

**KUOW Puget Sound Public Radio
BOARD OF DIRECTORS MEETING
September 15, 2016 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on September 15, 2016 at 4:00 PM.

PRESENT: Judy Endejan (Board Chair), Chris Higashi, Dennis Kenny, Haeryung Shin, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey and Caryn Mathes (President & CEO)

VIA PHONE: Nelson Dong, Vivian Philips, and Susan Queary

ABSENT: Steve Hill

ALSO ATTENDING (STAFF): Elizabeth Hovance, Dane Johnson, Janice McKenna, Karyn Andriesen, Matt Albertson, Rob Jacobs-Springer and Fieta Robinson (Executive Assistant & Board Liaison)

I. Meeting Called to Order

Chair Judy Endejan welcomed the members and guests. Ms. Endejan called the meeting to order at 4:04 pm. There was brief personal introduction by a member of the public attending the meeting. Ms. Endejan asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Endejan called for the approval of the minutes of the July 14, 2016 Board of Directors Meeting. With no objections and a minor change in attendance, a motion was duly made and seconded; the Board approved the minutes as presented.

III. Chair’s Report

Ms. Endejan gave a progress update on the Board assignment for each Director to socialize the KUOW Business Plan. The Board was reminded to share their feedback with their assigned Major Gift Officer. The deadline for socializing the business plan was moved to September 30, 2016.

IV. Committee Reports

Committee Chairs gave brief reports on Committee meetings which had been held since June 16th, 2016. Committee Minutes were provided to the Board.

V. FY17 Board of Directors, Officers and Committee Chairs

Mr. Kenny updated the Board on member recruitment process, and provided bios for the short list of candidates. The Board was informed that Wier Harmon and Bob Stokes will both need to be formally re-nominated and reelected for three year terms ending in 2019. Mr. Kenny presented a tentative slate of prospective community directors, officers and committee chairs.

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There was brief discussion about the composition of the board and its diversity. The board agreed to hold the next round of recruitment early in 2017 as they broaden efforts to diversify its makeup to reflect the communities it serves.

Mr. Kenny requested that the Directors review the proposed slate and get back to him with any questions or comments before the November 3, 2016 annual meeting.

VI. KUOW PSPR Bylaws Resolution

At the University of Washington's request, Article III, Section 2 of the PSPR Bylaws were revised to include two additional UW Representatives as Directors to the PSPR Board. The Resolution to Approve Amendment of the Bylaws of the Puget Sound Public Radio Board of Directors was brought forth. Nelson Dong moved to adopt the resolution to the bylaws, Dennis Kenny second; the Board unanimously approved the amended bylaws as presented.

Ms. Endejan requested that the amended bylaws be circulated to the full board.

VII. President's Report

Ms. Mathes gave an update on the open executive positions. She discussed the October pledge campaign and its structure, noting that we no longer use volunteers for the pledge drive due to PCI compliance regulations. Members of the community will have the opportunity to volunteer at the KUOW thank-a-thon. Ms. Mathes briefly spoke about the 65th Anniversary – A year of celebration. Management has most events identified for almost every month of 2017.

Ms. Mathes reported Management continues to work with our consultant on developing KPIs. The consultant is working with the KUOW Team on actualizing the major gifts and underwriting goals. She relayed the timeline for deliverables.

Ms. Mathes introduced Ms. Elizabeth Hovance, KUOW Director of Research, who provided a research and analysis on current audience media patterns.

Audience Report

Ms. Hovance presented KUOW Audience Analysis highlighting FY16 media consumption trends. Reports demonstrated digital assets and broadcast saw gains throughout the year. Management is in the process of refining current strategy to encourage return digital visitors, and creating a marketing plan to expose potential audience (s) to KUOW products.

Ms. Echohawk requested a consumption pattern and comparison with KUOW listening hours and Spotify users. Ms. Hovance will try to get to gather this information.

