



**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS VIRTUAL MEETING  
THURSDAY, APRIL 30, 2020  
4:30 PM – 6:30 PM**

Virtual Meeting: <https://washington.zoom.us/j/792573210>

Dial-In: US: +1 646 876 9923 or +1 669 900 6833

Meeting ID: 792 573 210

**MEETING AGENDA**

Time	Topic	Exhibit #	Page #	Chair
4:30 – 4:37 PM	<b>WELCOME &amp; OPENING REMARKS</b>			<b>Heidi de Laubenfels</b>
	1) <b>CALL TO ORDER</b>			Chair, de Laubenfels
	a. Virtual Meeting Guidelines			
	b. Invitation to Disclose Conflicts of Interests		Pg 1	
	c. Invitation for Additional Agenda Topics			
	d. Approval of Agenda	Exhibit 0		
<b>(ACTION)</b>	e. Approval of February 27, 2020 Board of Directors Meeting Minutes	Exhibit 1	Pg	
4:37 – 5:35 PM	<b>STATION BUSINESS</b>	<b>Exhibit 2</b>		
	2) <b>STATE OF THE STATION</b>			Caryn Mathes
	a. YTD KPI Dashboard Report Q&A (pre-read)	Exhibit 2a		
	b. YTD Financials and Cashflow	Exhibit 2b		
	c. Audience Trends	Exhibit 2c		Jennifer Strachan
	d. Audience Development & Fundraising	Exhibit 2d		Stewart Meyer
5:35-6:05 PM	<b>COMMITTEE BUSINESS &amp; MINUTES</b>	<b>Exhibit 3 - Exhibit 6</b>		
(5:35-5:45)	3) <b>EXECUTIVE COMMITTEE</b>	<b>Exhibit 3</b>		
	a. February 13, 2020 Meeting Minutes	Exhibit 3a	Pg	Heidi de Laubenfels
	b. GM Performance Evaluation Survey			Andy McGovern
	c. Board Communication Task Force			Irwin Gorman & Aaron Rocke
(5:45-5:55)	4) <b>GOVERNANCE COMMITTEE</b>	<b>Exhibit 4</b>		Virginia Anderson & Dr. Sharon Kioko
	a. March 10, 2020 Meeting Minutes	Exhibit 4a	Pg	
	b. April 14, 2020 Meeting Minutes	Exhibit 4b	Pg	
	c. Board Retreat			
	d. Board Engagement Survey			
	e. Top Three Priorities			
(5:55-6:00)	5) <b>FISC/FINANCE COMMITTEE</b>	Exhibit 5		Jon S. & Chris J.
	a. Investment Report Update			
	• Socially Responsible Investment Opportunity			
	b. Top Three Priorities			
(6:00-6:05)	6) <b>DEVELOPMENT COMMITTEE</b>	<b>Exhibit 6</b>		Filiz Efe McKinney
	a. March 18, 2020 Meeting Minutes	Exhibit 6a	Pg	
	b. Emeritus Board Campaign			
	c. Board Engagement Campaign			
	d. Top Three Priorities			

*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.*



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(6:05-6:10)	7) Strategic Planning Committee a. Strategic Reframing Speaker Series <ul style="list-style-type: none"> <li>• Mid-Point Summary</li> <li>• Next Speaker – 5/15 @ 1PM</li> </ul>	Exhibit 7  Exhibit 7a Pg.	Shauna Causey & Irwin Goverman
6:10– 6:20 PM	<b>OTHER BUSINESS/PUBLIC COMMENT</b> <ul style="list-style-type: none"> <li>➤ Board Directors Additional Topics</li> <li>➤ Public Comment</li> </ul>		Heidi de Laubenfels
6:20 PM	<b>ADJOURN OPEN SESSION</b>		Heidi de Laubenfels
6:20– 6:30 PM	<b>EXECUTIVE SESSION</b>  <i>An Executive Session can be called at any time 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.</i>		Heidi de Laubenfels
6:30 PM	<b>ADJOURN Executive Session</b>		Heidi de Laubenfels

**UPCOMING MEETINGS**

May

- May 15, 2020 SPC: Strategic Reframing Speaker Session (Tom Webster)
- May 20, 2020 Development Committee Meeting
- May 28, 2020 Joint Meeting of the Finance and Strategic Planning Committees (1<sup>st</sup> Budget Hearing)

June

- June 2, 2020 Governance Committee Meeting
- June 11, 2020 Joint Meeting of the Finance and Executive Committees (2<sup>nd</sup> Budget Hearing)
- June 25, 2020 Board of Directors Meeting (FY21 Budget Approval)

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**PUGET SOUND PUBLIC RADIO  
BOARD OF DIRECTORS  
APRIL 30, 2020 MEETING  
4:30 p.m. – 6:00 p.m.**

**APPROVED MINUTES**

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 April 30, 2020 at 4:30 PM via Zoom.

