



KUOW, Executive Committee: September 8, 2022 Meeting

KUOW

Sep 8, 2022 at 4:30 PM PDT to Sep 8, 2022 at 6:00 PM PDT

I. Welcome and Call to Order

4:30 PM

Presenter: Christopher Jay

A. Meeting Objectives

B. Invitation to Disclose Possible Conflicts of Interests

C. Invitation for Additional Agenda Topics

D. Approval of Agenda

E. Approval of June 9, 2022 Executive Committee Meeting Minutes

II. Committee Business & Updates

A. Reach & Resource

4:35 PM

Presenter: David Iyall

1. Meeting Minutes

2. Committee Update

B. Finance & FISC Committee

4:45 PM

Presenter: Liam Lavery

1. FIN Committee Update

a. No Meeting Update

b. Station Audit Update

2. FISC Committee Update

a. Meeting Minutes

b. ESG Allocations Update

c. Bernstein Q2 Report

C. Strategic Planning Committee

4:55 PM

Presenter: Andy McGovern

1. Meeting Minutes

2. SPC Committee Update

D. Governance Committee Update

5:05 PM

Presenter: David Landau

1. Meeting Minutes

2. GOV Committee Update

3. Governance Recruitment Subcommittee Update

E. DEI Update

5:20 PM

Presenter: Ian Warner

1. Meeting Minutes

2. DEI Philosophy

3. DEI Trainings Update

III. Executive Committee Update

5:30 PM

Presenter: Christopher Jay

A. UW Foundation Update

B. 9.22.22 BOD Meeting Topics

IV. Station Business & Updates

5:35 PM

Presenter: Caryn Mathes

A. On-Site Committee and Board Meetings

B. RET Update

C. FY YTD Financials

1. Cash Flow Navigation

2. Dashboard Report

3. Tonnage Report

V. Other Business/Public Comment

5:45 PM

A. Board Attendance & Engagement

Presenter: Andy McGovern

VI. Open Session Adjourn

VII. Executive Session

5:50 PM

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.

VIII. Executive Session Adjourn



APPROVED KUOW, Executive Committee:

September 8, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Sep 8, 2022 at 4:30 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Irwin Goverman, Randy Hodgins, David Iyall, David Landau, Heidi de Laubenfels, Liam Lavery, Andy McGovern

Members Absent: Mark Ashida, Christopher Jay, Claire O'Donnell, Ian Warner

Staff Present (In-Person): Ryleigh Brimhall, Shawnteasha Crow

Staff Present (Remote): Caryn Mathes, Janice McKenna, Kerry Swanson

I. Welcome and Call to Order

- i. Mr. Goverman called the meeting to order at 4:32 pm.
- ii. Invitation to Disclose Possible Conflicts of Interests
 - i. Mr. Goverman asked for the committee members to disclose any possible conflicts of interest and there were none made.
- iii. Approval of June 9, 2022 Executive Committee Meeting Minutes
 - i. **Motion:** Mr. Goverman called for a motion to approve the June 9, 2022, Joint Executive & Finance Committee meeting minutes. Motion moved by Andy McGovern and motion seconded by Liam Lavery. The motion was carried and the April 21, 2022 Exec Committee meeting minutes were approved.

II. Committee Business & Updates

- i. Reach & Resource
 - i. Mr. Iyall updated the committee on recent NPR Network initiative and the highlights of the revenue generating departments.
- ii. Finance & FISC Committee
 - i. Mr. Lavery provided the update for the Finance committee & the Finance Investment Sub-Committee. The audit was delayed due to staffing changes with our audit consultant firm. Bernstein presented their Q2 report to the Finance Investment Sub-Committee, and the subcommittee decided increase stocks and bonds in ESG to 60%.
- iii. Strategic Planning Committee
 - i. Mr. McGovern updated the committee on Strategic Planning Committee's deep dives on revised Strategic Impact Framework (SIF) and the NPR Network Initiative. He also brought the topic of committee attendance and lead an discussion on the opportunities to encourage better attendance.

- iv. Governance Committee
 - i. Mr. Landau updated the committee on the progress of the orientation planning. He also went over the members' interest in committees for FY23. The next step would be to use this information to create a draft 2023 roster. He discussed the recent meet and greets with current members and prospects.
- v. DEI Committee
 - i. Due to time limitations, the committee bypassed the DEI Committee update to the full Board meeting.
- vi. Executive Committee Update
 - i. Mr. Goverman mentioned of the Board Chair and Vice Chair will be meeting with the Board Engagement Officers to finalize the Board of Directors meetings.

III. Station Business & Updates

- i. On-Site Committee and Board Meetings
 - i. Ms. Mathes made a recommendation of starting doing hybrid meetings for board meetings for upcoming committee meetings.
- ii. RET Update
 - i. Due to time limitations, the committee bypassed the RET update to the full Board meeting.
- iii. FY YTD Financials
 - i. Ms. McKenna walked the committee through the FY22 Q4 financials. Ms. Caryn Mathes updated the committee on the hiring progress. Ms. Mathes also highlighted July KPI Dashboard.

