



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, JANUARY 14, 2020
3:00 PM – 4:30 PM

KUOW, 3rd Floor Large Conference Room (Meeting Room Change)

Dial-In: 1 408 638-0968 or 1 646 876-9923

Meeting ID: 347 220 8105

Zoom Meeting: <https://washington.zoom.us/j/3472208105>

MEETING PURPOSE

The board of directors shall establish a Governance Committee whose principal responsibilities shall include the nomination of board and committee members, the operational effectiveness of the board and maintenance of the Corporation’s governance framework.” (Article IV, Section 2, KUOW PSPR Bylaws)

OBJECTIVES

1. Provide feedback from Orientation
2. Discuss 2020 Work Plan
3. Set Timeline for Board Retreat

MEETING AGENDA

3:00 – 3:05 PM	<ol style="list-style-type: none"> 1. Call to Order and Welcome 2. Invitation to Disclose Possible Conflicts of Interests 3. Overview of Meeting Purpose 4. Invitation for Additional Topics 5. Approval of OCTOBER 10, 2019 Meeting Minutes Exhibit 1 	Sharon/Virginia
(ACTION)		
3:05 – 3:20 PM	6. Board Orientation Feedback	Sharon/Virginia Members
3:20 – 3:40 PM	7. Governance Committee 2020 Work Plan Exhibit 2	Sharon/Virginia Members
3:40 – 4:05 PM	8. Committee Taskforce Updates - COI Exhibit 3 - Board Norms Exhibit 3a	Sharon/Virginia
4:05 – 4:20 PM	9. Board Retreat - Purpose - Timeline	Sharon/Virginia
4 :20 -4:25 PM	10. Next Steps - Action Items & Assignments	Sharon/Virginia

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.



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4:25 -4:30 PM **11. Next Meeting Topics/Suggestions** Sharon/Virginia

4:30 PM **12. Adjournment**

Next Scheduled Governance Committee Meeting: Tuesday, March 10, 2020



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.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE January 14, 2020 MEETING 3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the KUOW Office, 3rd Floor Marconi Conference Room on January 14, 2020 at 3:00 PM.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), Colleen Echohawk, David Landau, Paul Butler, Erika Nesholm and Aaron Rocke

ABSENT: None

ALSO ATTENDING (STAFF): Fieta Robinson (Manager, Admin & Board Liaison) and Michele Patience Staal

GUESTS: None

I. **Meeting Called to Order**

Sharon Kioko called the meeting to order at 3:05 PM.

II. **Conflict of Interests**

There were no conflict of interest expressed.

III. **Approval of Minutes**

Dr. Kioko called for the approval of the minutes of October 10, 2019, Executive Committee Meeting. A motion was duly made by Ms. Anderson and seconded by Mr. Landau. The Committee approved the minutes as presented. The minutes from the August 7, 2019 were tabled to next meeting.

IV. **KUOW PSPR Board of Directors Board Orientation**

Orientation Feedback

Members discussed the new member board orientation held in December. Updates were made to the orientation material and shared with all Directors. The consensus was that the orientation went well. Members will encourage those directors who could not attend to review the zoom recording. Members also discussed detaching the new director photo opportunity from the program to allow more time for conversation.

V. **Governance Committee Work Plan**

2020 GOV Work Plan

The committee reviewed and discussed the timeline, work load and commitments for 2020. The document will be updated and routed to members for review before providing a draft to the Executive Committee.

Annual D&O Insurance

Members discussed the timing for reviewing and recommending the D&O insurance. They agreed to shift D&O Insurance review to the month of October prior to its auto-renewal in January.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE January 14, 2020 MEETING 3:00 PM – 4:30 PM

Conflict of Interest Policy

The Conflict of Interest Policy acknowledgment is sent annually every January. After a brief discussion on the timing, members decided to keep the schedule as is. The 2020 acknowledgement and signage of the Conflict of Interest Policy was electronically sent to board directors who did not attend the Board orientation meeting.

Board Recruitment & Terms FY2021- FY2022

The Committee discussed the board recruitment process and timeline for 2021 and 2022. The prospects list will be updated for possible vacancies and one open seat based on expertise, the number of available seats determined the re-election of directors whose second term expires this year and board size.

VI. Board Retreat

The board retreat will be held on May 16, 2020. The Committee established a taskforce to assist in developing a purpose, theme and to secure guest speakers. Members assigned to the task forces are Dr. Kioko, Mr. Butler, Ms. Echohawk and Mr. Landau. Management will provide the FY20 board retreat budget for the members to discuss. Members agreed to review the retreat goals, speakers and program at the next committee meeting in March. There was a brief discussion on surveying the board for possible retreat topics. The Committee agreed to meet with the Board Chair and GM for guidance on industry and relevant topics.

Racial Equity Training

There was a brief discussion on racial equity training for the board. Members agreed to recommend to the Executive Committee that the board receives racial equity training. A motion was duly made by Ms. Anderson and seconded by Mr. Landau. The Committee approved the recommendation.

VII. Board Survey

The Committee discussed the possible methods for surveying standing committees on the board. Mr. Butler will provide sample questions for the survey at the next meeting. Members decided to recommend to the Executive Committee to conduct an anonymous mid-year check-in survey for the Board. A motion was duly made by Mr. Landau and seconded by Dr. Kioko. With no objections, the motion was approved.

VIII. Committee Taskforce Updates

Conflict of Interests

Mr. Landau gave a brief status update developing a new conflict of interest policy and guidelines for 2020. The Committee will be provided a draft to review at the next meeting.

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Board Norms

Ms. Anderson gave a brief recount of the origin for establishing a board norms document. The committee will finalize the draft at their next meeting to move forward for full board review and discussion.

IX. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:45 pm.

Respectfully Submitted by
Virginia Anderson & Sharon Kioko, Co-Chairs &
Fieta Robinson, Board Liaison