



APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS NOVEMBER 2, 2018 MEETING 4:00 P.M. – 6:30 P.M.

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 98105.

PRESENT: Haeryung Shin, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Shauna Causey, Wier Harman, Vivian Phillips, Andy McGovern, Nicholas Patrick, Hanson Hosein, Randy Hodgins, Paul Butler, Caitlin Duffy, Christopher Jay, David Roberts, Filiz Efe McKinney, Heidi De Laubenfels, David Landau

GUESTS: Demetria Elmore, Aaron Rocke, Irwin Gorman, Ian Warner, Sharon Kioko

ALSO ATTENDING (STAFF): Dana Faust, Jill Jackson, Elizabeth Hovance, Jennifer Strachan, Stewart Meyer, Janice McKenna, Arvid Hokanson, Karyn Andriesen, and Fieta Robinson (EA/Board Liaison), Maurice Rankin, Angela King.

ABSENT: Caryn Mathes (President & CEO), Virginia Anderson (Governance Co-Chair)

I. MEETING CALLED TO ORDER

Chair Haeryung Shin welcomed the members and guests. Ms. Shin called the meeting to order at 4:04 pm. She invited attending members, staff and guests to introduce themselves. Ms. Shin asked directors disclosed any conflicts of interest. No director gave any conflicts. Ms. Shin referenced the materials in the Board meeting packet provided to members on October 26, 2018. Meeting packet included the consent agenda – September 13, 2018 BOD Meeting Minutes, Approval of the KUOW PSPR BOD Bylaws, and approval of D/O Limit of Liability Coverage.

II. BOARD BUSINESS

Approval of Consent Agenda

Ms. Shin called for a motion to pass the consent agenda. A motion was duly made and seconded; with no objections, the Board approved the consent agenda as presented. Ms. Shin welcomed the new Directors to the PSPR Board.

Election and Re-election of Community Board Members

In accordance to Article III, Section 7 of the Bylaws amended as of November 2, 2018, the following individuals are hereby elected to the serve as Community Directors of the PSPR Board for a three-year term ending in 2021.

- Demetria Elmore
- Irwin Gorman
- Aaron Rocke
- Ian Warner

In accordance to Article III, Section 7 of the Bylaws amended as of November 2, 2018, the following individuals are hereby elected to the serve as University Director of the PSPR Board for a three-year term ending in 2021.

- Dr. Sharon Kioko

In accordance to Article III, Section 7 of the Bylaws amended as of November 2, 2018, the following individuals are hereby re-elected to the serve as Community Directors of the PSPR Board for another three-year term ending in 2021.

- Mark Ashida
- Shauna Causey

In accordance to Article III, Section 9 of the Bylaws amended as of November 2, 2018, the following individuals are hereby re-elected to the serve the remaining two (2) years of a 3-year term as Community Directors of the PSPR Board ending in 2020.

- David Landau



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Election of 2019 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 November 2, 2018, the PSPR Board of Directors approved the appointment the following Directors to serve as Board Officers and Committee Chairs for a one-year term expiring in 2019 at the annual meeting or until his or her successor is elected and qualified:

Executive Committee

1. **Mark Ashida, Chair**
2. Andy McGovern, Vice Chair and Secretary
3. Jon Schorr, Treasurer/Finance Co-Chair
4. Chris Jay, FISC Chair
5. Virginia Anderson, Governance Co-Chair
6. Colleen Echohawk, Governance Co-Chair
7. Heidi de Laubenfels, Development Chair
8. Nicholas Patrick, SPC Co-Chair
9. Shauna Causey, SPC Co-Chair
10. Randy Hodgins, UW Licensee Director
11. Caryn Mathes, President and GM
12. Haeryung Shin, Immediate Past Chair

Ms. Shin then, in a symbolic gesture of a transition from one Chair to another, she passed the gavel to Mr. Ashida, recognizing him as the new 2019 Chair for the KUOW PSPR Board of Directors. He then called forth a motion to appoint the PSPR 2019 Committees and Appointed Committee Members.

PSPR 2019 Committees and Appointed Committee Members

The following individuals are hereby appointed to the serve as voting Members of the PSPR Board Committee(s) for a one-year term ending in November 2018 or until her/his successor is elected and qualified:

Finance & Audit Committee

1. Jon Schorr, Chair
2. Chris Jay
3. Randy Hodgins
4. Demetria Elmore
5. Irwin Gorman

Governance Committee

1. Virginia Anderson, Co-Chair
2. Colleen Echohawk, Co-Chair
3. Wier Harman
4. David Landau
5. Aaron Rocke
6. Dr. Sharon Kioko
7. Haeryung Shin

Strategic Planning Committee (SPC)

1. Nicholas Patrick, Co-Chair
2. Shauna Causey, Co-Chair
3. Hanson Hosein
4. Andy McGovern
5. Indranil Ghosh
6. Wier Harman
7. Caitlin Duffy
8. Heidi de Laubenfels

Development Committee

1. Heidi de Laubenfels, Chair
2. Vivian Phillips

Finance/ Investment Subcommittee (FISC)

1. Chris Jay, Chair
2. Jon Schorr



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| 3. Filiz Efe McKinney | 3. Haeryung Shin |
| 4. Paul Butler | 4. Steve Hill |
| 5. David Roberts | |
| 6. Ian Warner | |

III. COMMITTEE REPORTS

Mr. Jay reported on KUOW's Q3 Investment Report, and Mr. Schorr presented the Audited Financial Statement that was presented in the October FIN/FISC Meeting. Mr. Ashida called for a motion on a resolution to raise \$1.2 million from long-term investments for a 12-month cash reserve. It was motioned by Colleen Echohawk and seconded by David Landau, and was approved by the Board of Directors.

IV. RECOGNITION OF RETIRING DIRECTORS

Ms. Strachan, Mr. Ashida and fellow Directors, expressed their appreciation for the retiring board directors Haeryung Shin, Susan Sigl, and Elizabeth Scallon, acknowledging their years of service, commitment and contributions to KUOW and the PSPR Board.

V. STATION BUSINESS

In Ms. Mathes absence, Ms. Strachan gave an update on the state of the station. KUOW Senior Team presented year-to-date updates on projects and new initiatives. Directors received highlights on key local stories and updates on AM/PM Drive Times, fiscal year 2018 annual audience digital consumption; overview of the marketing brand awareness campaign and year-to-date revenue progress against Development and Business Support goals. Ms. Jemma Hovance gave a presentation of the 2018 Annual Audience Trends. This presentation broke down audience data such as: cumulative people using KUOW via: broadcast, streaming directly through KUOW.org, if they listened to one of our podcasts, or streaming via the KUOW app. It broke down audience demographics: gender, location, etc, as well as KUOW's social media reach.

VI. OTHER BUSINESS

Mr. Ashida invited directors and the public to bring forth other business before the board. There was none.

VII. ADJOURNMENT

There being no further business, Mr. Ashida adjourned the PSPR Board meeting at 7:00 PM. *The next meeting of the Board will take place on February 28, 2019*

Respectfully submitted,
Andy McGovern, Secretary
Fieta Robinson, Board Liaison
Justis Phillips, Deputy Board Liaison