs

- Jon Schorr, Finance and Audit Committee Chair
- Bob Stokes, Governance Committee Chair
- Indranil Ghosh, Development Committee Chair
- Mark Ashida, Strategic Planning Committee Chair

VI. PSPR 2017 Committees and its Members

The Governance Committee recommended the following Committees and Members:

Executive Committee

Haeryung Shin, Chair
 Steve Hill, Secretary
 Bob Stokes, Governance Chair
 Jon Schorr, Treasurer/Finance Chair
 Indranil Ghosh, Development Chair
 Mark Ashida, SPC Chair
 Judy Endejan, Immediate Past Chair
 Norm Arkans
 Caryn Mathes

Development Committee

Indranil Ghosh, Chair
 Maryfrances Lignana
 Vivian Phillips
 Colleen Echohawk
 Bob Stokes

Finance & Audit Committee

Jon Schorr, Chair
 Steve Hill
 Maryfrances Lignana
 Susan Queary
 Andy McGovern
 Randy Hodgins

Governance Committee

Bob Stokes, Chair
 Wier Harman
 Virginia Anderson
 Judy Endejan

Strategic Planning Committee

Mark Ashida, Chair
 Shauna Causey
 Indranil Ghosh
 Wier Harman
 Hanson Hosein
 Andy McGovern
 Nicholas Patrick

VII. Committee Reports

Committee Chairs gave brief reports on Committee meetings which had been held since September 28, 2016.

VIII. KUOW UW & PSPR Operating Agreement

The Executive Committee recommended that certain changes be made to the Third Amendment and Restated Operating Agreement (“OA”) governing the relationship between PSPR and the University of Washington. In addition to minor housekeeping changes, the Executive Committee recommended that Section 4.1 be revised to delete language that would terminate the OA in the event of termination of the KUOW facilities lease.

A motion to approve the proposed amendments was made and seconded, and the Board voted on and approved the amendments to the OA as reflected in Exhibit 9 in the pre-distributed Board materials.

IX. President’s Report

Ms. Mathes gave an update on the state of the station. She gave an overview of the past year events and station activities.

Ms. Mathes thanked the Board and Staff for their support and work.

X. Retiring Directors Recognition

Ms. Endejan recognized and thanked retiring Board Members Nelson Dong, Chris Higashi and Dennis Kenny and presented them with gift to thank them for their years of service.

XI. Other Business

Ms. Endejan asked directors and any members of the public present whether there was other business to come before the board. There was none.

XII. Passing of the Gavel

Ms. Endejan passed the gavel to Haeryung Shin, the incoming Board Chair.

XIII. Performance Metrics

Ms. Shin provided the Board with a brief history on the development of the performance metrics for KUOW and PSPR. The Strategic Planning Committee has been working with Management to develop a way to track performance against the annual and strategic plans. She circulated a draft to the Board for their review. A motion was made to approve the general approach and encourage the Strategic Planning Committee to further develop this tool by clarifying the “TBD” items and focusing the document on the critical items necessary for success of the organization. Motion was seconded and approved.

XIV. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:30 PM. *The next meeting of the Board will take place on January 12, 2017.*

Respectfully submitted,
Steve Hill, Secretary
Approved on 01/12/2017

ACTION ITEMS

Action Item 1: Board members will complete their sharing of the Strategic Plan with three friends or associates.

Action Item 2: Strategic Planning Committee will further develop the Performance Metric Document.



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
January 12, 2017 MEETING
4:00 p.m. – 6:30 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on January 12, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Vivian Philips, Susan Queary, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

ALSO ATTENDING (STAFF): Arvid Hokanson, Elizabeth Hovance, Timie Dolan, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson

GUESTS: Kevin Patnik (The Hilt)

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the November 3, 2016 Board of Directors Meeting. With no objections, a motion was duly made and seconded; the Board approved the minutes as presented.