IV. Other Business/Public Comment

- i. There were no members of public or public comments for this meeting.

V. Open Session Adjourn

- i. Mr. Goverman adjourned the public session of the Executive Committee meeting at 6:01 pm. There was no Executive Session called.



KUOW, Executive Committee: November 3, 2022 Meeting

Zoom & UW Tower

Nov 3, 2022 at 4:30 PM PDT to Nov 3, 2022 at 6:30 PM PDT

Agenda

I. Welcome and Call to Order

4:30 PM

Presenter: Christopher Jay

A. Meeting Objectives

B. Invitation to Disclose Possible Conflicts of Interests

C. Invitation for Additional Agenda Topics

D. Approval of the September 8, 2022 Executive Committee Meeting Minutes

II. Committee Business & Updates

4:35 PM

A. DEI Committee Update

Presenter: Ian Warner

1. October 6th Meeting Minutes

2. DEI Draft Philosophy Statement

B. Reach and Resource Committee

Presenter: Claire O'Donnell

1. October 25th Meeting Minutes

2. Board Engagement Plan

3. R&R Staff Presentation

C. Finance & FISC Committee

1. October 20th FISC Meeting Minutes

Presenter: Mark Ashida

a. Bernstein Q3 Investment Report

2. October 27th FIN Meeting Minutes

Presenter: Liam Lavery

a. BDO Audit Presentation

D. Governance Committee Update

Presenter: David Landau

1. October 4th Meeting Minutes

2. Board Officer and Committee Slate Approval

E. Strategic Planning Committee

Presenter: Andy McGovern

1. October 12th Meeting Minutes

a. KUOW TikTok Pilot

b. Digital Product FY23 Strategic Priorities

III. Executive Committee Update

A. Annual Meeting Update

Presenter: Shawnteasha Crow

IV. Station Business & Updates

5:35 PM

Presenter: Caryn Mathes

A. 2023 CEO Goals

B. FY YTD Financials

1. Cash Flow Navigation

2. Dashboard Report

3. Tonnage Report

C. Racial Equity Team Update

5:55 PM

Guest: Amelia Peacock

V. Other Business

6:00 PM

A. Committee Attendance

Presenter: Shawnteasha Crow

B. Workplans & Transition Planning

Presenters: Shawnteasha Crow, Ryleigh Brimhall

C. Orientation Update

Presenter: Shawnteasha Crow

VI. Public Comment

6:15 PM

VII. Open Session Adjourn

VIII. Executive Session

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.

IX. Executive Session Adjourn



APPROVED KUOW, Executive Committee: November 3, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Nov 3, 2022 at 4:30 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, Randy Hodgins, Christopher Jay, David Landau, Heidi de Laubenfels, Liam Lavery, Andy McGovern, Claire O'Donnell, and Ian Warner

Staff Present (Remote): Caryn Mathes, Fieta Robinson, Kerry Swanson, Janice McKenna, Steve Alexander, and Amelia Peacock

Staff Present (In-Person): Shawnteasha Crow

Guests Present (Remote): Paige Browning, Matthew Martin, and Natalie Newcomb

I. Welcome and Call to Order

- i. Mr. Goverman called the meeting to order at 4:34pm
- ii. Invitation to Disclose Possible Conflicts of Interests
 - i. Mr. Goverman asked the Committee to disclose any possible conflicts of interest, and none were expressed.
- iii. Approval of the September 8, 2022 Executive Committee Meeting Minutes
 - i. **Motion:** Mr. Goverman called for a motion to approve the September 8, 2022, Executive Committee meeting minutes.
Motion moved by Heidi de Laubenfels and motion seconded by Ian Warner. The motion was carried and the September 8, 2022 Executive Committee meeting minutes were approved.

II. Committee Business & Updates

i. DEI Committee Update

- i. Mr. Warner discussed the Draft DEI Philosophy Statement with the committee. The committee focused on defining fiscal DEI efforts and our fiduciary duties to KUOW, and the guiding thoughts for members when engaging in DEI work with the Board.

- ii. **Motion:** Mr. Goverman called for a motion to approval this Board DEI Philosophy Statement with minor revisions to be presented to the Full Board for approval.

Motion moved by David Landau and motion seconded by Liam Lavery. With no objections, the motion was carried with minor revisions.

- ii. **Reach and Resource Committee**

- i. Ms. O'Donnell presented the board engagement plan for 2023 and the committee discussed corrections and clarity for the plan and form before presenting to the Full Board.