VIII. 94.5 FM Translator

**KUOW Puget Sound Public Radio
BOARD OF DIRECTORS MEETING
September 15, 2016 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Ms. Mathes provided the Board with a brief history and fact sheet for the KIMH 94.5FM (K233 BU) Translator. The Board discussed the pros and cons for acquiring the translator and its cost. Ms. Mathes requested Board approval to purchase the KIMH 94.5FM. The payment would not be made until the FCC approves and transfers the license to the University of Washington.

Mr. Dane Johnson, Director of Operations, discussed KUOW 94.9 FM coverage area and reasons behind the lack of coverage on the eastside and minor interferences with signal. He explained that acquiring the 94.5 FM translator would not help KUOW's signal reception challenges on the east side, but would preempt potential interference to our listeners in areas we currently serve. There was a brief discussion about alternate antenna locations.

With the correction of the inconsistent (written out) purchase price in Asset Purchase Agreement ("APA") and no objections, a motion was duly made and seconded; the Board unanimously approved the purchase of the KIMH 94.5 FM (k233 BU) Translator for \$70k. Management will request UW Board of Regents counter signature on the APA.

IX. Other Business

Ms. Endejan asked directors and any members of the public present whether there was other business to come before the board. There was none.

X. Adjournment

There being no further business, Ms. Endejan adjourned the PSPR Board meeting at 5:47 PM. *The next meeting of the Board will take place on November 3, 2016.*

Respectfully submitted,
Dennis Kenny, Secretary

ACTION ITEMS

Action Item 1: Management to invite board prospects to November 3, 2016 meeting, pending consensus.

Action Item 2: Management to circulate amended Bylaws to the Board.

Action Item 3: Ms. Hovance to try to get Spotify data comparison for Board.

Action Item 4: Management to correct the KIMH 94.5 FM Asset Purchase Agreement written purchase price to match the dollar amount.

Action Item 5: Management to get KIMH 94.5FM APA countersigned by UW Licensee Representative

**KUOW/PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING
November 3, 2016
4:00 PM – 5:30 PM**

APPROVED MINUTES

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 98195.

PRESENT: Judy Endejan (Board Chair), Chris Higashi, Dennis Kenny, Haeryung Shin, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Nelson Dong, Vivian Philips, and Susan Queary and Caryn Mathes (President & CEO)

GUESTS: Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

ALSO ATTENDING (STAFF): Elizabeth Hovance, Diane Walters, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson (Executive Assistant & Board Liaison)

I. Meeting Called to Order

Chair Judy Endejan welcomed the members and guests. Ms. Endejan called the meeting to order at 4pm. Ms. Endejan referenced the Board materials, distributed to all Board members on October 23, 2016, including Agenda, September 14, 2016 Draft Minutes, Committee reports and proposed resolutions Ms. Endejan asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Endejan called for the approval of the minutes of the September 14, 2016 Board of Directors Meeting. With no objections, a motion was duly made and seconded; the Board approved the minutes as presented.

III. Chair’s Report

Ms. Endejan discussed her tenure as Chair, which ends at this meeting. She noted the many positive changes that have occurred due to the significant work by Board and Management over the last year, particularly in regard to the 88.5 project and the Strategic Plan.

IV. Election and Reelection of Community Board Members

As recommended by the Governance Committee and in accordance to Article III, Section 7 of the Bylaws amended as of September 15, 2016, the PSPR Board of Directors voted on and elected the following individuals to the serve as Community Directors of the PSPR Board for a three-year term ending in 2019.

- Andrew McGovern
- Virginia Anderson
- Nicholas Patrick
- Randy Hodgins
- Hanson Hosein

The following Directors were re-elected to serve as Community Directors of the PSPR Board for another three-year term ending in 2019.