**PRESENT:** Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Caryn Mathes (President & CEO), Vivian Phillips, Randy Hodgins, Caitlin Duffy, Mark Ashida, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Goverman, Sharon Kioko, Nicholas Patrick, David Roberts, Erika Nesholm, Liam Lavery, Wassef Haroun, Colleen Echohawk, Aaron Rocke, Demetria Elmore, Shauna Causey, Virginia Anderson, Lisa Nitze and Paul Butler

**ABSENT:** Ian Warner, Indranil Ghosh and Robert W Palmatier

**ALSO ATTENDING: (KUOW Staff)** Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Melissa Laird, Matt Albertson, Janice McKenna, Sarah Freeman, Rashad Brown, Dane Johnson, Hollie Seiler, Aimee White and Maurice Rankin; **(Members of the Public)** Nancy Garland (UWAG), Karen Hirsch (Ostara), James Baptiste and Joan Tornow

I. **Meeting Called to Order**

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:31 PM. Directors were invited to disclose any conflict of interest. There were none.

**Approval of Minutes**

Ms. de Laubenfels called for a motion to approve the February 27, 2020 Board of Directors Meeting minutes. Mr. Goverman moved, and Mr. Haroun seconded. With no objections, the Board approved the minutes as presented.

II. **Station Business**

*Cash Flow Tracking & Financials*

Ms. Mathes gave a deep dive overview of the FY20 projected end of year financials. Membership is currently at 22K over goal and Business Support is at 90% of goal despite COVID-19 financial struggles. Philanthropy is projected to about 1.3 million, about 65% of their goal. Major Gifts Team is also working on a Board and an Emeritus Board Campaign as well as a Top 400 Donor campaign. KUOW has received a grant from the Federal CARES Act. KUOW will continue to apply for grants that become available. Regarding expenses, there is a reduction against budget of more than 1.2 million while maintaining audience content service at pre-COVID-19 levels. If the stock market remains stable, KUOW will end FY20 with the Board mandated 91-day operating margin intact.

Going into FY21, there are assumptions of an economic recession, colleague nonprofits are going to struggle, competing priorities for philanthropists, sponsorships being down, and societal shutdown precludes live events. The anticipated net revenues are going to be down by \$760K from FY20 and will cause a \$900K deficit. There is no current plan to dip into Board mandated 91-day operating fund because that fund is our back up in a catastrophic emergency, such as an event when no fundraising can be done. Ms. Mathes outlined what cuts have been made and discussed reductions in operating cuts per department. May 15<sup>th</sup>, 2020 is the deadline to reassess FY 21 revenue projections and finalize

any necessary reduction in workforce. The announcement for any reduction in personnel or work hours will be made on June 1<sup>st</sup>, 2020.

### Audience Trends

Ms. Jennifer Strachan discussed current audience trends. There is significant decrease in audience “out of home” listening during drive time hours and a decrease overall in radio broadcast listeners. Morning “Drive Times” seen increase in listeners later in the morning. The Record is having significant increase in listeners during the Stay-at-Home Order. Digital Streaming and Weekly Podcast Downloads are seeing an increase in listeners/users. KUOW is seeing historic numbers on kuow.org with four million-page views with continuing of 400K page views weekly.

### Audience Development & Fundraising

Mr. Stewart Meyer gave an update on revenue and audience development. Mr. Meyer spoke about Membership’s fundraising campaigns - “We’re in this together” Campaign, “1-Day Drive to raise \$1million” Campaign, “Giving Tuesday” campaign, and “GiveBIG Wednesday” campaign. Currently, approximately \$ 1.2 million dollars have been raised, and there is an increase of 1840 Evergreen “sustaining” donors. Mr. Meyer provided the next steps for a “Thanks-a-thon”.

Mr. Meyer discussed on Major Gifts Campaign to raise 1,200,000 by June 30. Major Gifts is targeting “Top 400” major donors and prospects. They surpassed this goal and have reached out to 1300+ total. KUOW Governing Board assisting with its own \$50,000 goal. Emeritus Board assisting with a \$100,000 goal. Major Gifts has submitted \$100,000 grant proposal to Facebook. The Campaign results thus far: \$581,819 pledged (48% to goal). The KUOW PSPR Board has raised \$66,950 (134% of Goal).