- iii. **Finance & FISC Committee**

- i. Mr. Ashida highlighted on the current increase of all short and long-term investments to 60% ESG and the annual review to increase this percentage. Due to the diversification of investments, KUOW investments have been minorly insulated from the current stock market value decrease.
- ii. Mr. Lavery presented the annual BDO financial audit, and KUOW received an unqualified, or “clean,” opinion with no adjustments nor the issuance of a management letter for this year. Due to high incidents of financial scams for their clients this year, BDO strongly advised higher cyber and financial security protocols and vigilance.

- iii. **Motion:** Mr. Goverman called for a motion to accept the audit and to move it to the Full Board for the full approval.

Motion moved by David Landau and motion seconded by Mark Ashida. With no objections, the motion was carried to the full board.

- iv. **Governance Committee Update**

- i. Mr. Landau briefly provided an overview on the resolutions relating to re-elections of members, board officers, and committee structure.
- ii. Board Officer and Committee Slate Approval
 - a. **Motion:** Mr. Goverman called a motion to approve Resolutions of Re-Election of members, Board Office Slate, and Recommendation of Committee Structure.
Motion moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With no objection, the motion was carried to the full board for approval.

v. Strategic Planning Committee

- i. Mr. McGovern presented on the recent staff deep dives on TikTok and updated Digital Strategy. Both of the presentations are being included as staff presentations at the Annual Meeting.

III. Executive Committee Update

- i. Ms. Crow provided an overview of the Annual Meeting, including the current agenda and answering FAQs for members.

IV. Station Business & Updates

- i. Ms. Mathes presented on her 2023 GM Performance Goals. There was continued focus on maintaining the wellbeing of staff, execution of Strategic Impact Framework, hiring C-Suite staff members, communicating Digital Integration benchmarks and targets, and facilitating Board's engagement with staff.
- ii. FY YTD Financials
 - i. Ms. Mathes highlighted on YTD Financials. There was some softness in September Financial with Business Support's national spots, but there was some relative success with the recent Pledge Drive and membership. She also presented the current hiring efforts.
- iii. Racial Equity Team Update
 - i. At this point of the meeting, Mr. Goverman turned the meeting over to Mr. Jay to continue leading.
 - ii. Ms. Peacock presented on the Staff Racial Equity Team (RET). She mentioned the completion of the TOCA (Transforming Organizational Cultural Assessment), and initially, the results have shown improvement in awareness since the first TOCA. Both of the Race-Based Caucuses met in October and November, with a final meeting with a joint caucus meeting in December. RET was also reprioritizing the REDI (Racial Equity Diversity & Inclusion) Plan goals for 2023 and focused on further developing structures of accountability.

V. Other Business

- i. Ms. Crow highlighted committee attendances and past discussions on virtual-only vs. hybrid committee meetings in 2023. She reminded the committee to meet for transition and workplan meetings between exiting and entering committee chairs and vice chairs. Finally, she updated the committee on the orientation and presented the draft of the orientation presentation.

VI. Public Comment

- i. Mr. Jay asked if there were members of the public that wanted to provide a comment. None were in attendance at the UW tower for public comment.
- ii. Of the guest that attended virtually via Zoom, Paige Browning made a public comment encouraging the Board to follow University of Washington's Labor Relations salary negotiations with the Content team at KUOW.

VII. Open Session Adjourn

- i. Mr. Jay adjourned the Open session of the meeting at 6:14pm.

VIII. Executive Session

- i. Mr. Jay called for an Executive Session at 6:14pm to discuss privileged proprietary information.

IX. Executive Session Adjourn

- i. Mr. Jay adjourned the Executive Session at 6:48pm.



KUOW, EXEC Committee February 9 Meeting RSVP REQUIRED

KUOW

Feb 9, 2023 at 4:30 PM PST to Feb 9, 2023 at 6:00 PM PST

Agenda

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

- A. Invitation to Disclose Possible Conflicts of Interest**
- B. Overview of Meeting Purpose**
- C. Invitation for Additional Topics**
- D. Approval of the Executive Committee Meeting Minutes**

II. Committee Updates

A. DEI Committee Updates

4:35 PM

Presenter: Ian Warner

- 1. Draft Minutes**
- 2. 2023 DEI Workplan**
- 3. RET & DEI Partnership**
- 4. DEI & Committee Chairs Collaboration**
- 5. TOCA Presentation**
 - a. Proposal for a TOCA for the Board?**

B. R&R Committee Updates

4:40 PM

Presenter: Connie Kravas

- 1. Draft Minutes**
- 2. 2023 R&R Workplan**
- 3. Updates on the Board Engagement Form**

Missing Forms:

- Jessie Harris
- Chris Jay
- Sharon Kioko
- Roshni Naidu
- Sharon Nyree Williams

4. RadioActive Presentation

5. Reach & Revenue Staff Department Update

C. Governance Committee Updates

4:45 PM

Presenter: Irwin Goverman

- 1. Draft Minutes**
- 2. 2023 GOV Workplan**

3. Project Timelines

4. 2023 COI Reminder

As of 2/8 these individuals have yet to start their COI:

- Enrique Cerna
- David Chan
- Jessie Harris
- Sharon Nyree Williams

As of 2/8 these individuals are in-progress of completing their COI.

