MEETING AGENDA

4:30 – 4:35 PM  I.  Welcome and Call to Order

a. Invitation to Disclose Possible Conflicts of Interests
b. Invitation for Additional Agenda Topics
c. Approval of Agenda

ACTION d. Approval of November 3, 2019 Board of Directors
Annual Meeting Minutes

4:35 – 5:35 PM  II.  Committee Business & Minutes

a. Executive Committee

(4:35-4:55)
- February 13, 2020 Meeting Minutes
- GM Performance Evaluation Process & Timeline
- FY20 GM Goals Review
- Board Communication Task Force

b. Development Committee

(4:55-5:05)
- January 22, 2020 Meeting Minutes
- Development Playbook
- Board Ambassadors – Notes from the Field
- Top Three Priorities

c. FISC/Finance Committee

(5:05-5:15)
- January 28, 2020 Meeting Minutes
- Responsible Investing
- Form 990
- Top Three Priorities

d. Governance Committee

(5:15-5:25)
- January 14, 2020 Meeting Minutes
- Board Retreat and Theme
- Top Three Priorities

e. Strategic Planning Committee

(5:25-5:45)

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**MEETING AGENDA**

<table>
<thead>
<tr>
<th>5:45 – 6:10 PM</th>
<th>III. Station Business</th>
<th>Exhibit 7</th>
<th>Speaker</th>
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<tbody>
<tr>
<td>(5 min)</td>
<td>a. YTD KPI Dashboard Report</td>
<td>7a</td>
<td>Pg 127-133</td>
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<tr>
<td>(5 min)</td>
<td>b. Cash Flow Tracking &amp; Dec Financials</td>
<td>7b</td>
<td>Pg 134-139</td>
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<td>(5 min)</td>
<td>c. Digital Restructure</td>
<td>7c</td>
<td>Pg 140</td>
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<td>(10 min)</td>
<td>d. Seattle Now</td>
<td>7d</td>
<td>Pg 141-144</td>
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<th>6:10 – 6:15 PM</th>
<th>IV. Other Business/Public Comment</th>
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<tr>
<td>6:15 PM</td>
<td>V. Open Session Adjourn</td>
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<tr>
<td>6:15 – 6:30 PM</td>
<td>VI. Executive Session</td>
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<td>6:30 PM</td>
<td>VII. Executive Session Adjourn</td>
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**UPCOMING MEETINGS**

**March**
- March 10, 2020 Governance Committee Meeting
- March 18, 2020 Development Committee Meeting
- March 23, 2020 SPC - Strategic Framing Speaker Session (Paul Jacobs)

**April**
- April 7, 2020 Finance & Audit Committee (Deep Dive w Resource)
- April 14, 2020 Governance Committee Meeting
- April 23, 2020 Executive Committee
- April 30, 2020 Board of Directors Meeting

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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 4518 University Way NW Suite 310 at KUOW Puget Sound Public Radio on February 27, 2020 at 4:30 PM.

PRESENT: Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Vivian Phillips, Randy Hodgins, Caitlin Duffy, Mark Ashida, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Goverman, Ian Warner, Sharon Kioko, Caryn Mathes (President & CEO), Nicholas Patrick, David Roberts, Erika Nesholm, Indranil Ghosh, Liam Lavery, Wassef Haroun, Colleen Echohawk and Aaron Rocke

ABSENT: Demetria Elmore, Shauna Causey, Heidi de Laubenfels (Chair), Virginia Anderson, Lisa Nitze, Paul Butler and Robert W Palmatier

ALSO ATTENDING (STAFF): Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Melissa Laird, Matt Albertson and John Ryan

I. Meeting Called to Order
Vice Chair Andy McGovern welcomed the members and guests. Mr. McGovern called the meeting to order at 4:35 PM. Directors were invited to disclose any conflict of interest. There were none.

Approval of Minutes
Mr. McGovern called for a motion to approve the November 14, 2020 Board of Directors Annual Meeting minutes. Mr. Goverman moved, and Mr. Schorr seconded. With no objections, the Board approved the minutes as presented.

II. Committee Reports
Development Committee
Ms. McKinney gave a Development Committee update noting to review Development Playbook. Ms. Phillips presented strategies on how to reach out and engage potential donors. The goal of engaging with community is to increase revenue, expand audiences, and trust building.

FISC/Finance Committee
Mr. Schorr reviewed the Bernstein Report and discussed Socially Responsible Investing. Socially Responsible Investing is a purpose driven equity allocation allows a company to invest in corporations that demonstrate strong Environmental, Societal Impact and Governance (ESG) structures and practices. Mr. Schorr confirmed to file Form 990 before the end of the month. Mr. Schorr is also working the Investment Policy Statement with the focus on increase revenue despite decrease in pledge drive.
**Governance Committee**
Dr. Kioko gave an update on the program and speakers for the Board Retreat on May 16, 2020 at Seattle Art Museum. The committee will finalize the program by the next board meeting. Mr. Landau is leading the revision of the conflict of interest policy and board responsibilities. A draft will be presented for full board review and consideration.

**Strategic Planning Committee**
Mr. Goverman working on development of a new strategic approach for Strategic Business Plan 2022. Strategic Business Plan 2022 will need a complete redesign with examining and challenging goals. In partnership with Management, SPC will invite key leaders in specific industries to speak to the Board Leadership Team. These conversations are to help shape the reframing of the 2022 Strategic Business Plan.

**Executive Committee**
Mr. McGovern gave an update on the General Manager Evaluation Survey process and tool. Members decided to include the GM’s dashboard/KPIs goals to the survey. The evaluation will open on April 30th until May 15th. A Taskforce was created to research options for board engagement and communication in between meetings. Task Force will include Mr. Rocke, Mr. Warner, Mr. Goverman, and Ms. Elmore.

### III. Station Business
#### Cash Flow Tracking & Dec Financials
Ms. Mathes gave an update on the dashboard/KPIs and FY20 second quarter revenue and expenses. In total, gross revenue was up year-to-date December, by 3.3% over budget, $326.7K, and 13.4% over last year, $1,203.6K. Year to date (“YTD”) operating expenses are $747.9K under budget. In summary, Overall, YTD net from operations was better than budget by $747.9K due to increases in revenues and timing decreases in spending. In summary, overall year-to-date net from operations was better than budget due to increases in revenues and timing decrease in spending.

#### Digital Restructure
Ms. Mathes presented the findings from Point B’s suggested Digital Restructure. KUOW is currently on target with implementing this plan. She reported the management is actively recruiting for the Senior Director of Digital Product position.

#### Seattle Now
Ms. Strachan presented on new daily news podcast, Seattle Now. Seattle Now has a focus on local news in Seattle and surrounding new area. Patricia Murphy is the current host. Each episode will be less than 10 minutes and posted each weekday. Seattle will be available on majority of podcast streaming platforms.

### IV. Other Business/Public Comment
Public Comment presented by John Ryan, current Environmental Report and SAG-AFTRA union steward, related to a recent union staff member layoff from KUOW.

### V. Executive Session and Adjournment
Mr. McGovern adjourned the meeting at 6:10 PM and entered an executive session at 6:15 PM. The executive session ended at 6:25PM.
Executive Session Notice
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The next Board of Directors meeting will be taking place virtually on Thursday, April 30, 2020 at 4:30 PM via Zoom.

Respectfully Submitted,
Andy McGovern, Secretary
Fieta Robinson
KUOW PSPR Board Liaison