



KUOW, PSPR Board: November 17, 2022 Meeting

KUOW

Nov 17, 2022, at 4:30 PM PST to Nov 17, 2022, at 8:30 PM PST
Seattle Asian Art Museum & Zoom

Agenda

Doors Open at 4:00 PM

I. Welcome & Meeting Overview

4:30 PM

Presenter: Christopher Jay

A. Meeting Housekeeping

B. Announcement of Quorum

Presenters: Ryleigh Brimhall, Shawnteasha Crow

II. Welcoming New Members

4:32 PM

Presenter: Christopher Jay

III. Land Acknowledgment

4:34 PM

Presenter: Christopher Jay

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

The University of Washington and KUOW 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.

IV. Conflict of Interest

4:35 PM

Presenter: Christopher Jay

V. Consent Agenda

4:36 PM

Presenter: Christopher Jay

A. Approval of Board of Director Meeting Minutes

1. June Board of Directors Draft Meeting Minutes

2. 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. Re-election of Members

3. Appointment of Committee Directors

C. Resolution Regarding Acceptance of the Audit

VI. Passing of the Gavel

4:38 PM

Presenter: Caryn Mathes

A. Christopher Jay to Andy McGovern

VII. Committee Reports

4:40 PM

Presenter: Andy McGovern

A. Governance

Presenter: Irwin Goverman

1. Draft Meeting Minutes

2. Committee Update

B. DEI

Presenter: Ian Warner

1. Draft Meeting Minutes

2. Committee Update

C. R&R

Presenter: Claire O'Donnell

1. Draft Meeting Minutes

2. Committee Update

D. SPC

Presenter: Andy McGovern

1. Draft Meeting Minutes

2. Committee Update

E. FIN/FISC

Presenters: Liam Lavery, Mark Ashida

1. Draft Meeting Minutes

2. Committee Update

F. EXEC

Presenter: Christopher Jay

1. Draft Meeting Minutes

2. Committee Update

VIII. Recognition of Retiring & Resigning Board Directors

5:10 PM

A. Jon Schorr

Presenter: Mark Ashida

B. Virginia Anderson

Presenter: Heidi de Laubenfels

C. Liam Lavery

Presenter: Sharon Kioko

D. Lisa Nitze

Presenter: Caryn Mathes

IX. BREAK

5:20 PM

X. FY22 State of the Station Report

5:30 PM

Presenter: Caryn Mathes

XI. KUOW Racial Equity Team Update

5:40 PM

Presenter: Fieta Robinson

XII. NPR Network Update & Discussion

5:50 PM

Presenter: Kerry Swanson

Guests: Brendan Sweeney, Michaela Gianotti-Boyle, Jemma Hovance

XIII. Digital Strategy Presentation

6:30 PM

Guests: Rami Al-Kabra, Lainie Cosgrove, Jemma Hovance

XIV. KUOW & TikTok Presentation

6:45 PM

Guest: Teo Popescu

XV. Public Comment **6:55 PM**

XVI. Closing Remarks **7:02 PM**

XVII. Adjourn Open Session

XVIII. Executive Session **7:07 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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

XIX. Adjourn Executive Session

XX. Post Meeting Reception **7:15 PM**



APPROVED KUOW, PSPR Board: November 17, 2022 Meeting Minutes

Location: Zoom & In-Person | Nov 17, 2022, at 4:30 PM

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

Attendance

Members Present (In-Person): Mark Ashida, Irwin Goverman, Wassef Haroun, Randy Hodgins, Christopher Jay, Sharon Kioko, Heidi de Laubenfels, Liam Lavery, Andy McGovern, Claire O'Donnell, Ian Warner

Members Present (Remote): Virginia Anderson, Carmen Cano, Connie Kravas, Jon Schorr, Raina Wagner, Sharon Nyree Williams

Members Absent: Michelle Merriweather, Jessie Harris, David Iyall, David Landau, Filiz Efe McKinney, Roshni Naidu

Staff Present (In-Person): Rami, Al-Kabra, Ryleigh Brimhall, Shawnteasha Crow, Arvid Hokanson, Caryn Mathes, Janice McKenna, Kerry Swanson

Staff Present (Remote): Lainie Cosgrove, Michaela Gianotti-Boyle, Jemma Hovance, Teo Popescu, Brendan Sweeney

Guest Present (Remote): Matt Albertson, Whitney Henry-Lester, Gina Kilbridge, Sunnie Malik, John Ryan, Lucy Soucek.

