



KUOW, PSPR Annual Board Meeting

KUOW

Thursday, November 16, 2023 at 4:15 PM PST to Thursday, November 16, 2023 at 8:00 PM PST

Zoom/ Seattle Asian Art Museum (1400 E Prospect St, Seattle, WA 98112)

Agenda

Doors Open 4:15 PM **4:15 PM**

I. Welcome & Meeting Overview **4:30 PM**

A. Meeting Housekeeping

B. Announcement of Quorum

C. Welcoming New Members

D. Gratitude for 2023 Committee Chairs and Welcome to 2024 Committee Chairs

E. Land Acknowledgment

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

KUOW and the Board 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.

F. Board Engagement Through an Equity Perspective

We encourage all Board members to consider these guiding questions as they engage in their work:

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

G. Conflict of Interest

II. Consent Agenda **4:35 PM**

A. Approval of Board of Director Meeting Minutes

1. September Board of Directors Draft Meeting Minutes

B. Approval of 2023 Board Directors, Officers, Re-Election of Member and Committee Structure

1. Board Officer Nominations

2. Election & Re-election of Members

3. Appointment of Committee Directors	
C. Approval of the Bylaws	
III. UUR Presentation	4:40 PM
IV. BREAK	5:25 PM
V. Recognition of Retiring & Resigning Board Directors	5:35 PM
A. Sharon Kioko	
B. Connie Kravas	
C. Jessie Harris	
D. Carmen Cano	
VI. Committee Reports	5:45 PM
A. Governance	
1. Draft Meeting Minutes	
2. Exhibits	
B. DEI	
1. Draft Meeting Minutes	
2. Exhibits	
C. SPC	
1. Draft Meeting Minutes	
2. Exhibits	
D. FIN/FISC	
1. Draft Meeting Minutes	
2. Exhibits	
E. R&R	
1. Draft Meeting Minutes	
2. Exhibits	
F. EXEC	
1. Draft Meeting Minutes	
VII. 2023 Audit Timeline Update	6:00 PM
VIII. Board Assessment Survey Presentation	6:05 PM
IX. Public Comment	6:20 PM
X. Closing Remarks	6:25 PM
XI. Adjourn Meeting	
XII. Post Meeting Reception	6:30 PM - 8:00 PM



APPROVED KUOW, PSPR Annual Board Meeting Minutes

KUOW – Virtual & In-Person | Nov 16, 2023 at 4:15 PM PST

In-Person Location: Seattle Asian Art Museum 1400 E Prospect St, Seattle, WA 98112

Virtual Location: Zoom

Attendance

Members Present: Mark Ashida, Laura Cañate, Gabrielle Nomura Gainor, Irwin Goverman, Sarah Norris Hall, Wassef Haroun, Randy Hodgins, David Iyall, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Filiz Efe McKinney, Michelle Merriweather, Roshni Naidu, Claire O'Donnell, Lucrezia Paxson, Jamie Robinson, Kevin Schofield, Raina Wagner, Ian Warner, Sharon Nyree Williams

Members Absent: Enrique Cerna, David Chan, Christopher Jay, David Landau

Staff Present: Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

Guests: Rami Al-Kabra, Marshall Eisen, Annette Promes

Members of the Public: Matt Albertson, Gina Kilbridge, Karen Kim, Kim Lowe

- I. **Welcome & Meeting Overview** | Mr. McGovern called the meeting to order at 4:32pm.
 - A. Welcoming New Members
 1. Mr. McGovern welcomed the new Directors (Sarah Norris Hall, Laura Canate, Kevin Schofield, Lucrezia Paxson, Gabrielle Nourma Gainor) to the Board.
 - B. Gratitude for 2023 Committee Chairs and Welcome to 2024 Committee Chairs
 1. Mr. McGovern expressed thanks to the 2023 Committee Chairs (Irwin Goverman, Claire O'Donnell, Heidi de Laubenfels, Ian Warner, Mark Ashida, and Sharon Kioko) for their 2023 chair service.
 - C. Land Acknowledgment
 1. Mr. McGovern read the Land Acknowledgement.
 - D. Board Engagement Through an Equity Perspective
 1. Mr. McGovern had the Committee reflect on the Board Engagement Equity statements.
 - E. Conflict of Interest
 1. Mr. McGovern asked the Committee to disclose any possible conflicts of interests and none were expressed.
- II. **Consent Agenda** | Mr. McGovern called for a motion to approve the consent agenda with the following components: Approval of September Board of Director Meeting Minutes, Approval of 2023

Board Directors, Officers, Re-Election of Member and Committee Structure (Board Officer Nominations, Election & Re-election of Members, Appointment of Committee Directors) and Approval of the Bylaws. Ms. Wagner presented an overview of the Bylaw changes submitted by the Governance Committee and took questions from the Committee.

- A. Motion was moved by Connie Kravas and seconded by Mark Ashida, without any objections the consent agenda was approved.

III. **Users, Usage, and Revenue (UUR) Presentation** | Due to time constraints, Mr. McGovern moved the UUR presentation ahead of Committee business. Ms. Promes and Mr. Swanson from the station presented to the Committee the KUOW Revenue Model as well as further projections for FY25 and beyond. The model included FY24 revenue goals for Business Support and Donor Engagement (known formerly as the Philanthropy and Membership departments). Lastly, the model displayed areas of uncertainty such as digital audience growth and next steps in refining the revenue model. The Committee asked questions regarding implementation the Station's confidence in their revenue projections.

