



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
MONDAY, OCTOBER 7, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Register in advance for this meeting:

<https://washington.zoom.us/join/register/tJMude-oqj4iEtzAvl5EvjU6qczNe9C80pfC>

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
3. Determine if there will be exit interviews and a chair transition meeting
4. Review Board Orientation Onboarding material and Draft Program
5. Review Bylaws and UW PSPR Operating Agreement
6. Determine who is going to do the acknowledgments for retiring board members

QUESTIONS

1. Should we schedule another meeting for the first week in December to finalize the Board Orientation packet?

AGENDA

3:00 – 3:10 PM	<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 4. Invitation for Additional Topics 		Sharon/Virginia
<p>(ACTION)</p> <p>(ACTION)</p>	<ol style="list-style-type: none"> 5. Approval of September 1, 2020 Meeting Minutes 6. Approval of D/O Insurance 	<p>Exhibit 1</p> <p>Exhibit 2</p>	
3:10 – 3:30 PM	<ol style="list-style-type: none"> 7. 9/24 Board Retreat Follow Up <ul style="list-style-type: none"> ➤ Board Retreat Summary ➤ Draft Norms 	<p>Exhibit 3</p> <p>Exhibit 4</p>	Sharon and Virginia
3:30 – 3:35 PM	<ol style="list-style-type: none"> 8. Offboarding and Transitions <ul style="list-style-type: none"> ➤ Exit Interviews ➤ Chair Transition Meetings 		Sharon/Virginia
3:35 – 3:55 PM	<ol style="list-style-type: none"> 9. Board Orientation <ul style="list-style-type: none"> ➤ BOD Applications ➤ Update Orientation Onboarding Materials ➤ Racial Equity Training Summary/Proposal ➤ Program Review 	<p>Exhibit 5</p> <p>Exhibit 6</p>	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.



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3:55 – 4:15 PM	10. Annual Bylaw Review <ul style="list-style-type: none">➤ Emeritus Board➤ DEI Focus Statement	Exhibit 7 Exhibit 8	Sharon/Virginia
4:15 -4:20 PM	11. Annual Meeting <ul style="list-style-type: none">➤ Retiring Directors Acknowledgment➤ Committee Chair Acknowledgments		Sharon/Virginia
4:20 -4:30 PM	12. 2021 Workplan & Committee Dates <ul style="list-style-type: none">➤ Schedule Next Governance Meeting - December 1st, 2nd, 4th		Sharon/Virginia
4:30 PM	13. Adjournment		Sharon/Virginia

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

October 7, 2020 MEETING

3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on October 7, 2020 at 3:00 PM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), David Landau, Paul Butler and Heidi de Laubenfels

ABSENT: Aaron Rocke, Sharon Kioko (Co Chair), Caryn Mathes, 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 3:05PM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Minutes**

Due to a lack of a quorum, Ms. Anderson tabled the minutes of September 1, 2020 Governance Committee Meeting Minutes to the next meeting.

IV. **Offboarding and Transitions**

The Committee discussed and decided on who would be providing offboarding to which departing Board Member. There was expectation that the exiting Committee Chairs & Co-Chairs to transition oncoming Committee Chairs & Co-Chairs. Also, the Committee discussed who would chair the Governance Recruitment Subcommittee and agreed to vote on this at the next meeting.

V. **Board Orientation**

Ms. Fieta Robinson presented the Board Orientation Materials. The Committee discussed some edits and updates. Also, The Committee recommended who to lead and present on the different topics. The Committee further discussed whether this orientation should be required and agreed it should be highly recommended but not required board attendance.

VI. **Annual Bylaw Review**

The Committee agreed that there was no current reason to reopen the Bylaws for review or discussion at this time.

VII. **Additional Ad-Hoc Meeting**

The Committee agreed to have an additional thirty-minute meeting to approve on agenda items with a committee quorum before the Annual Board Meeting.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

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VIII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:24 pm.

Respectfully Submitted by

Virginia Anderson & Sharon Kioko, Co-Chairs &

Fieta Robinson, Board Liaison