



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, OCTOBER 27, 2020
9:00 AM – 9:30 AM

VIRTUAL MEETING

Please register in advance.

<https://washington.zoom.us/meeting/register/tJ0oc-6hqDsrEtM9ChnpYGOvK05sDmoLJWGe>

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. Approval of D/O Insurance
2. Review Drafted Board Norms and Decide Next Steps

AGENDA

9:00 – 9:05 AM	<ol style="list-style-type: none"> 1. Call to Order and Welcome 2. Invitation to Disclose Possible Conflicts of Interests 3. Overview of Meeting Purpose 		Sharon/Virginia
(ACTION)	4. Approval of September 1, 2020 & October 7, 2020 Meeting Minutes	Exhibit 1 Exhibit 2	
(ACTION)	5. Approval of D/O Insurance		
(ACTION)	6. Approval of Governance Subcommittee Chair	Exhibit 3	
9:10 – 9:30 AM	<ol style="list-style-type: none"> 7. 9/24 Board Retreat Follow Up <ul style="list-style-type: none"> ➤ Board Retreat Summary ➤ Draft Norms 	Exhibit 4 Exhibit 5	Sharon and Virginia
9:30 AM	➤ Adjournment		Sharon/Virginia

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.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE October 27, 2020 MEETING 9:00 AM – 9:30 AM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on October 27, 2020 at 9:00 AM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), Aaron Rocke, Irwin Goverman, David Landau and Caryn Mathes

ABSENT: Paul Butler, Colleen Echohawk and Erika Nesholm

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Ms. Virginia Anderson called the meeting to order at 9:01 AM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Consent Agenda**

Ms. Anderson called for the approval of the minutes of September 1, 2020 & October 7, 2020, Governance Committee Meetings, and, Approval of D/O Insurance. A motion was duly made by Aaron Rocke and seconded by Irwin Goverman. With no objections, the minutes were approved with one amendment and the D/O insurance moved to the Executive Committee Meeting.

IV. **Approval of Governance Subcommittee Chair**

The Committee decided to postpone this decision. The Committee further discussed the structure of the Subcommittee and discussed the potential options for Subcommittee Chair.

V. **Board Norms**

The Committee discussed the Board Norms. The Committee made corrections and suggested potential additions

Ms. Anderson called for the approval of the Board Norms. A motion was duly made by Irwin Goverman and seconded by David Landau. With no objections, the Board Norms were approved to be moved to the Executive Committee Meeting.

VI. **Adjournment**

There being no further business, Ms. Virginia Anderson adjourned the meeting at 9:35 am.

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