- Wier Harman

- Robert Stokes

V. Election of 2017 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 September 15, 2016, the PSPR Board of Directors voted on and elected the following officers and Committee Chairs for a one-year term expiring in 2017 or until his or her successor is elected and qualified:

Board Officers

- Haeryung Shin, Chair
- Indranil Ghosh, Vice Chair
- Jon Schorr, Treasurer
- Steve Hill, Secretary

Committee Chairs

- Jon Schorr, Finance and Audit Committee Chair
- Bob Stokes, Governance Committee Chair
- Indranil Ghosh, Development Committee Chair
- Mark Ashida, Strategic Planning Committee Chair

VI. PSPR 2017 Committees and its Members

The Governance Committee recommended the following Committees and Members:

Executive Committee

Haeryung Shin, Chair
 Steve Hill, Secretary
 Bob Stokes, Governance Chair
 Jon Schorr, Treasurer/Finance Chair
 Indranil Ghosh, Development Chair
 Mark Ashida, SPC Chair
 Judy Endejan, Immediate Past Chair
 Norm Arkans
 Caryn Mathes

Development Committee

Indranil Ghosh, Chair
 Maryfrances Lignana
 Vivian Phillips
 Colleen Echohawk
 Bob Stokes

Finance & Audit Committee

Jon Schorr, Chair
 Steve Hill
 Maryfrances Lignana
 Susan Queary
 Andy McGovern
 Randy Hodgins

Governance Committee

Bob Stokes, Chair
 Wier Harman
 Virginia Anderson
 Judy Endejan

Strategic Planning Committee

Mark Ashida, Chair
 Shauna Causey
 Indranil Ghosh
 Wier Harman
 Hanson Hosein
 Andy McGovern
 Nicholas Patrick

VII. Committee Reports

Committee Chairs gave brief reports on Committee meetings which had been held since September 28, 2016.

VIII. KUOW UW & PSPR Operating Agreement

The Executive Committee recommended that certain changes be made to the Third Amendment and Restated Operating Agreement (“OA”) governing the relationship between PSPR and the University of Washington. In addition to minor housekeeping changes, the Executive Committee recommended that Section 4.1 be revised to delete language that would terminate the OA in the event of termination of the KUOW facilities lease.

A motion to approve the proposed amendments was made and seconded, and the Board voted on and approved the amendments to the OA as reflected in Exhibit 9 in the pre-distributed Board materials.

IX. President’s Report

Ms. Mathes gave an update on the state of the station. She gave an overview of the past year events and station activities.

Ms. Mathes thanked the Board and Staff for their support and work.

X. Retiring Directors Recognition

Ms. Endejan recognized and thanked retiring Board Members Nelson Dong, Chris Higashi and Dennis Kenny and presented them with gift to thank them for their years of service.

XI. Other Business

Ms. Endejan asked directors and any members of the public present whether there was other business to come before the board. There was none.

XII. Passing of the Gavel

Ms. Endejan passed the gavel to Haeryung Shin, the incoming Board Chair.

XIII. Performance Metrics

Ms. Shin provided the Board with a brief history on the development of the performance metrics for KUOW and PSPR. The Strategic Planning Committee has been working with Management to develop a way to track performance against the annual and strategic plans. She circulated a draft to the Board for their review. A motion was made to approve the general approach and encourage the Strategic Planning Committee to further develop this tool by clarifying the “TBD” items and focusing the document on the critical items necessary for success of the organization. Motion was seconded and approved.

XIV. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:30 PM. *The next meeting of the Board will take place on January 12, 2017.*

Respectfully submitted,
Steve Hill, Secretary
Approved on 01/12/2017



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
January 12, 2017 MEETING
4:00 p.m. – 6:30 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on January 12, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Vivian Philips, Susan Queary, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

ALSO ATTENDING (STAFF): Arvid Hokanson, Elizabeth Hovance, Timie Dolan, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson

GUESTS: Kevin Patnik (The Hilt)

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the November 3, 2016 Board of Directors Meeting. With no objections, a motion was duly made and seconded; the Board approved the minutes as presented.

