



**KUOW PUGET SOUND PUBLIC RADIO**  
**GOVERNANCE COMMITTEE MEETING**  
**TUESDAY, MARCH 10, 2020**  
**3:00 PM – 4:30 PM**

**KUOW, 2 Floor Large Conference Rooms**

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. Outline the format for the Board Retreat
2. Approved the 2020 Work Plan
3. Discuss the Board Committee Survey
4. Determine where to include the Racial Equity Training for the Board

**MEETING AGENDA**

3:00 – 3:05 PM	<ol style="list-style-type: none"> <li>1. <b>Call to Order and Welcome</b></li> <li>2. <b>Invitation to Disclose Possible Conflicts of Interests</b></li> <li>3. <b>Overview of Meeting Purpose</b></li> <li>4. <b>Invitation for Additional Topics</b></li> </ol>		Sharon/Virginia
<b>(ACTION)</b>	<ol style="list-style-type: none"> <li>5. <b>Approval of January 14, 2020 Meeting Minutes</b></li> </ol>	Exhibit 1	
3:05 – 3:35 PM	<ol style="list-style-type: none"> <li>6. <b>Board Retreat</b> <ul style="list-style-type: none"> <li>➤ Retreat Timeline, Theme and Topics               <ul style="list-style-type: none"> <li>- Board Norms</li> <li>- Strategic Framing Speaker</li> </ul> </li> <li>➤ Keynote Speaker – Tom Webster, Edison Research</li> <li>➤ Retreat Facilitator – Ostara Group</li> </ul> </li> </ol>	Exhibit 2 Exhibit 3 Exhibit 4	Sharon/Virginia Members
3:35 – 3:45 PM	<ol style="list-style-type: none"> <li>7. <b>Governance Committee 2020 Work Plan</b></li> </ol>	Exhibit 5	Sharon/Virginia Members
3:45 – 4:00 PM	<ol style="list-style-type: none"> <li>8. <b>Board Committee Survey</b></li> </ol>	Exhibit 6?	Sharon/Virginia Paul
4:00 – 4:20 PM	<ol style="list-style-type: none"> <li>9. <b>Committee /Taskforce Updates</b> <ul style="list-style-type: none"> <li>➤ Conflict of Interest</li> <li>➤ Racial Equity Training</li> </ul> </li> </ol>	Exhibit 7 Exhibit 8	David Landau Sharon

*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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4 :20 -4:25 PM	<b>10. Next Steps</b> - Action Items & Assignments	Sharon/Virginia
4:25 -4:30 PM	<b>11. Next Meeting Topics/Suggestions</b>	Sharon/Virginia
4:30 PM	<b>12. Adjournment</b>	

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**Next Scheduled Governance Committee Meeting Tuesday, April 14, 2020**

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## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE March 10, 2020 MEETING 3:00 PM – 4:30 PM

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Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on March 10, 2020 at 3:00 PM via Zoom conference.

**PRESENT:** Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), David Landau, Paul Butler, Erika Nesholm, Aaron Rocke, Caryn Mathes and Heidi de Laubenfels

**ABSENT:** Colleen Echohawk

**ALSO ATTENDING (STAFF):** Fieta Robinson, Ryleigh Brimhall and Michele Patience Staal

**GUESTS:** None

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I. **Meeting Called to Order**

Sharon Kioko called the meeting to order at 3:10 PM.

II. **Conflict of Interests**

There were no conflict of interests expressed.

III. **Approval of Minutes**

Dr. Kioko called for the approval of the minutes of January 14, 2020 Executive Committee Meeting. A motion was duly made by Ms. Anderson and seconded by Mr. Landau. With no objections, the minutes were approved as presented.

IV. **KUOW Board Retreat**

**Retreat Facilitation and Timeline**

The Committee discuss the logistics, themes, program, timeline and responsibilities of the facilitator for the May 2020 Board Retreat. Members decided that the retreat would be cover the strategic reframing topics, board norms and a distillation of the speaker series provided by Ostara. A draft program agenda will be presented at the next committee meeting.

V. **Board Committee Survey**

The Committee review the timeline for several board related surveys. Members were concerned about survey fatigue and lack of participation due to survey length. They agreed not to combine the Board Biennial Board Survey with the committee feedback survey. The committee feedback survey would include board leadership questions and be announced at the board retreat.

VI. **Board Training**

**Racial Equity Training**

Mr. Landau proposed that the Committee focus on board prospects and recruitment this year and elect new directors the following year, staggering the recruitment process. Members agreed to utilize the December 2020 New Director Orientation meeting to have a racial equity training for the board.

## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE March 10, 2020 MEETING 3:00 PM – 4:30 PM

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#### VII. Committee Taskforce Updates

##### Conflict of Interests

Mr. Landau gave a brief status update on restricting a new conflict of interest policy and guidelines for 2020. The Committee will be provided a draft to review at the April meeting. Members would like to present final draft at the Annual Board Meeting.

#### VIII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:32 pm.

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