Mr. Meyer informed that the pandemic as had an impact on Business Support, there is nearly \$600K shortfall in revenues. Business Support is checking-in with current clients; offering to pivot their messaging and offering loyal, longtime supporters bonus spots for staying on. They are also calling on businesses that need messaging right now (e.g., online courses, tutoring services, telehealth, online exercise classes, online retailers, etc.) and reaching out to offer non-profit supporters bonus spots. Mr. Meyer announced that Ms. Courtney Miller has been hired as the Director of Business Support.

Mr. Meyer discussed audience engagement and adjustments to new consumption habits. Marketing has stepped up on various emails a week to members. Emails highlight KUOW content and community connection. KUOW has expanded to using YouTube and was approved as verified non-profit which allows KUOW to fundraise on the platform. Community Engagement and Events Team are working on several virtual events - “That’s Debatable” and “Are We Going to Be OK?”.

Mr. Meyer highlighted trends and future consumption habits as a result of the Stay-At-Home Order. The COVID-19 pandemic has only accelerated changes that were already in process including the major shift over to On-demand streaming, increase use of Social Media, and leaning further into KUOW Mission and Values. KUOW will need to push up the timeline to invest in the Digital Roadmap, maintaining cross-platform agility, and continuing to build deep partnership with those who share our mission/values.

### III. Committee Reports

Ms. Mathes introduced the new Assistant Attorney General, Nancy Garland, for KUOW from UW.

### *Executive Committee*

Ms. de Laubenfels announced that the GM Performance Evaluation Survey is due on May 15<sup>th</sup>, 2020. Mr. McGovern advised the board to read Ms. Mathes’ self-evaluation prior to completing the survey.

Ms. de Laubenfels highlighted the work of the Board Communication Task Force. One result of this work was a panel with the Newsroom Staff and the Board. Mr. Rocke will be scheduling future dates and times for the Board Virtual Happy Hour. Management decided on key topics/themes for the Board deep dive conversations KUOW Leadership. Deep dive topics will be announced by Ms. de Laubenfels and meeting will be scheduled accordingly.

### *Governance Committee*

Dr. Sharon Kioko confirmed the cancellation of the Board Retreat on May 16, 2020. The contracted strategic reframing speaker will be rescheduled to May 15, 2020. The retreat will be held on Thursday Sept 24th, 2020 two hours before the full Board meeting. The goal is to have in-person meeting to discuss and develop Board Norms. Governance will do a 1-2-1 check-in with board members about board terms and time commitment that might have changed due to pandemic. The Board & Committee Leadership Survey is scheduled for June 2020.

### *FISC/Finance Committee*

Mr. Christopher Jay gave an update on the current investment landscape. As of March 31<sup>st</sup>, 2020, KUOW's investment portfolio had a loss \$1.3 Million but investments have still outperformed compared to other investors. Bernstein expects continue instability in the stock markets and it will take time to recoup on losses. KUOW's portfolio is performing as expected and KUOW's Risk Profile is in line with the endowment and long-term accounts. Mr. Jay also updated the board on researching Socially Responsible Investments with Bernstein. Mr. Jon Schorr shared the Finance Committee's current priorities are to review the information about Socially Responsible Investments from Bernstein, finalize changes to the ISP, and review and implement the proposed FY21 Budget.

### *Development Committee*

Ms. Filiz Efe McKinney discussed COVID-19 impact on development and the shifts in KUOW fundraising methods and partnership with community engagement. She also highlighted the successful Board Fundraising campaign and the upcoming Thank-A-Thon.

### *Strategic Planning Committee*

Ms. de Laubenfels briefly spoke about the ongoing Strategic Reframing Speakers Series. Ostara Consulting will be providing a Mid-Point distillation summary in August 2020 to further SBP 2022 discussion.

#### **IV. Other Business/Public Comment**

Public Comment presented by Joan Tornow, a community member, about KNKX contracted meteorologist releasing FY 2015 Board Members' emails on personal public website for malicious purposes.

#### **V. Executive Session and Adjournment**

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:17PM. The executive session ended at 6:31 PM.

#### **Executive Session Notice**

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organizations.

The next Board of Directors meeting will be taking place virtually on Thursday, June 25, 2020 at 4:30 PM via Zoom.

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