III. Brand Identity

Kevin Patnik and the Hilt Team presented the KUOW’s new Brand Identity and Logo. They discussed the work and team involved in developing a brand and logo that represents the company. KUOW brand position is “where the people of our region come together around sound stories – to listen and to be heard”.

IV. Newsroom Reorganization

Mr. Arvid Hokanson, KUOW Interim Program Director presented on the reorganization of the newsroom and its change from beats to an “Outside In” Enterprise reporting team approach. Mr. Hokanson discussed how Enterprise teams are deliberately designed to have a sharper focus - increase depth through team story production that engages the community and brings sound stories on multiple platforms.

V. President/GM Report

Caryn Mathes informed the Directors that we were outbid for the 94.5 FM KMIH Translator. The Mercer Island Booster Club sold their translator to Bonneville. It will be used to rebroadcast 770 AM “The Truth” Conservative Talk Radio. Bonneville will relocate the translator. KUOW will work on talking points if the adjacency of the frequency causes any confusions for listeners.

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VI. **Committee Reports**

Ms. Shin gave a report from the Executive Committee met on December 8, 2016. Directors received a draft copy of Committee Charters and Work plans to review.

VII. **Board Retreat**

Ms. Shin discussed scheduling a PSPR Board Retreat in the future. Directors briefly discussed the potential topics for the meeting.

VIII. **Adjournment**

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:00 PM. *The next meeting of the Board will take place on March 3, 2017 @ 4:00 PM.*

IX. **Executive Session**

The Board of Directors Meeting went into a closed session to discuss the individual performance report and metrics for the CEO and President of KUOW.

Respectfully Submitted on March 3, 2017 by
Steve Hill, Secretary
Fieta D. Robinson
KUOW PSPR Board Liaison

Approved on 03/03/2017



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
MARCH 3, 2017 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on March 3, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Vivian Philips, Susan Queary, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

ALSO ATTENDING (STAFF): Arvid Hokanson, Elizabeth Hovance, Timie Dolan, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4:11pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the January 12, 2017 Board of Directors Meeting. Ms. Endejan motioned and Mr. Ghosh seconded; with no objections, the Board approved the minutes as presented.

III. Station Update

Mr. Dane Johnson presented the KOUW’s proposed facility expansion. Mr. Johnson shared management’s vision and plan to build out the 2nd floor office space. There was a discussion on KUOW’s partnership with UW real estate, the estimate timeline to start expansion and contractors involved in designing the space.

President/GM’s Report

Ms. Mathes gave an industry update on the CPB funding - provided an overview of potential impact on future funding under the current administration, and outlined where CPB dollars are allocated across the system. She reported that CPB and NPR are working closely together and with local stations to develop messaging for possible defunding; and that local public media stations plan to meet with congressional representatives.

Ms. Mathes informed the Directors of the NPR 3-year pricing plan for participating stations and KUOW’s fee based on their new plan.

IV. Committee Reports

Executive Committee.

Ms. Shin, Executive Committee Chair requested the Board’s approval to authorize Ms. Mathes as an officer on the Wells Fargo account of PSPR/KUOW to sign or endorse checks, drafts or other evidences of indebtedness made payable to the Corporation for the purpose of deposit into the Corporation's

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accounts. Mr. Ghosh motioned and Mr. Causey seconded; with no objections, the Board resolution was unanimously adopted.

Governance Committee.

Mr. Stokes recommended that the Board Chair be elected as a voting member to all standing committees to be consistent with PSPR Board practice, and to change the bylaws to reflect this practice when it is revised. The Board Chair will not chair any of the standing committees besides the Executive Committee. Mr. Arkans motioned and Mr. Ashida seconded; with no objections the Board unanimously adopted the resolution to appointment the Board Chair, Ms. Haeryung Shin, as a voting member of the following committees for a one-year term from March 2017 – November 2017: Finance & Audit; Development; Governance; and Strategic Planning.