- Wassef Haroun
- Chris Jay
- Roshni Naidu

D. Strategic Planning Committee Updates

4:50 PM

Presenter: Heidi de Laubenfels

- 1. Draft Minutes**
- 2. 2023 SPC Workplan**
- 3. Board Retreat**
- 4. NPR Network Update**

E. FIN/FISC Committee Updates

4:55 PM

Presenters: Sharon Kioko, Mark Ashida

- 1. Draft Minutes**
- 2. 2023 FIN/FISC Workplan**
- 3. Q4 2022 Bernstein Update**
- 4. Form 990 Update**

F. EXEC Committee Updates

5:00 PM

Presenter: Andy McGovern

- Asynchronous Doc Editing
- Board Engagement Events
- Attendance

- 1. 2023 Board Attendance Roster**

III. Station Business

5:20 PM

Presenter: Caryn Mathes

A. FY YTD Financials

- 1. Dashboard Report**
- 2. Tonnage Report**

B. FY24 SIF Progress Update

5:30 PM

Presenters: Caryn Mathes, Kerry Swanson

C. Racial Equity Team Update

5:35 PM

Presenter: Ian Warner

IV. Additional Topics

5:40 PM

V. Upcoming IN-PERSON Full Board Meeting: Thursday, Feb 23rd at 4:30pm at KUOW

Day Of Agenda:

4:00-4:20pm | Station Tour

4:20-4:30pm | Break

4:30-6:30pm | Board Meeting

6:30-7:30pm | Happy Hour @ the Station

VI. Public Comment

5:45 PM

VII. Executive Session

VIII. Adjournment

5:50 PM



APPROVED KUOW, EXEC Committee

February 9 Meeting Minutes

KUOW – Virtual & In-Person | Feb 9, 2023, at 4:30 PM PST

In-Person Location: UW Tower 4333 Brooklyn Ave NE, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, Randy Hodgins, Sharon Kioko, Connie Kravas, Heidi de Laubenfels, Andy McGovern

Members Absent: Christopher Jay, Claire O'Donnell, Ian Warner

Staff Present (Remote): Shawnteasha Crow, Caryn Mathes, Fieta Robinson, Kerry Swanson

Staff Present (In-Person): Ryleigh Brimhall

I. Welcome & Call to Order

- i. Mr. McGovern called the meeting to order at 4:31 PM.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest, and none were expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. McGovern went through the overview of the meeting.
- iv. Approval of the November 3, 2022, Executive Committee Meeting Minutes
 - i. **Motion:** Mr. McGovern called for a motion to approve the November 3, 2022, Executive Committee meeting minutes.
 - ii. Motion moved by Irwin Goverman and motion seconded by Heidi de Laubenfels. The motion was carried and the meeting minutes were approved.

II. Committee Updates

- i. DEI Committee Updates
 - i. Mx. Brimhall read the following summary of the DEI committee meeting:

"The DEI Committee met on Tuesday, January 26th, virtually. We heard a presentation from Scott Winn, KUOW DEI Consultant, on the TOCA (Transforming Organizational Culture Assessment). Included in the presentation were remarks on culture and conflict, hiring and promotion, and distribution of information and resources.

The Committee mentioned the potential of doing the TOCA (other similar assessment tools) for the board. Regarding Committee Business, we reviewed our workplan and discussed DEI Committee Member attending KUOW Racial Equity Team Meeting & committees for quarterly rotation. Mr. Warner would like to make a request for a discussion of Committee Leadership to use DEI Lens questions at the opening of all committee meetings (i.e., like COI). DEI Committee also wanted to schedule one to

two other Committee Chairs/Vice Chairs to attend a DEI Committee to discuss their committees' DEI strategies."

ii. Governance Committee Updates

- i. Mr. Goverman highlighted on the current Committee Workplan with Sub-Workplans. He assembled additional members for the recruitment task force and discussing the initial steps for 2023 recruitment. The Governance Committee also assigned mentors to the new board members. With the 2023 Board Retreat, the planning was spearheaded by SPC & Governance Chairs and Vice Chairs. There was a discussion of the review of the Bylaws, especially regarding to Leave of Absence and Vice or Assistant Treasurer.

iii. R&R Committee Updates

- i. Ms. Kravas presented the Reach & Resource Committee. The Reach and Resource Committee met on Tuesday, January 31st, virtually. We heard an informational presentation from Lila Lakehart, the Program Manager of RadioActive. Included in the presentation was RadioActive's history and reach with the youth and that their 20th Anniversary will be coming up in 2024. The last presentation we heard was a joint presentation from Philanthropy, Membership, Marketing, Community Engagement, and Business Support on the end of the year. Additionally, Mr. Brown further analyzed the success and strategy that led to a successful fundraising end of the year. Regarding Committee Business, we reviewed our workplan and discussed the Board Engagement Form. There were five members left to fill out their 2023 engagement plan form.