III. Brand Identity

Kevin Patnik and the Hilt Team presented the KUOW’s new Brand Identity and Logo. They discussed the work and team involved in developing a brand and logo that represents the company. KUOW brand position is “where the people of our region come together around sound stories – to listen and to be heard”.

IV. Newsroom Reorganization

Mr. Arvid Hokanson, KUOW Interim Program Director presented on the reorganization of the newsroom and its change from beats to an “Outside In” Enterprise reporting team approach. Mr. Hokanson discussed how Enterprise teams are deliberately designed to have a sharper focus - increase depth through team story production that engages the community and brings sound stories on multiple platforms.

V. President/GM Report

Caryn Mathes informed the Directors that we were outbid for the 94.5 FM KMIH Translator. The Mercer Island Booster Club sold their translator to Bonneville. It will be used to rebroadcast 770 AM “The Truth” Conservative Talk Radio. Bonneville will relocate the translator. KUOW will work on talking points if the adjacency of the frequency causes any confusions for listeners.

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VI. **Committee Reports**

Ms. Shin gave a report from the Executive Committee met on December 8, 2016. Directors received a draft copy of Committee Charters and Work plans to review.

VII. **Board Retreat**

Ms. Shin discussed scheduling a PSPR Board Retreat in the future. Directors briefly discussed the potential topics for the meeting.

VIII. **Adjournment**

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:00 PM. *The next meeting of the Board will take place on March 3, 2017 @ 4:00 PM.*

IX. **Executive Session**

The Board of Directors Meeting went into a closed session to discuss the individual performance report and metrics for the CEO and President of KUOW.

Respectfully Submitted on March 3, 2017 by
Steve Hill, Secretary
Fieta D. Robinson
KUOW PSPR Board Liaison

Approved on 03/03/2017



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
MARCH 3, 2017 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on March 3, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Vivian Philips, Susan Queary, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

ALSO ATTENDING (STAFF): Arvid Hokanson, Elizabeth Hovance, Timie Dolan, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4:11pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the January 12, 2017 Board of Directors Meeting. Ms. Endejan motioned and Mr. Ghosh seconded; with no objections, the Board approved the minutes as presented.

III. Station Update

Mr. Dane Johnson presented the KOUW’s proposed facility expansion. Mr. Johnson shared management’s vision and plan to build out the 2nd floor office space. There was a discussion on KUOW’s partnership with UW real estate, the estimate timeline to start expansion and contractors involved in designing the space.

President/GM’s Report

Ms. Mathes gave an industry update on the CPB funding - provided an overview of potential impact on future funding under the current administration, and outlined where CPB dollars are allocated across the system. She reported that CPB and NPR are working closely together and with local stations to develop messaging for possible defunding; and that local public media stations plan to meet with congressional representatives.

Ms. Mathes informed the Directors of the NPR 3-year pricing plan for participating stations and KUOW’s fee based on their new plan.

IV. Committee Reports

Executive Committee.

Ms. Shin, Executive Committee Chair requested the Board’s approval to authorize Ms. Mathes as an officer on the Wells Fargo account of PSPR/KUOW to sign or endorse checks, drafts or other evidences of indebtedness made payable to the Corporation for the purpose of deposit into the Corporation's

accounts. Mr. Ghosh motioned and Mr. Causey seconded; with no objections, the Board resolution was unanimously adopted.

Governance Committee.

Mr. Stokes recommended that the Board Chair be elected as a voting member to all standing committees to be consistent with PSPR Board practice, and to change the bylaws to reflect this practice when it is revised. The Board Chair will not chair any of the standing committees besides the Executive Committee. Mr. Arkans motioned and Mr. Ashida seconded; with no objections the Board unanimously adopted the resolution to appointment the Board Chair, Ms. Haeryung Shin, as a voting member of the following committees for a one-year term from March 2017 – November 2017: Finance & Audit; Development; Governance; and Strategic Planning.

Mr. Stokes provided a copy of the revised Board Conflict of Interest Form (“COI”) for Board review and discussion. He recommended that the Board adopt the revised COI and route for Directors signature. Mr. Ashida motioned and Mr. Patrick seconded; with a minor change to strike the word “appearance” from paragraph 3 in section B.4, the Board unanimously adopted the Conflict of Interest form.