Mr. Stokes provided a copy of the revised Board Conflict of Interest Form (“COI”) for Board review and discussion. He recommended that the Board adopt the revised COI and route for Directors signature. Mr. Ashida motioned and Mr. Patrick seconded; with a minor change to strike the word “appearance” from paragraph 3 in section B.4, the Board unanimously adopted the Conflict of Interest form.

There was a discussion on Board attendance. Mr. Stokes proved an attendance record for Director’s to review. The Board will receive a revised draft of the governance structure and guidelines that outlines expectations on attendance.

Finance & Audit.

Mr. Schorr gave an overview of the annual investment report and recommendation from the investment manager. He recommend that the Board approve an adjustment the long-term funds to 50/50 as suggested by the Investment Manager; and adopt an addendum to the Investment Policy Statement (“IPS”) to amend the allocation in the asset class to allow for the adjustment in the investment portfolio. Mr. Hanson motioned and Mr. McGovern seconded; with no objections, the Board unanimously approved the amendment of the IPS and the adjustment to the long-term funds as presented.

Development.

Mr. Ghosh gave an update on the Board socialization of the strategic business plan. He discussed the challenges with a one-fit all scenario and the Committee efforts to identify new opportunities and alternative methods for Directors to share the SPB. He requested that Directors reach out to management with ideas and suggestions.

Mr. Ghosh requested the Boards consensus to decouple the Annual Board Meeting and Alumni event. There was a discussion about possible alumni events and dates. With no objections, the Board unanimously approved separating the annual meeting from the annual alumni event.

Strategic Planning.

Mr. Ashida gave an overview of the last Committee meeting and notified the Board of its request of management to contract with a hiring firm to assist with filling the open C-suite position under the President/GM. Directors were provided with an updated C-suite recruitment tracker. There was discussion about timeline and priority for filling the positions.



Secretary's Report.

Mr. Hill informed the Board about the tracking log for action items captured at Board and Committee meetings. A copy of the tracking list will be provided at future meetings.

V. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:54 PM. *The next meeting of the Board will take place on July 13, 2017 @ 4:00 PM.*

VI. Executive Session

The Board of Directors Meeting went into a closed session to discuss the individual performance report and metrics for the CEO and President of KUOW.

Respectfully Submitted on May 25, 2017 by
Steve Hill, Secretary
Fieta D. Robinson
KUOW PSPR Board Liaison

Approved on 05/25/2017



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
MAY 25, 2017 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on May 25, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Norm Arkans, Maryfrances Lignana, Bob Stokes, Shauna Causey, Vivian Philips, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

CONFERENCING IN: Susan Queary, Wier Harman and Colleen Echohawk

ALSO ATTENDING (STAFF): Elizabeth Hovance, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler, Katie Seward and Fieta Robinson

I. **Meeting Called to Order**

Chair Haeryung Shin welcomed the members and called the meeting to order at 4:06pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. **Approval of Minutes**

Ms. Shin called for the approval of the minutes of the March 03, 2017 Board of Directors Meeting. Mr. Ashida motioned and Mr. Ghosh seconded; with no objections, the Board approved the minutes as presented.

III. **Committee Reports**

Executive Committee

Mr. Hill gave an overview of the President/GM Performance Review process and timeline. A Survey will go out to selected staff members and to the full Board for their feedback.

The Board recognized retiring UW Licensee Director Norm Arkans for his board service, honoring him with a resolution that reads:

WHEREAS, Norman G. Arkans has served as a member of the Board of Directors (“Board”) of the Puget Sound Public Radio Board (“PSPR”) since 2004;

WHEREAS, Mr. Arkans will retire from the PSPR Board of Directors on June 30, 2017;

WHEREAS, Mr. Arkans has been an invaluable counselor to this Board of Directors and to the management and employees of KUOW (“station”), serving in various leadership capacities for the station, including representation as the Licensee Director for the University of Washington (“UW”) and as a member of the Executive Committee;

WHEREAS, during Mr. Arkans tenure, KUOW hired new General Manager, Developed 5-year Strategic Business Plan crucial to the sustainability of the station, Launched a digital/web base platform; Trademarked a new logo and rolled out the first Brand Identity mission oriented statement elevating

