



Puget Sound Public Radio  
 EXECUTIVE Committee Meeting  
 Thursday, September 10, 2020  
 4:30 PM – 6:00 PM

Please register in advance for this meeting using link below:

<https://washington.zoom.us/meeting/register/tJEsc-GtrD8vGNHaLlOZ-WzN283iEO8Kikst>

After registering, you will receive a confirmation email containing information about joining the meeting.

### Meeting Objectives

- Land on recommended board composition and roles for 2021
- Approve the board’s new Conflict of Interest policy
- Review 9/24 plan for board norms mini-retreat
- Get current on committee work, including status of KUOW’s strategy formation

### Specific Questions We Will Address

- What is the optimal approach to board development – both members and leaders?
- What are ideal outcomes of the board’s 9/24 mini-retreat?
- How do we envision the board’s ongoing engagement in strategic planning?
- What is the best way for the board to connect with KUOW’s racial equity work?

## AGENDA

4:30 -4:35 PM	<ol style="list-style-type: none"> <li>1. <b>Welcome, Check-In and Call to Order</b></li> <li>2. <b>Meeting Objectives</b></li> <li>3. <b>Invitation to Disclose Possible Conflicts of Interests</b></li> <li>4. <b>Invitation for Additional Topics</b></li> </ol>		Heidi de Laubenfels
ACTION	5. <b>Approval of the June 11, 2020 – Joint Meeting Minutes w/Finance &amp; Audit Committee</b>	Exhibit 1	
4:35 - 5:25 PM	6. <b>Committee Updates</b>		
(5 min)	<b>A. Development Committee Update (4:35– 4:40)</b> ➤ Emeritus Board Update ➤ FY20 Actuals & FY21 Goals ➤ Board Engagement Opportunities	Exhibit 2	Filiz Efe McKinney
(7 min)	<b>B. Finance, Investment Subcommittee (FISC) Update (4:40 – 4:47)</b> ➤ Q2 2020 Quarterly Investment Review ➤ Socially Responsible Investment ESG Memo	Exhibit 3a Exhibit 3b Exhibit 3c	Chris Jay Jon Schorr
(13 min)	<b>C. Strategic Planning Committee Update (4:47– 5:00)</b> ➤ Update on Strategic Reframing Sessions and North Star Development – SROI ➤ Next Steps	Exhibit 4a-b Exhibit 4c-d	Irwin Goverman & Shauna Casey Caryn Mathes
(35 min)	<b>D. Governance Committee Update (5:00-5:35)</b> ➤ Board Committee Leadership Survey Results ➤ Board Recruitment and Recommendations	Exhibit 5a-b Exhibit 5c Exhibit 5d Exhibit 5e Exhibit 5f-g Exhibit 5h Exhibit 5i	Virginia Anderson Sharon Kioko
ACTION	➤ Board Composition ➤ 2021 Community Director Nomination ➤ 2021 Board Officer Nomination ➤ 2021 Board Committee Assignments ➤ Board Governance Documents		Sharon Kioko

*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.*



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- Conflict of Interest Policy
  - Conflict of Questionnaire
  - Board Member Duties Acknowledgement
  - Board Retreat (Sept 24, 2020, 2 pm – 4 pm)
    - Board Retreat Agenda & Purpose
  - Board Orientation (December 11, 2020 TBD)
    - In Meeting Poll for Orientation/DEI Training
- Exhibit 5j  
 Exhibit 5k  
 Exhibit 5l  
 Exhibit 5m  
 Virginia Anderson  
 Sharon Kioko

5:35- 5:50 PM	<b>7. Station Business</b>	Caryn Mathes
	<ul style="list-style-type: none"> <li>➤ FY 2020 Year-End &amp; YTD Financials</li> <li>• Cash Flow Navigation</li> <li>• FYE FAQ June 2020</li> <li>➤ Racial Equity Team Update</li> <li>• Furthering Racial Equity at KUOW, Staff Letter</li> <li>• RET YTD Update and Overview of Racial Equity/DEI Plan</li> <li>• KUOW PSPR Board DEI Statement</li> <li>➤ <u>Request for Time on Board Agenda:</u> <ul style="list-style-type: none"> <li>○ State of the Station (10 min)</li> <li>○ YTD KPI/Dashboard Report Q&amp;A (5 min)</li> </ul> </li> </ul>	Exhibit 6a  Exhibit 6b  Exhibit 6c-d Caryn Mathes Exhibit 6e Fieta Robinson Exhibit 6f

5:50-5:55 PM	<b>8. EXE Committee Business</b>	Heidi de Laubenfels
ACTION	<ul style="list-style-type: none"> <li>➤ September 24 Board Meeting Agenda</li> <li>➤ Other Business</li> </ul>	

5:55- 6:00 PM	<b>9. Executive Session</b>	Heidi de Laubenfels
<p><i>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.</i></p>		

6:00 PM	<b>10. Adjourn</b>	Heidi de Laubenfels
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**Next Board Committee Meetings**

- October**  
 Thursday, October 1 & 14: Strategic Planning Committee  
 Wednesday, October 7: Governance Committee  
 Wednesday, October 21: Development Committee  
 Tuesday, October 27: Finance & Audit Committee
- November**  
 Thursday, November 4: Executive Committee

**PSPR Full Board Meetings**

- September**  
 Thursday, September 24: Board Retreat, 2:00 – 4:00 PM  
 Thursday, September 24: Board of Directors, 4:30 – 6:30 PM
- November**  
 Thursday, November 19: FY21 Annual Board Meeting, 4:30 – 6:30 PM

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# APPROVED MEETING MINUTES

## KUOW Puget Sound Public Radio

### EXECUTIVE COMMITTEE

THURSDAY, SEPTEMBER 10, 2020

4:30 PM – 6:00 PM

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Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held virtually on September 10, 2020 via Zoom.