There was a discussion on Board attendance. Mr. Stokes proved an attendance record for Director’s to review. The Board will receive a revised draft of the governance structure and guidelines that outlines expectations on attendance.

Finance & Audit.

Mr. Schorr gave an overview of the annual investment report and recommendation from the investment manager. He recommend that the Board approve an adjustment the long-term funds to 50/50 as suggested by the Investment Manager; and adopt an addendum to the Investment Policy Statement (“IPS”) to amend the allocation in the asset class to allow for the adjustment in the investment portfolio. Mr. Hanson motioned and Mr. McGovern seconded; with no objections, the Board unanimously approved the amendment of the IPS and the adjustment to the long-term funds as presented.

Development.

Mr. Ghosh gave an update on the Board socialization of the strategic business plan. He discussed the challenges with a one-fit all scenario and the Committee efforts to identify new opportunities and alternative methods for Directors to share the SPB. He requested that Directors reach out to management with ideas and suggestions.

Mr. Ghosh requested the Boards consensus to decouple the Annual Board Meeting and Alumni event. There was a discussion about possible alumni events and dates. With no objections, the Board unanimously approved separating the annual meeting from the annual alumni event.

Strategic Planning.

Mr. Ashida gave an overview of the last Committee meeting and notified the Board of its request of management to contract with a hiring firm to assist with filling the open C-suite position under the President/GM. Directors were provided with an updated C-suite recruitment tracker. There was discussion about timeline and priority for filling the positions.



Secretary's Report.

Mr. Hill informed the Board about the tracking log for action items captured at Board and Committee meetings. A copy of the tracking list will be provided at future meetings.

V. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:54 PM. *The next meeting of the Board will take place on July 13, 2017 @ 4:00 PM.*

VI. Executive Session

The Board of Directors Meeting went into a closed session to discuss the individual performance report and metrics for the CEO and President of KUOW.

Respectfully Submitted on May 25, 2017 by
Steve Hill, Secretary
Fieta D. Robinson
KUOW PSPR Board Liaison

Approved on 05/25/2017



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
MAY 25, 2017 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on May 25, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Vivian Philips, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

CONFERENCING IN: Susan Queary, Wier Harman and Colleen Echohawk

ALSO ATTENDING (STAFF): Elizabeth Hovance, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler, Katie Seward and Fieta Robinson

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4:06pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the March 03, 2017 Board of Directors Meeting. Mr. Ashida motioned and Mr. Ghosh seconded; with no objections, the Board approved the minutes as presented.

III. Committee Reports

Executive Committee

Mr. Hill gave an overview of the President/GM Performance Review process and timeline. A Survey will go out to selected staff members and to the full Board for their feedback.

The Board recognized retiring UW Licensee Director Norm Arkans for his board service, honoring him with a resolution that reads:

WHEREAS, Norman G. Arkans has served as a member of the Board of Directors (“Board”) of the Puget Sound Public Radio Board (“PSPR”) since 2004;

WHEREAS, Mr. Arkans will retire from the PSPR Board of Directors on June 30, 2017;

WHEREAS, Mr. Arkans has been an invaluable counselor to this Board of Directors and to the management and employees of KUOW (“station”), serving in various leadership capacities for the station, including representation as the Licensee Director for the University of Washington (“UW”) and as a member of the Executive Committee;

WHEREAS, during Mr. Arkans tenure, KUOW hired new General Manager, Developed 5-year Strategic Business Plan crucial to the sustainability of the station, Launched a digital/web base platform; Trademarked a new logo and rolled out the first Brand Identity mission oriented statement elevating

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KUOW's community presence, strengthening the importance of Sound stories and Sound Voices;

WHEREAS, the members of the PSPR Board of Directors wish to thank Mr. Arkans for his many contributions and service to the Board and to KUOW by presenting him with a crystal microphone;

NOW THEREFORE, BE IT RESOLVED, that the PSPR Board of Directors hereby expresses its gratitude to Mr. Arkans for his service on the Board, for his sound business advice and valued counsel and for all that he has contributed to the Board and to KUOW Public Radio;

FURTHER RESOLVED, that the PSPR Board of Directors wishes Mr. Arkans continued success in all his endeavors, and expresses our hope for his continued health, happiness and prosperity.