IV. **Recognition of Retiring & Resigning Board Directors** | Mr. McGovern called for speakers to acknowledge the retiring and resigning Directors.

- A. Ms. Mathes gave recognition and words of appreciation to Sharon Kioko for her years of Board service.
- B. Ms. O'Donnell gave recognition and words of appreciation to Connie Kravas for her years of Board service.
- C. Mr. McGovern gave recognition and words of appreciation to Jessie Harris for his years of Board service.
- D. Ms. de Laubenfels gave recognition and words of appreciation to Carmen Cano for her year of Board service.

V. **Committee Reports** | Mr. McGovern requested the Committee to review the November Committee Summaries document. Summaries are listed in order of Committee meetings and discussion followed the reading of the summaries.

- A. **Governance** | Topics discussed include:
 - 1. Review and confirmation of new board members and re-termining board members

2. Committee leadership and membership recommendations to Exec and Board Chair
 3. Bylaw, policy and process change and update recommendations.
- B. **Diversity, Equity, and Inclusion** | The DEI Committee discussed potential 2024 goals, began revision of our board norms, discussed how to get better attendance at DEI trainings and discussed the KUOW Community Advisory Board with staff. I've since met with the board chair to discuss DEI training attendance and go forward strategies. Concerning the community advisory board, the committee and BHive suggested avoiding using the word 'Board' for the advisory group to avoid any confusion. We also suggested potentially using the advisory group as a feeder to the board to help us get away from our current 'refer a friend' cycle.
- C. **Strategic Planning Committee** | This was our last meeting before the Board suspends this committee. Caryn noted how various Board members have animated and improved strategy work over the years, to the point that the committee isn't needed right now. That's a success! We collected in a shared document thoughts about future meeting content in other committees and concerns about potential gaps in the absence of the SPC. Claire shared proposed tweaks to the R&R charter to ensure member acquisition and key KPIs are tracked by that committee going forward. Kerry, Brendan and Marshall prepared and delivered a fantastic presentation on KUOW's podcast strategy and audience goals, engaging committee members on model variables, assumptions and "always on" content versus more episodic "hit shows. Rami mentioned KUOW has applied for a grant to help fund an effort to better connect data about listeners and donors, which is difficult to do today.
- D. **Finance Investment Sub Committee** | FISC received the Q3/2023 report from Bernstein. The Long-Term portion of the endowment earned 3.9% and the Intermediate Portfolio earned 2.9%. These returns were considerably less than the US Stock Index (13.1%) and the Global Stock Index (9.4%) because of our ESG focus which excluded oil companies. KUOW Management is in the process of moving excess cash from Bank of America to a money market account at Bernstein where it can earn market rates of interest with very low risk and be available to KUOW within 48 hours.
- E. **Finance and Audit** | The Finance Committee received an update on the audit plan. The last meeting of the year is reserved for the audit report; however, due to delays in staffing at the station and challenges with the audit service provider, the audit report is not expected until mid-January. The committee received an update on the UUR and financials for July and August. The Committee also discussed the use of the Bernstein Money Market account and moving

excess cash from Bank of America to Bernstein. To manage cash flows, the committee also discussed the value of applying for a line of credit facility with Bank of America.

F. **Reach and Resource** | We had a short committee meeting as most members were unable to attend. We reviewed the proposed updates to the committee charter in view of the SPC going away, and we also discussed progress on the board engagement commitments. We plan to follow up with board members on progress against their commitments and additional opportunities for engagement before EOY.

G. **Executive** | It was great to get together in person; thanks Teasha for the idea and thanks directors for the great in-person turnout. We reviewed the resolutions that went into today's consent agenda (UW director, resigning directors, 2024 officers and committee structure, and bylaw updates). We discussed the audit delay caused by staffing challenges. We had a great discussion about the board survey, a summary of which the board will hear today from Irwin. We thanked Chris for his service as UW Foundation director and discussed options his successor on that board (if you are interested, please talk to Chris or Randy!). And we reviewed the latest data in the UUR dashboard and did some Q&A with Kerry. It was a great way to wrap up the year, and we are looking forward to a great 2024. Thanks to all outgoing and incoming officers, committee chairs, and vice chairs, and BHive for your contributions to Exec.

- VI. **2023 Audit Timeline Update** | Ms. Dial updated the Committee on the status of the 2023 Audit and timeline. Ms. Dial shared that BDO (KUOW's auditor) had draft numbers prepared and overall KUOW had a clean audit. Lastly, Ms. Dial informed the Committee of the upcoming next project with BDO the Form 990.
- VII. **Board Assessment Survey Presentation** | Mr. Goverman presented the findings and conclusions from the BoardSource Assessment. The key components of the Assessment were, people, culture, work, and impact and the scores were on a scale of 0-4, 4 meaning excellent; additionally, the survey had a completion rate of 83% of Directors. During Mr. Goverman's presentation, he highlighted that overall the Board is doing well in regards to strategic planning and financial oversight and areas of growth are continuous Board engagement and furthering the Board's impact.
- VIII. **Public Comment** | Mr. McGovern asked if there were any members of the public and any public comment. There were no public comment made virtually via Zoom or in-person.
- IX. **Adjourn Meeting** | Mr. McGovern adjourned the public portion of the meeting at 6:24pm.