I. Welcome & Meeting Overview

- i. Mr. Jay called the meeting to order at 4:36 pm.
- ii. Meeting Housekeeping
 - i. Mx. Brimhall went over the meeting housekeeping remarks around virtual and in-person engagement.
- iii. Announcement of Quorum
 - i. Mx. Brimhall announced that the meeting had reached quorum.
- iv. Welcoming New Members
 - i. Mr. Jay welcomed and acknowledged the new board members in the room and in Zoom.
- v. Land Acknowledgment
 - i. Mr. Jay read the land acknowledgment.
- vi. Invitation to Disclose Possible Conflict of Interest
 - i. Mr. Jay asked the Committee to disclose any conflicts of interest, and none were expressed.

II. Approval of Consent Agenda

- i. **Motion:** Mr. Jay called for a motion for the Approval of the Consent Agenda. The motion was moved by Virginia Anderson and motion seconded by Mark Ashida. Without objection, the consent agenda was approved.

- ii. The following was included in the Consent Agenda:
 - i. June Board of Directors Draft Meeting Minutes
 - ii. September Board of Directors Draft Meeting Minutes
 - iii. Approval of 2023 Board Officer Nominations
 - iv. Approval of 2023 Directors' Re-Election
 - v. Approval of 2023 Committee Re-Elections
 - vi. Resolution Regarding Acceptance of the Audit

- iii. Ms. Anderson asked the Chair to announce the New Board Officers for the record.
 - i. The incoming KUOW/PSPR Board Officers are:
 - a. Andy McGovern, Chair
 - b. Irwin Goverman, Vice Chair
 - c. Heidi de Laubenfels, Secretary
 - d. Sharon Kioko, Treasurer
 - e. Chris Jay, Immediate Past Chair

III. **Passing of the Gavel**

- i. Ms. Mathes expressed gratitude and words of appreciation for Chris Jay's service as Board Chair. Mr. Jay handed the gavel to his successor Andy McGovern. Mr. McGovern then led the rest of the meeting as the newly appointed Chair.

IV. **Committee Reports:** Each committee Chair shared brief highlights of their committee's accomplishments for the year.

- i. **Governance** - Mr. Goverman gave an overview of the Governance committee highlights, including completion of the Board Recruitment Cycle, planning Orientation, and proposing the Committee Slate.
- ii. **DEI** – Mr. Warner shared that in the first year of the DEI Committee, the committee completed their Purpose and Philosophy Statement, continued in connecting DEI to board work, and amplified DEI work within KUOW. Lastly, Mr. Warner introduced the new Vice Chair, Sharon Nyree Williams, to the Committee.
- iii. **R&R** – Mrs. O'Donnell highlighted Connie Kravas joining the R&R Committee as the new Vice Chair as well as a more finalized version of the Board Engagement Form. The Board Engagement Form includes many options for members to support the Station, including social media engagement and philanthropic opportunities.
- iv. **SPC** – Mr. McGovern's highlights of the year for the SPC committee included working on the May Retreat, advising on the Strategic Impact Framework (SIF), and hosting a series of KUOW Staff Topic Deep Dives.