FURTHER RESOLVED, that a copy of this resolution be presented to Mr. Arkans as a token of our respect.

PRESENTED, ADOPTED, APPROVED and RECORDED this 25th day of May, 2017.

Governance Committee.

University of Washington Licensee Director

Mr. Stokes recommended that the Board move to recognize Randy Hodgins as the new appointed UW Licensee Director. Ms. Phillips motioned and Ms. Endejan seconded; with no objections, the Board acknowledges Randy Hodgins as the UW Licensee Director.

PSPR Board Member Duties

Mr. Stokes provided a copy of the revised Board Duties Acknowledgment Form for review and discussion. He recommended that the Board adopt the revised form and route for Directors signature. Mr. Hosein motioned and Mr. Ghosh seconded; the Board unanimously approved the Board Duties form as presented.

Board Recruitment

There was a discussion about board diversity and recruitment. Mr. Stokes gave an overview of the recruitment process and timeline. The board is striving to fill five upcoming vacancies in November 2017. Directors requested a copy of the board demographic matrix to assist in putting forth names for board candidacy.

PSPR Bylaws Update

Ms. Endejan informed directors that the Committee is in the process of revising the Bylaws to include the Finance/Audit and Governance Committees as standing committees on the Board. Redline version of the revised bylaws will be provided at the September meeting.

KUOW Facility

Directors were informed that the UW-PSPR Operating Agreement stipulates that PSPR must approve modifications in any lease for KUOW's operating space under Sections 3.2 and 3.3 in the agreement. Management has asked UW Real Estate to provide a copy of lease to the Board at least 2-3 weeks prior to a full board meeting for their approval.



KUOW Racial Equity Committee

Ms. Shin notified the Board that Virginia Anderson was asked by Management to represent the Board on the KUOW Racial Equity Committee. Ms. Anderson will report on activities, milestones that KUOW is making towards their racial and equity goals.

Finance & Audit.

Mr. Schorr recommended that the Board approve a resolution to appoint the Treasurer as an authorized officer to the Sanford. C. Bernstein Investment Accounts and to remove retired board officers listed on the account. Ms. Endejan motioned and Mr. Stokes seconded; with no objections, the Board approved the resolution as presented.

Development.

Mr. Ghosh thanked Directors for their participation in the Alumni Kickoff event held on May 24, 2017. The event was well attended and received positive feedback and reviews. He provided a copy of the Ambassador Opportunities schedule of events. Directors were asked to review the upcoming events and reach out to the Development Team with questions and comments. KUOW Spring Impact Bulletin were given to the Board as resource for socializing the business plan.

Strategic Planning.

Mr. Ashida gave an overview of the May 11th joint meeting with the Finance/Audit committee and strategic business plan review process. Directors received an update on the C-suite hiring and recruitment schedule.

IV. Station Update

Ms. Mathes presented YTD progress toward the FY17 goals and initiatives in strategic business plan. She also reviewed the proposed initiatives for fiscal year 2018. There was discussion about some of the challenges and future steps to ensure continued progression towards the 5-year goals. The Board acknowledged Management for their work and accomplishments.

V. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:35 PM. *The next meeting of the Board will take place on July 13, 2017 @ 4:00 PM.*

VI. Executive Session

The Board of Directors Meeting went into a closed session to discuss sensitive information regarding the Station, and the annual performance report process for the GM/ President of KUOW.

Respectfully Submitted on July 13, 2017 by
Steve Hill, Secretary
Fieta D. Robinson, KUOW PSPR Board Liaison

BOD Approved on 07.13.17