iv. Strategic Planning Committee Updates

- i. Ms. de Laubenfels praised the productive discussion with KUOW Staff and SPC on the NPR Network Update. SPC also discussed the upcoming retreat. Karen Hirsch, from Ostara, was able to attend the committee meeting with help solidify the theme of engagement with members.

v. FIN/FISC Committee Updates

- i. Dr. Kioko provided a brief overview from the recent joint FISC/FIN Meeting. She mentioned the hiring search for a new Director of Finance and an update on the Form 990 progress. The Form 990 current timeline was to have it due to the Finance committee for review in February. She also highlighted Ms. Mathes' overview of the monthly KUOW financials. There were 204 days of operating days in reserve, and the YTD had KUOW ending the FY23 in the black.
- ii. Mr. Ashida highlighted the Q4 Bernstein Investment report. ESG had not performed as well as traditional stocks and bonds due to the increase value of energy investments. Overall, KUOW investments had not done as well as in past years, but that was typical for most investments in 2022. Mr. Ashida also discussed Investment Manager Review and potentially utilizing UW's resources and research in comparing KUOW's current investment manager to others.

vi. EXEC Committee Updates

- i. Mr. McGovern pushed Exec Committee Update to a later Executive Session for private discussion on member engagement.

III. Station Business

- i. Ms. Mathes highlighted the success of staff hiring with an under 6% vacancy rate. She had finalized on a hiring firm for support on searching for the open C-Suite Positions of Chief Marketing Officer and Chief Content Officer. Ms. Mathes also presented the YTD financials and December 2022 cash flow. New Donor Acquisition was up 9% year over year, Business Support was 97% to their December with Local Business, and Philanthropy performed 578K over goal for December.
- ii. Mr. Swanson presented on the recent KUOW Leadership Team Retreat. The Leadership Team was currently working on updating SIF Goals/KPIs for the FY24 & FY25 Budget.
- iii. Mrs. Crow provided a brief update on the KUOW Racial Equity Team, which was focused on the TOCA and the comparison between 2020 and 2022.

IV. Public Comment

- i. Mr. McGovern asked if there were members of the public in-person or virtually on Zoom in attendance that wanted to provide a comment. There were no guests in attendance, and no public comment was made.

V. Executive Session

- i. Mr. McGovern adjourned the Open Session of the meeting at 5:28 PM. Then, Mr. McGovern called for an Executive Session to discuss private personnel information.

VI. Adjournment

- i. Mr. McGovern adjourned the Executive Session at 5:57 pm.



KUOW, EXEC Committee April 13 Meeting RSVP REQUIRED

KUOW

Apr 13, 2023 at 4:30 PM PDT to Apr 13, 2023 at 6:00 PM PDT

Agenda

I. Welcome & Call to Order

4:30 PM

Presenter: Andy McGovern

A. 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?*

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

D. Invitation for Additional Topics

E. Approval of the Executive Committee Meeting Minutes

II. Committee Updates

4:33 PM

Committee Summary for Review

10 minutes for reading

10 minutes for discussion

A. Governance

1. DRAFT March 2nd Governance Committee Meeting Minutes

2. DRAFT March 28th Governance Committee Meeting Minutes

B. Strategic Planning

1. DRAFT March 6th SPC Meeting Minutes

C. Diversity, Equity and Inclusion

1. DRAFT March 23rd DEI Committee Meeting Minutes

2. High level Overview of TOCA & Key Takeaways

Presenter: scott winn

4:53 PM

D. Reach & Resource

1. DRAFT March 30th R&R Committee Meeting Minutes

2. Digital Product Presentation

3. Audience Next Preview Presentation

4. Revenue Department Summaries

E. FIN/FISC

1. DRAFT April 4th FIN Committee Meeting Minutes

F. Exec Committee Updates

III. Retreat Update

5:03 PM

Presenter: Heidi de Laubenfels

IV. Users, Usage and Money Discussion

5:13 PM

Presenter: Andy McGovern

10 minutes for reading

15 minutes for discussion

V. Station Business

A. FY24 Budget Recap

5:38 PM

Presenters: Caryn Mathes, Kerry Swanson

B. FY23 YTD Financials

C. Racial Equity Team Update

Presenter: Fieta Robinson

VI. Additional Topics

5:48 PM

VII. Upcoming Meetings

Board Meeting (*in-person*)

- Thursday, April 27th at 4:30pm
- Happy Hour at Earl's on the Ave!