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KUOW's community presence, strengthening the importance of Sound stories and Sound Voices;

WHEREAS, the members of the PSPR Board of Directors wish to thank Mr. Arkans for his many contributions and service to the Board and to KUOW by presenting him with a crystal microphone;

NOW THEREFORE, BE IT RESOLVED, that the PSPR Board of Directors hereby expresses its gratitude to Mr. Arkans for his service on the Board, for his sound business advice and valued counsel and for all that he has contributed to the Board and to KUOW Public Radio;

FURTHER RESOLVED, that the PSPR Board of Directors wishes Mr. Arkans continued success in all his endeavors, and expresses our hope for his continued health, happiness and prosperity.

FURTHER RESOLVED, that a copy of this resolution be presented to Mr. Arkans as a token of our respect.

PRESENTED, ADOPTED, APPROVED and RECORDED this 25th day of May, 2017.

Governance Committee.

University of Washington Licensee Director

Mr. Stokes recommended that the Board move to recognize Randy Hodgins as the new appointed UW Licensee Director. Ms. Phillips motioned and Ms. Endejan seconded; with no objections, the Board acknowledges Randy Hodgins as the UW Licensee Director.

PSPR Board Member Duties

Mr. Stokes provided a copy of the revised Board Duties Acknowledgment Form for review and discussion. He recommended that the Board adopt the revised form and route for Directors signature. Mr. Hosein motioned and Mr. Ghosh seconded; the Board unanimously approved the Board Duties form as presented.

Board Recruitment

There was a discussion about board diversity and recruitment. Mr. Stokes gave an overview of the recruitment process and timeline. The board is striving to fill five upcoming vacancies in November 2017. Directors requested a copy of the board demographic matrix to assist in putting forth names for board candidacy.

PSPR Bylaws Update

Ms. Endejan informed directors that the Committee is in the process of revising the Bylaws to include the Finance/Audit and Governance Committees as standing committees on the Board. Redline version of the revised bylaws will be provided at the September meeting.

KUOW Facility

Directors were informed that the UW-PSPR Operating Agreement stipulates that PSPR must approve modifications in any lease for KUOW's operating space under Sections 3.2 and 3.3 in the agreement. Management has asked UW Real Estate to provide a copy of lease to the Board at least 2-3 weeks prior to a full board meeting for their approval.



KUOW Racial Equity Committee

Ms. Shin notified the Board that Virginia Anderson was asked by Management to represent the Board on the KUOW Racial Equity Committee. Ms. Anderson will report on activities, milestones that KUOW is making towards their racial and equity goals.

Finance & Audit.

Mr. Schorr recommended that the Board approve a resolution to appoint the Treasurer as an authorized officer to the Sanford. C. Bernstein Investment Accounts and to remove retired board officers listed on the account. Ms. Endejan motioned and Mr. Stokes seconded; with no objections, the Board approved the resolution as presented.

Development.

Mr. Ghosh thanked Directors for their participation in the Alumni Kickoff event held on May 24, 2017. The event was well attended and received positive feedback and reviews. He provided a copy of the Ambassador Opportunities schedule of events. Directors were asked to review the upcoming events and reach out to the Development Team with questions and comments. KUOW Spring Impact Bulletin were given to the Board as resource for socializing the business plan.

Strategic Planning.

Mr. Ashida gave an overview of the May 11th joint meeting with the Finance/Audit committee and strategic business plan review process. Directors received an update on the C-suite hiring and recruitment schedule.

IV. Station Update

Ms. Mathes presented YTD progress toward the FY17 goals and initiatives in strategic business plan. She also reviewed the proposed initiatives for fiscal year 2018. There was discussion about some of the challenges and future steps to ensure continued progression towards the 5-year goals. The Board acknowledged Management for their work and accomplishments.

V. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:35 PM. *The next meeting of the Board will take place on July 13, 2017 @ 4:00 PM.*

VI. Executive Session

The Board of Directors Meeting went into a closed session to discuss sensitive information regarding the Station, and the annual performance report process for the GM/ President of KUOW.

Respectfully Submitted on July 13, 2017 by
Steve Hill, Secretary
Fieta D. Robinson, KUOW PSPR Board Liaison

BOD Approved on 07.13.17



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
JULY 13, 2017 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on July 17, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Indranil Ghosh, Jon Schorr, Maryfrances Lignana, Robert Stokes, Shauna Causey, Vivian Phillips, Susan Queary, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

VIA CONFERENCE: Colleen Echohawk

ABSENT: Weir Harman, Mark Ashida and Steve Hill

ALSO ATTENDING (STAFF): Jennifer Strachan; Andrew Storms, Elizabeth Hovance, Timie Dolan, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4:04 pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the May 25, 2017 Board of Directors Meeting. Mr. Patrick motioned and Ms. Anderson seconded; with no objections, the Board approved the minutes as presented.

III. Committee Reports

Executive Committee.

The board discussed the GM Annual Performance review process. They agreed it went well and will continue to utilize the format and design in the future. Ms. Mathes recommended that additional members of the staff should be surveyed going forward.

Directors were asked to complete a questionnaire indicating their participation on the board for fiscal year 2018. Recommendations for committee membership and nominees for the board will be provided at the September 2017 board meeting.

Ms. Shin reported that Management recommended that Director Vivian Phillips represent KUOW on the UW Foundation Board and that Director Virginia Anderson be a member of the KUOW Racial Equity Committee. The Board unanimously approved their appointment. Guidelines and a process will be developed for when directors are requested to represent KUOW or Board on external committees/boards.

Governance Committee.

Mr. Stokes reminded Chairs to assign a proxy to facilitate committee meetings when absent or participating by phone. Directors spoke about the importance of attending meetings, especially committee meetings. Ms. Shin urged members to take advantage of the video and telephone

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conference to attend meetings. Management will establish a zoom video conferencing account for future meetings. A few directors suggested moving afternoon meetings to the end of the business day to avoid work-related conflicts. Committee chairs are responsible for setting their meeting dates and times; they will work with members to find a timeslot that works for the group.

Mr. Stokes discussed the board recruitment process and timeline. He spoke about the need for candidates with a strong background in finance, and bringing on new directors throughout the year if necessary – stern focus on quality and not quantity.

Finance & Audit.

Mr. Schorr spoke about the process and diligent efforts by Management, and Joint Committees to develop the fiscal year 2018 budget aligned with KUOW strategic business plan goals and 5-year forecast. He thanked everyone for their contributions.

The Finance & Audit Committee and the Executive Committee reviewed the FY2018 KUOW Proposed Budget; and recommend a distribution from the PSPR Endowment Fund equal to three percent (3%) of the PSPR Endowment Fund account balance as of December 31, 2016. Mr. Patrick motioned; Mr. Stokes seconded; with no objections, the PSPR Board of Directors unanimously approved the resolution which authorized and ratified a distribution from the PSPR Endowment Fund in the amount of three percent (3%) and directs that the distribution be used to support the programs, operations and activities of KUOW during the fiscal year beginning July 1, 2017 and ending June 30, 2018.

Development.

Directors were provided with the Alumni Activities Grid and calendar of events. Mr. Ghosh discussed the upcoming events and various opportunities for involvement.

Strategic Planning.

President/GM Caryn Mathes gave an overview of the initiatives for Fiscal Year 2018. She provided an example of the new format for the GM Performance Metrics Dashboard. The KPI captures the high-level goals and tracks progress toward objectives in each goal. The rollup will be presented at each board meeting.