**PRESENT:** Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair & Secretary), Jon Schorr (Treasurer), Mark Ashida (IPC), Caryn Mathes (President), Irwin Goverman, Filiz Efe McKinney, Randy Hodgins, Christopher Jay, Virginia Anderson and Sharon Kioko

**ABSENT:** Shauna Causey

**ALSO ATTENDING:** Fieta Robinson and Ryleigh Brimhall

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**I. Meeting Called to Order & Announcements**

Chair Heidi de Laubenfels welcomed the Committee members. The meeting was called to order at 4:31 PM. There were no Conflicts of Interest. Ms. de Laubenfels welcomed additional topics to the agenda.

**II. Approval of Minutes**

Ms. de Laubenfels then called for the approval of the Minutes of June 11, 2020 Joint Finance & Executive Committee meeting. Virginia Anderson moved to approve, Jon Schorr seconded; the motion was carried, the Committee approved the minutes as presented.

**III. Committee Business**

*Development Committee*

Ms. McKinney shared the Development Committee’s feedback relating to Thank-a-thon and related new fundraising opportunities. Ms. McKinney expressed her intention to present at the Next Full Board Meeting; the idea of Development Committee connecting Directors to work more directly with Major Gifts.

Ms. McKinney also presented FY20 Actuals. Membership and Major Gifts ended the year strong. Business Support had a weak last quarter due to COVID but there is opportunity for growth in FY21.

*Finance & FISC Update*

Mr. Schorr announced that Finance committee approved Socially Responsible Investment portfolio presented and the Finance committee moved ahead with implementing the portfolio. Mr. Jay gave a brief update on the market being able to recoup a lot of their losses including KUOW. The Executive committee discussion how best to present the Finance/FISC Committee updates to donors.

*Strategic Planning Committee (SPC)*

Mr. Goverman distilled the two SPC Deep Dive facilitated by Ostara. SPC used the impact orientated North Star and updated the cross-reference pillars with the current FY21 KPIs. SPC brought the crosswalk document to next Full Board Meeting.

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*Governance Committee*

**Board Committee Leadership Survey Results**

Dr. Kioko presented the survey results. They were overall positive and expected results with four potential vacancies on the Board.

**Board Recruitment and Recommendations**

Dr. Kioko brought forward two prospective members and presented committee recommendations. She agreed to move the committee recommendations to the next Full Board Meeting.

*Motion to Nominate the Current Board Prospects and Director Positions*

A motion to approve to nominate the current Board Prospects and Director Positions that were presented. Virginia Anderson moved, and Irwin Goverman seconded. The motion was moved to approved at the Annual Board Meeting in November 2020.

*Motion to Nominate the Board Officers*

A motion to approve to nominate the Board Officers, including Extension of Immediate Past Chair Position, that were presented. Virginia Anderson moved, and Jon Schorr seconded. The motion was moved and all in favor to presented in November 2020 at the Annual Board Meeting.

**Board Governance Documents**

Dr. Kioko discussed the amended Conflict of Interest Document, Conflict of Interest Questionnaire, and KUOW Board Member Duties & Responsibilities.

*Motion to Approve of The Amended Conflict of Interest Policy, Questionnaire, KUOW Board Member Responsibility*

A motion to approve The Amended Conflict of Interest Policy, The Amended Conflict of Interest Questionnaire, and The Amended KUOW Board Member Responsibility document were presented. Virginia Anderson moved, and Irwin Goverman seconded. The motion was moved and all in favor to be presented at the Next Full Board Meeting including any minor language modifications or minor technical changes.

**Board Retreat**

Ms. Anderson discussed the Board Retreat. The Board Retreat will be two hour long to discuss Board Norms and Expectations.

**Board Orientation**

Dr. Kioko discussed the Board Orientation and would like to use some of the time for Racial Equity Training for the Full Board.

# APPROVED MEETING MINUTES

## KUOW Puget Sound Public Radio

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#### IV. Station Report

##### *YTD Financials & Cash Flow*

Ms. Mathes presented the YTD financials and cash flow. KUOW ended FY20 Strong with KUOW's net operating position was a positive of \$1.4M before depreciation and it anticipated to help KUOW stay in budget for FY21.

##### *Racial Equity Team Update*

##### **Furthering Racial Equity at KUOW, Staff Letter**

Ms. Mathes presented on the letter sent in on behalf of Staff on Racial Equity Work at KUOW.

##### **RET YTD Update and Overview of Racial Equity/DEI Plan**

Ms. Robinson, Racial Equity Team Chair, presented Racial Equity Team's Work Plan and YTD 2021 Racial Equity Team Goals.

#### V. Executive Session

There was no Executive Session called at this meeting.

#### VI. Adjournment

With no further business, Ms. de Laubenfels adjourned the meeting at 6:06 PM.

Respectfully Submitted by  
Heidi de Laubenfels, Chair  
Fieta Robinson, Board Liaison