VIII. Public Comment

5:53 PM

IX. Executive Session

X. Adjournment

5:58 PM

Presenter: Andy McGovern



APPROVED KUOW, EXEC Committee

April 13 Meeting Minutes

KUOW – Virtual & In-Person | Apr 13, 2023 at 4:30 PM PDT

In-Person Location: UW Tower 4333 Brooklyn Ave NE, Seattle WA, 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Irwin Goverman, Randy Hodgins, Christopher Jay, Heidi de Laubenfels, Andy McGovern, Claire O'Donnell, Ian Warner

Members Absent: Mark Ashida, Sharon Kioko,

Staff Present (Remote): Caryn Mathes, Kerry Swanson, Fieta Robinson

Staff Present (In-Person): Shawnteasha Crow

Guests (Remote): Scott Winn

I. Welcome & Call to Order

- i. Mr. McGovern called the meeting to order at 4:32pm. Mr. McGovern asked the Committee to reflect on the Board Engagement Through an Equity Perspective prompts before moving on with the agenda.
- ii. Invitation to Disclose Possible Conflicts of Interest
 - i. Mr. McGovern asked the Committee to disclose any possible conflicts of interest and none were expressed.
- iii. Overview of Meeting Purpose
 - i. Mr. McGovern gave an overview of the meeting's purpose which included, a presentation from KUOW consultant Scott Winn, Committee Summaries, the Board Retreat, a discussion centered around the infographic outlining KUOW's Users, Usage, and Money, and the FY24 Budget recap.
- iv. Invitation for Additional Topics
 - i. Mr. McGovern asked the Committee if there were any additional topics to add to the agenda and none were expressed.
 - ii. Mr. McGovern did change the order of topics discussed and invited Mr. Winn to present key takeaways from the Transforming Organizational Culture Assessment before the Committee Updates portion of the meeting.
- v. Approval of the Executive Committee Meeting Minutes
 - i. **Motion:** Mr. McGovern called for a motion to approve the February 9, 2023, Executive Committee meeting minutes.
 - ii. Motion moved by Heidi de Laubenfels and motion seconded by Irwin Goverman. The motion was carried and the meeting minutes were approved.
- vi. High Level Overview of TOCA & Key Takeaways

- i. Mr. McGovern welcomed Mr. Winn to present to the Committee findings and insights regarding the annual Transforming Organizational Culture Assessment (TOCA). Mr. Winn shared that the TOCA is a tool with the goal of understanding internal organizational workplace culture by promoting racial equity and examining and addressing white dominate culture. A few key takeaways from the TOCA included that positive progress has been made since the first TOCA in 2020, giving and receiving feedback is a continued priority for staff, and Senior Leadership decision-making process is a growth area as outlined by staff.
- ii. During the Q&A portion of the Mr. Winn's presentation it was raised by Ms. de Laubenfels if the TOCA or a form of the TOCA would be an applicable survey for the Board to take and engage with. Mr. Warner agreed that the TOCA could be a potential survey for the Board.

II. Committee Updates

- i. Similar to the pre-read process used at the February Board meeting, Committee Chairs submitted a summary of their committee meeting including topics for conversation at the Executive level, key takeaways, and action items. Mr. McGovern asked for the Committee to silently read the Committee Summary packet for 10 minutes and to draft questions, comments, or thoughts for the Committee to discuss as a whole.
- ii. Points of Conversation by Committee included:
 - i. **Governance:** Board Recruitment & Board Nominations
 - ii. **Strategic Planning:** Strategic Impact Framework and the Station's 'Big Bets'
 - iii. **Reach and Resource:** Board Engagement and Upcoming Events
 - iv. **Finance & Finance Investment Sub-Committee:** Budget Preview
 - v. **Diversity, Equity and Inclusion:** Rescheduling the DEI Training

III. Retreat Update

- i. Mr. McGovern invited Ms. de Laubenfels to share with the Committee an update on the progress made regarding the May 6th Board Retreat. Ms. de Laubenfels shared a draft of the Retreat agenda and information about the facilitators of the day. The Retreat will be facilitated by Karen Hirsch of Ostara for the half the day and then Alex Tibbets of YouTube and Christy Johnson of Artemis Connection, Inc focusing on scenario planning.

IV. Users, Usage and Money Discussion

- i. Mr. McGovern shared with the Committee a visual diagram of *Users, Usage and Money* to represent potential framework to understand key initiatives of the station. Mr. Swanson will take this draft shared with the Committee further improve upon it and will present it at the full Board meeting on April 27th. Mr. McGovern had the Committee review the diagram and draft questions and comments for discussion. Points of conversation included the specificity of the diagram and the need for further distinguished categories to thoroughly represent various audience types and the potential drafting of a micro vs macro version of the diagram.

V. Station Business

- i. FY24 Budget Recap

- i. Mr. McGovern welcomed Ms. Mathes to present to the Committee a brief recap of the FY24 Budget discussion from the April 4th Finance Committee Meeting. The Finance Committee highlighted the potential difficult pivot from live listening to digital on demand and the potential impact on revenue and the need to prioritize investing in factors that promote users, usage and money. Each revenue department lead spoke to the forecast of FY24 and the first Budget Hearing will be with the Finance and Strategic Planning Committees on May 25th. Mr. Swanson shared with the Committee a spreadsheet of the current modeling forecast of the FY24 after conversations with each internal department.