- v. **FIN/FISC** – Mr. Lavery’s overview of the Finance committee included welcoming Sharon Kioko as the new chair, Jamie Robinson and David Chan as new members, and acceptance of the Audit. Mr. Ashida shared that the Finance Investment Sub Committee welcomed David Chan as Vice Chair and that the Committee worked alongside Bernstein to get the ESG investments up to 60% and will continue to motor the performance of the portfolio and its alignment with KUOW’s goals and values.
- vi. **EXEC** – Mr. Jay concluded Committee Reports by highlighting the support provided to Ms. Mathes, working with Mr. Swanson, and supporting in the C-Suite search.

V. Recognition of Retiring & Resigning Board Directors

- i. Mr. Ashida gave recognition and words of appreciation to Jon Schorr for his years of service.
- ii. Ms. de Laubenfels gave recognition and words of appreciation to Virginia Anderson for her years of service.
- iii. Ms. Kioko gave recognition and words of appreciation to Liam Lavery for his years of service.
- iv. Ms. Mathes gave recognition and words of appreciation to Lisa Nitze for her years of service and support of the SIF development.

VI. FY22 State of the Station Report

- i. Ms. Mathes presented the State of the Station Report, including the status of the station during Covid, recovering and reconnecting with the staff, new staff hiring, and focusing on the future of staff engagement. In addition to that, Ms. Mathes shared the usage of the Transformational Organization Culture Assessment (TOCA), TinyPulse, and the Racial Equity Team (RET) to engage, support, and acknowledge the staff. Ms. Mathes concluded her report by going over the October financials packet and taking questions from the Committee with the support of Ms. McKenna.

VII. KUOW Racial Equity Team Update

- i. Ms. Robinson and Ms. Peacock presented the RET goals and Northstar and how it connects to the SIF. Additionally, they shared out the Racial Equity, Diversity, and Inclusion (REDI) plan and wins of the year. Lastly, Ms. Robinson and Ms. Peacock previewed what is to come in 2023 from RET: DEI Training series, Lunch & Learns, and concluded their presentation with questions from the Committee.

VIII. NPR Network Update & Discussion

- i. Mr. Swanson, Ms. Horvance, Mrs. Gianotti Boyle, and Mr. Sweeney co-presented on the NPR Network and the implementation and future state of KUOW alongside the NPR Network. Ms. Horvance presented the NPR+ Bundle and the new rates. Mrs. Gianotti Boyle presented on the NPR Promo Exchange the data gained in the new promo testing.

Mr. Sweeney presented on building sustainable audiences and the challenges of audience discovery, and how the NPR Network will positively impact KUOW. The group concluded their presentation with questions from the Committee.

IX. Digital Strategy Presentation

- i. Mr. Al Kabra presented on the Digital Product Framework and its focus on the user experience. The Digital Product team is focused on executing their observations from 2022 into 2023, and key action items for the Digital Product team include overhauling the donor experience, testing, learning, and implementing feedback, and the user experience on mobile devices. The group concluded their presentation with questions from the Committee.

X. KUOW & TikTok Presentation

- i. Ms. Popescu presented on the launching of TikTok and the growth of the following on that platform. Ms. Popescu's presentation concluded with sharing KUOW's most popular TikTok, performance on the app, and questions from the Committee.

XI. Public Comment

- i. Mr. McGovern asked if there was a public comment, and it was confirmed that there were no public commentators in attendance in person. Mr. McGovern asked if there was any public comment from guests in attendance virtually via Zoom, and there was. John Ryan (KUOW staff) provided public comment around the SAG-AFTRA and the negotiations with UW and KUOW and encouraged the board to engage with the Content team. Mr. McGovern thanked Mr. Ryan for attending and providing public comment.

XII. Closing Remarks & Adjournment

- i. Mr. McGovern thanked the Committee and staff for their participation and contributions to the Annual Meeting. With there being no further business, Mr. McGovern adjourned the public portion of the meeting at 7:12 pm.

XIII. Executive Session

- i. Mr. McGovern called for an Executive Session to discuss proprietary station business.

XIV. Adjourn Executive Session

- i. Mr. McGovern adjourned the Executive Session of the meeting at 7:31 pm.