IV. Station Update

Ms. Mathes gave a FY17 year-to-date update and presented the Fiscal Year 2018 Budget and Initiatives to the Committee. The Committee reviewed and discussed the proposed budget, cash flow, staffing timeline and goals. Ms. Shin recommended that the FY 2018 Operating and Capital Budget, and the FY2018 Initiatives be approved. Ms. Queary motioned and Mr. Ghosh seconded; with no objections, the Board approved the Fiscal Year 2018 Budget was approved as presented:

PSPR Board of Directors adopts the FY2018 KUOW Proposed Budget as the operating and capital budget of PSPR for the fiscal year beginning July 1, 2017 and ending June 30, 2018;



BUDGET vs FORECAST

	FY16 Actuals	FY17 Forecast	FY17 Budget	FY18 Budget	Fcst Variance B/(W)	FY16 Act vs FY17 Fst	FY17 Fcst vs FY18 Bud
Revenue							
Individuals	7,224,632	9,400,000	9,000,000	9,985,000	585,000	30%	6%
Underwriting	3,651,627	3,687,000	4,080,037	4,220,000	533,000	1%	14%
Gifts & Grants	958,073	1,244,153	2,278,765	1,836,080	591,927	30%	48%
Interest & Dividends	153,401	113,774	2,000	2,000	(111,774)	-26%	-98%
University of Washington	122,787	126,298	124,182	134,085	7,787	3%	6%
Endowment Proceeds	0	0	0	118,000	118,000	0%	0%
Other Income	26,228	28,831	24,000	30,000	1,169	10%	4%
Total Revenue	12,136,748	14,600,056	15,508,984	16,325,165	1,725,109	20%	12%
Expenses							
Salaries & Benefits	7,619,522	8,426,213	9,093,721	10,726,918	(2,300,705)	11%	27%
Professional Services	771,337	849,782	700,235	790,393	59,389	10%	-7%
Contract Services	4,448,410	4,869,560	4,900,158	5,174,339	(304,779)	9%	6%
Travel	77,604	154,086	133,728	165,473	(11,387)	99%	7%
Supplies	369,203	383,438	518,354	622,787	(239,349)	4%	62%
Other Expense	25,481	18,796	19,000	16,000	2,796	-26%	-15%
Total Expenses	13,311,557	14,701,875	15,365,196	17,495,911	(2,794,035)	10%	19%
Excess/Deficiency before Depreciation Depreciation and Amortization	(1,174,809)	(101,819)	143,788	(1,170,745)	(1,068,927)		
Depreciation Expense	218,305	263,478	288,516	363,452	(99,974)		
Amortization Expense	260,597	260,597	260,597	260,597	0		
Total Depreciation and Amortization	478,902	524,075	549,113	624,049	(99,974)		
Net from Operations	(1,653,711)	(625,894)	(405,325)	(1,794,794)	(968,953)		
Gain/(Loss)	(372,699)	351,195	0	0	0		
Total Gain/(Loss)	(372,699)	351,195	0	0	0		
Excess/Deficiency after Gain/(Loss)	(2,026,410)	(274,699)	(405,325)	(1,794,794)	(968,953)		

Ms. Mathes provided a copy of the long-term facility options and analysis provided UW Real Estate. Directors discussed the negotiation process and future space requirements. Management recommended to continue with the facility expansion. Bids and construction timeline will be provided to the Board at the September meeting.

V. Racial Equity Team Update

Directors were provided with the minutes and material from the KUOW Racial Equity Team. Ms. Anderson gave a brief report on its format, purpose and expectations. The Board will receive an update at each meeting.

VI. Board SharePoint Site

Mr. McGovern discussed the new PSPR Board site and access. Going forward all board and committee meeting packets and material will be posted to the SharePoint site. Management will send out a link to the site rather than attaching pdf documents. Mr. McGovern will provide tech support for the board.

VII. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:52 PM. *The next meeting of the Board will take place on September 14, 2017 @ 4:00 PM.*

Respectfully Submitted on September 14, 2017 by
 Steve Hill, Secretary
 Fieta D. Robinson
 KUOW PSPR Board Liaison