



## KUOW, EXEC April 15th Meeting RSVP REQUIRED

KUOW

Tuesday, April 15, 2025 at 3:30 PM PDT to Tuesday, April 15, 2025 at 5:00 PM PDT

### Agenda

#### I. Welcome & Call to Order

3:30 PM

##### A. Board Engagement Through an Equity Perspective

*We encourage all Board members to consider these guiding questions as they engage in their work:*

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

##### B. Invitation to Disclose Possible Conflicts of Interest

##### C. Overview of Meeting Purpose

- Resolution Vote for Sharon Nyree Williams
- Committee Business
- Retreat Recap
- GM Search
- Station Business

##### D. Invitation for Additional Topics

##### E. Approval of Exec Committee Meeting Minutes

#### II. Committee Business

3:35 PM

##### A. Diversity, Equity, and Inclusion Committee

1. March 6th Draft Minutes
2. Exhibits

##### B. Governance Committee

1. March 13th Draft Minutes
2. Exhibits
3. Motion to approve new DEI Chair to the Board

##### C. Reach & Resource Committee

1. March 20th Draft Minutes
2. Exhibits

##### D. Finance & Audit Committee

1. April 10th Draft Minutes

## **2. Exhibits**

### **E. Executive Committee**

#### **1. UW Foundation Update**

#### **III. Post Board Retreat General Thoughts & Feedback**

**3:55 PM**

Presenter: Raina Wagner

Once the formal report is reviewed and discussed with the Retreat Planning Committee, it will be forwarded to Exec for review and discussion.

#### **IV. GM Update**

**4:05 PM**

Presenter: Ian Warner

#### **V. Station Business**

**4:15 PM**

##### **A. UUR Dashboard Update**

Presenter: Kerry Swanson

FY25 Dashboard

##### **B. Financial Summary**

##### **C. Racial Equity Team Update**

Presenter: Fieta Robinson

Thank you Sharon for attending our April meeting!

#### **VI. Additional Topics**

**4:35 PM**

#### **VII. Upcoming Meetings**

Board Meeting | April 24th

#### **VIII. Public Comment**

**4:40 PM**

#### **IX. Executive Session**

**4:45 PM**

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.

#### **X. Adjournment**



# APPROVED KUOW, EXEC April 15th Meeting Minutes

KUOW – In-Person & Virtual | Tuesday, April 15, 2025 3:30 PMPDT

In-Person Location | Rita Koontz Community Center

Virtual Location | Zoom

## Attendance

**Members Present:** Heidi de Laubenfels, Randy Hodgins, Caryn Mathes, Sarah Norris Hall, Sharon Nyree Williams, Claire O'Donnell, Raina Wagner, Ian Warner

**Members Absent:** Andy McGovern

**Staff Present:** Shawnteasha Crow, Fieta Robinson, Kerry Swanson

**Members of the Public:** n/a

- I. **Welcome & Call to Order** | Due to Mr. McGovern's absence, Vice Chair Raina Wagner presided over the meeting. Ms. Wagner called the meeting to order at 3:33pm.
  - A. **Board Engagement Through an Equity Perspective**
    1. Ms. Wagner asked the Committee to read and reflect on the prompts that center equity in the Committee's discussion.
  - B. **Invitation to Disclose Possible Conflicts of Interest**
    1. Ms. Wagner asked the Committee to disclose any possible conflicts of interest, and none were expressed.
  - C. **Overview of Meeting Purpose**
    1. Ms. Wagner gave an overview of the meeting's purpose, which included: a Resolution Vote, Committee Business, Retreat Recap, GM Search Update, and Station Business.
  - D. **Invitation for Additional Topics**
    1. Ms. Wagner asked the Committee for any additional meeting topics and none were expressed.
  - E. **Approval of Exec Committee Meeting Minutes** | The Committee had two sets of meeting minutes to approve; the February Executive Committee meeting minutes and the Special Executive Committee meeting minutes.
    1. February Executive Committee Minutes
      - a. Ms. Wagner asked the Committee for a motion to approve the February Executive Committee minutes.
      - b. **Motion** was moved by Claire O'Donnell and was seconded by Heidi de Laubenfels. With no objections, the meeting minutes were approved with one abstention from Sarah Norris Hall.
    2. Special Executive Committee Minutes
      - a. Ms. Wagner asked the Committee for a motion to approve the Special Executive Committee minutes.