- ii. Racial Equity Team Update

- i. Ms. Robinson did not give a full update on the Racial Equity Team, however she did share with the Committee a document from the caucus groups for the Committee to review.

VI. Additional Topics

- i. Ms. de Laubenfels asked the Committee about the timeline regarding the CEO Assessment. Mr. Gorman shared that a meeting was set to start the planning and implementation of the CEO Assessment.

VII. Public Comment

- i. There were no members of the public virtually on Zoom or at the UW Tower.

VIII. Adjournment

- i. Mr. McGovern adjourned the Executive Committee at 6:03pm.



KUOW, Joint FIN/EXEC Committee June 8 Meeting RSVP REQUIRED

KUOW

Jun 8, 2023 at 3:30 PM PDT to Jun 8, 2023 at 5:00 PM PDT

Agenda

I. Welcome & Call to Order

3:30 PM

Presenter: Andy McGovern

A. 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?*

B. Invitation to Disclose Possible Conflicts of Interest

C. Overview of Meeting Purpose

D. Invitation for Additional Topics

E. Approval of Committee Meeting Minutes

II. Committee Business

3:33 PM

(In order of meetings)

A. Reach & Resource

- 1. DRAFT May 2nd Meeting Minutes**
- 2. R&R Department Summaries**
- 3. Listener Feedback with Community Engagement**

B. Finance Investment Sub Committee

- 1. DRAFT May 4th Meeting Minutes**
- 2. Bernstein Quarterly Investment Report Q1**

C. Diversity, Equity and Inclusion

- 1. DRAFT May 11th Meeting Minutes**

D. Strategic Planning Committee

- 1. DRAFT May 25th Meeting Minutes**

E. Finance Committee

- 1. DRAFT May 25th Meeting Minutes**

F. Governance Committee

- 1. DRAFT May 30th Meeting Minutes**
- 2. Recruitment Candidates of Interest**
- 3. Alternative Recruitment Strategies**

III. Station Business

A. FY24 Budget Review and Q&A

Presenter: Caryn Mathes

3:53 PM

B. YTD Financials

C. Dashboard Report

D. Tonnage Report

IV. Additional Topics

V. Items for the Board Meeting Agenda

VI. Upcoming Meetings

Full Board Meeting

- June 22

VII. Public Comment

4:53 PM

VIII. Adjournment

4:58 PM

IX. Executive Session

Presenter: Irwin Goverman

CEO Assessment Brief Recap



APPROVED KUOW, Joint FIN/EXEC Committee June 8 Meeting Minutes

KUOW – Virtual & In-Person | Jun 8, 2023 at 3:30 PM PDT

In-Person Location: UW Tower Boardroom 4333 Brooklyn Ave NE, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Goverman, Randy Hodgins, Sharon Kioko, Heidi de Laubenfels, Andy McGovern, Claire O'Donnell

Members Absent:

Staff Present (In-Person): Ryleigh Brimhall, Shawnteasha Crow

Staff Present (Remote): Jessica Dial, Caryn Mathes, Fieta Robinson, Kerry Swanson

Absent: Jessie Harris, Christopher Jay, Jamie Robinson, Ian Warner

Guest: Rami Al Kabra, David Chan, Michaela Gianotti Boyle, Zaki Hamid, Wassef Haroun, Courtney Miller, Raina Wagner, Brendan Sweeney, Sharon Nyree Williams

I. Welcome & Call to Order

- I. Mr. McGovern called the meeting to order at 3:33pm
- II. Invitation to Disclose Possible Conflicts of Interest
 1. Mr. McGovern asked the Committee to disclose any conflicts of interest, and none were expressed.
- III. Overview of Meeting Purpose
 1. Mr. McGovern gave an overview of the meeting, the primary focus for the meeting outside of the typical flow of Committee business was the presentation of the FY24 Budget.
- IV. Invitation for Additional Topics
 1. Mr. McGovern asked the Committee for any additional topics, and none were expressed.
- V. Approval of Committee Meeting Minutes
 1. Mr. McGovern asked for a motion to approve the April Exec Committee meeting minutes.
 2. **Motion** moved by Heidi de Laubenfels and motion seconded by Irwin Goverman. With no objections, the April Exec Committee meeting minutes were approved.