- b. **Motion** was moved by Sarah Norris Hall and was seconded by Heidi de Laubenfels. With no objections, the meeting minutes were approved pending a grammatical correction with one abstention from Sharon Nyree Williams.

**II. Committee Business** | Ms. Wagner had the Committee read and discuss the Committee Summaries that were submitted by the Chairs. Summaries are below.

- A. **Diversity, Equity, and Inclusion Committee** | This committee summary was missing from the document, Ms. Williams gave a verbal summary to the Committee. Ms. Williams shared a potential Board transition from the Committee given scheduling conflicts. The Committee discussed their workplan as well as new activities the Committee could partake in. Finally, the Committee discussed the DEI survey launched by the previous DEI chair.
- B. **Governance Committee** | We went over our final work plan for the year, then focused on reviewing and solidifying this year's recruitment process and timeline, finalizing the online application form and affirming an official "launch" of open recruiting on April 15, 2025, with closing on June 6. We landed on priority areas of expertise as fundraising, finance and HR/organizational development. The committee also discussed the importance of geographic diversity and including "blue collar" and/or labor leaders. We also discussed a new draft policy on directors' political expression, reviewed the agenda for the upcoming retreat and checked in on board buddy engagement. We talked about the Board's various guidance documents, including team agreements, and the purpose of each. This informs where policy language on political expression should ideally reside.
  - 1. **Approval of New DEI Chair** | Ms. Wagner called for a motion appointing Sharon Nyree Williams as the new DEI Committee Chair.
  - 2. **Motion** was moved by Ian Warner and was seconded by Sarah Norris Hall. With no objections, the resolution was approved and moved to the Full Board.
- C. **Reach & Resource Committee** | We spent the majority of the meeting reviewing the deep dive that will be presented in the Board meeting. In addition to the deep dive, we also touched briefly on planned board engagement.
- D. **Finance & Audit Committee** | Reviewed quarterly investment portfolio report and discussed the need to wait on a further action to balance the portfolio with a shift to a higher ratio of ESG. Bernstein shared that the probability of a recession has increased and the market volatility is expected. KUOW staff shared financial performance and a forecast for the current fiscal year and the next. Reviewed a high-level sketch and associated planning data for a campaign. Actuals and budget build reflects challenging compensation cost drivers and the need for additional budget modifications. PSPR board should remain engaged and attend meetings during the next few months to provide counsel and support to the team. Form 990 is delayed but will be sprinted electronically. Budget presentations begin in earnest next month – directions should prioritize attendance

**III. Post Board Retreat General Thoughts & Feedback** | Ms. Wagner thanked the Committee for attending the March 29th Board Retreat. The Taskforce will be meeting with facilitator Karen Hirsch to review the

feedback and to debrief. Ms. Hirsch will be providing the Retreat Taskforce with an in-depth analysis in time for the April Board meeting.

- IV. GM Update |** Mr. Warner shared with the Committee the announcement of the new GM was made public. Mr. Warner discussed the next step in this process is to work on the GM transition plan and the role of the Board in that plan. Mr. Swanson will be the interim GM during the transition.
- V. Station Business |** Ms. Wagner welcomed Mr. Swanson to provide a station update to the Committee. Mr. Swanson started his presentation with an update on the state of funding from the Corporation of Public Broadcasting (CPB). Mr. Swanson expressed that if CPB funding was resended it would greatly impact KUOW; therefore, KUOW Leadership has prepared planning for funding disruptions. Mr. Swanson shared the projections for the end of FY25 as well as a potential draw from the reserves. Podcast downloads are currently very strong and KUOW Leadership is discussing potential new ways to advertise within podcasts. Mr. Swanson concluded his presentation by sharing with the Committee an upcoming NPR meeting that he and Ms. Mathes will attend regarding the loss of CPB funding.
  - A. Racial Equity Team Update (RET) |** Ms. Robinson presented to the Committee a proposal from the Community Accountability Committee outlining a new newsletter that would be distributed to staff. RET is also working on their visibility within the station. Lastly, RET is working on their recruitment and Ms. Robinson will be reaching out to managers for their support as well.
- VI. Public Comment |** Ms. Wagner asked if any members of the public were present for public comment. There were no members of the public and no public comment was made.
- VII. Adjournment |** Ms. Wagner adjourned the public portion of the meeting at 4:55pm and went into Executive session with Station leadership to discuss proprietary information.
- VIII. Executive Session |** Ms. Wagner adjourned the Executive Session at 5:15pm