II. Committee Business

- I. Similar to the pre-read process used in the April Executive Committee meeting. Committee Chairs submitted summaries outlining their meetings from the month of May including key takeaways and topics for discussion at the Executive Committee meeting. Mr. McGovern had the Committee read the summaries for 15 minutes and to draft questions for each Committee.
- II. Points of Conversation by Committee included (*see appendix for full summaries*)
 1. **Reach & Resource:** Listener Feedback with Community Engagement

2. **Finance Investment Sub Committee:** Bernstein Quarterly Investment Report Q1
3. **Diversity, Equity and Inclusion:** Hosting the Reach and Resource Chair and Vice Chair
4. **Strategic Planning Committee:** Budget Hearing #1 with Finance
5. **Finance Committee:** Budget Hearing #1 with Strategic Planning
6. **Governance Committee:** Board Recruitment (shortlist)

III. Station Business

I. FY24 Budget Review and Q&A

1. Mr. McGovern invited the Committee to read the Budget presentation's Executive Summary provide by Ms. Mathes for 15 minutes and then welcomed Ms. Mathes and Ms. Cosgrove to present the FY24 Budget as well as strategic digital initiatives for FY24-FY27. Ms. Mathes presented a budget requesting \$2.9M draw on reserves to fund the strategic initiatives necessary for the continued expansion of KUOW. Ms. Cosgrove presented on projections that would coincide with the approval of the budget in regards to audience and membership growth.

IV. Additional Topics

- I. There were no additional topics added to the meeting agenda.

V. Public Comment

- I. There was no public comment made during the meeting

VI. Adjournment

- I. The public portion of the meeting was adjourned at 5:48pm.

VII. Executive Session

- I. The Committee went into Executive Session to discuss Caryn's CEO Assessment. The Executive Session adjourned at 5:59pm.



June Exec Meeting Committee Summaries

PURPOSE & GUIDELINES

The purpose of this document is to create more time in Board meetings for discussion. Historically, we've used Board meetings to recap committee meetings, however this doesn't lend itself to having deeper conversations. Ideally, this summary of committee reports will give a thorough overview of committee meetings and create space for fruitful discussion.

REACH AND RESOURCE

MAY 2, 2023 MEETING

Brief Summary

We reviewed written department summaries for each of the teams, where we discussed some softness in membership contributions and business support. We had two deep dives into social media (including how the board can support KUOW via social) and listener feedback (including how KUOW solicits and actions listener feedback, and challenges associated in doing so). We also discussed board engagement updates: three board members recorded testimonials for KUOW, and two other Board members sent thank-you cards to members who donated during the pledge drive, so thank you to those board members. There are five board members who have yet to make a financial contribution this fiscal year (although this could be due to lack of alignment with board service year).

Key Takeaways / Priorities

- Social media is less effective for fundraising due to lack of tracking, so we encourage board members to follow KUOW's handles, and post content that is interesting to their network with a personalized message
- We encourage board members to make a financial contribution – every board member is expected to contribute an amount that is meaningful to them during the board year.

Action(s)

- Topics to move to full board for discussion?**
- Committee Request(s)**

FINANCE INVESTMENT SUBCOMMITTEE

MAY 4, 2023 MEETING

Brief Summary:

FISC was in joint meetings with the full Finance Committee reviewing the budget proposal.

Key Takeaways / Priorities:

Action(s):

- Move to full board for discussion?**
- Committee Request(s):**

DIVERSITY, EQUITY & INCLUSION

MAY 11, 2023 MEETING

Key Takeaways / Priorities

The DEI Committee hosted Claire and Connie from Reach and Resource to discuss their workplan and further integrating DEI within their Committee work. The Committee also heard an Racial Equity Team update from Fieta and their upcoming May Lunch and Learn series regarding giving and receiving feedback.

Action(s)

Topics to move to full board for discussion?

Committee Request(s):

STRATEGIC PLANNING

MAY 25, 2023 MEETING

Key Takeaways / Priorities:

This was a joint meeting with the Finance Committee to review the FY2024 budget proposal. Staff walked through the “users, usage and revenue” model, “north star” metrics and other relevant strategic framing for budget decisions. The board is being asked to approve a \$2.9 million on reserves to make needed investments.

Action(s):

Topics to move to full board for discussion?

Committee Request(s): Asking SPC members to attend the June 8 Executive Committee meeting for another opportunity to dive deeply into budget details and ask questions.

FINANCE & AUDIT

MAY 25, 2023 MEETING

Brief Summary:

This was a joint meeting with the SPC Committee to review the FY2024 budget proposal. Staff walked through the “users, usage and revenue” model, “north star” metrics and other relevant strategic framing for budget decisions. The board is being asked to approve a \$2.9 million on reserves to make needed investments.

Key Takeaways / Priorities:

Action(s):

Move to full board for discussion?

Committee Request(s):

GOVERNANCE

MAY 30, 2023 MEETING

Key Takeaways / Priorities

Board recruitment is in full swing and we have 10-12 active candidates for interviews.

We have made progress on new alternative recruitment approaches that should enable us to attract candidates with different backgrounds and from different communities. Will continue to work toward next year’s recruiting. There is significant work being done on bylaws and procedure review, focused on officer roles and LOA’s, absences, etc.

Action(s)

Topics to move to full board for discussion?

Committee Request(s): We are looking for people to participate in the Zoom-based interviews of Board candidates using templates and forms and questions, aiming for uniformity and fairness in the process