



## **KUOW, Governance Committee July 11 Meeting (VIRTUAL) RSVP Required**

KUOW

Jul 11, 2023 at 3:30 PM PDT to Jul 11, 2023 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**

Recruitment Update

##### **D. Invitation for Additional Topics**

##### **E. Approval of Governance Committee Meeting Minutes**

#### **II. Committee Business**

##### **A. Meet & Greet Recap & Slate Discussion**

Presenter: Irwin Gorman

**3:35 PM**

##### **B. Informational Survey Update**

**4:35 PM**

#### **III. Additional Topics**

**4:40 PM**

Mentoring

Bylaws

#### **IV. Items for the Executive Committee Agenda**

#### **V. Upcoming Meetings**

#### **VI. Public Comment**

**4:50 PM**

#### **VII. Executive Session**

#### **VIII. Adjournment**



# APPROVED KUOW, Governance Committee July 11 Meeting Minutes

KUOW – Virtual & In-Person | Jul 11, 2023 at 3:30 PM PDT

In-Person Location | Rita Koontz Community Center

Virtual Location | Zoom

## Attendance

**Members Present:** Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Raina Wagner, Ian Warner

**Members Absent:** Caryn G. Mathes

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

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

- I. **Welcome and Call to Order** | Mr. Goverman called the meeting to order at 3:33pm.
  - a. Board Engagement Through an Equity Perspective
    - i. Mr. Goverman read the DEI reflective questions centering equity during the Committee meeting and in discussions.
  - b. Invitation to Disclose Possible Conflicts of Interest
    - i. Directors were invited to disclose any conflict of interest. There were none.
  - c. Overview of Meeting Purpose
    - i. Mr. Goverman went over the purpose of the meeting which included reviewing the data from the Meet and Greet.
  - d. Invitation for Additional Agenda Topics
    - i. Mr. Goverman asked the Committee for any additional agenda topics, and none were expressed.
  - e. Approval of May 30<sup>th</sup> Governance Meeting Minutes
    - i. Mr. Goverman asked for a motion to approve the May 30<sup>th</sup> Meeting Minutes.
    - ii. **Motion** moved by David Landau and motion seconded by Ian Warner. With no objections, the May Minutes were approved.
  
- II. **Committee Business** | The Committee discusses these areas regarding Committee business: Recruitment, Bylaws, Alternative Recruitment Strategy, and the annual Information Survey.
  - a. Recruitment Update | The Recruitment Subcommittee hosted 9 Meet and Greet with individuals who were nominated for Board service. Panelists for the Meet and Greet included: Irwin Goverman, David Landau, David Chan, Sharon Kioko, Heidi de Laubenfels, Filiz Efe McKinney, Caryn Mathes, and Kerry Swanson. Some metrics that were measured during Meet and Greet conversations were: overall knowledge and time commitment to KUOW and Board service, commitment to racial equity, diversity and inclusion, and leadership experience.

During the meeting, the Committee reviewed the rubrics from the Meet and Greet and discussed a potential shortlist of candidates to move on to the next stage of the recruitment process. The Committee came to the additional conclusion that given timing, Mr. Goverman should reach back out to the Meet and Greet participants and let them know where they are in the process.

**Motion:** Mr. Ashida proposed a motion that pending objection from final review from Caryn Mathes, the candidate shortlist can be moved to the Executive Committee for a vote. The motion was seconded by David Landau and approved without any objection.

Lastly, the Committee agreed to move up the date of New Board Orientation to some time in October to get the potential new Board members ready and prepared for the Annual Meeting on November 16<sup>th</sup>.

- b. **Bylaw Update** | Mr. Landau gave the Committee a brief status update on the Board Bylaws in collaboration with Ms. Wagner. Mr. Landau and Ms. Wagner have been examining the Bylaws in regard to Leaves of Absence, succession playing within Officers, and an Assistant Treasurer role. Mr. Landau and Ms. Wagner will have more to present to the Committee at the August Governance Meeting.
- c. **Alternative Recruitment Strategy** | Mr. Ashida and Ms. Robinson updated the Committee on the continuation of the Alternative Recruitment project. Ms. Robinson shared that this project is on the calendar for the internal KUOW Salesforce staff, and more is to come.
- d. **Information Survey** | Mrs. Crow updated the Committee that the annual Information Survey will be launched soon and ideally before August 1<sup>st</sup>. The goal is to have the results of the survey to assist with committee assignments for current Board members and new members who will be voted on in September.

**I. Public Comment** | Mr. Goverman asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was no public comment made.

**III. Adjournment** | Mr. Goverman adjourned the meeting at 5:00pm.



## **KUOW, Governance Committee August 29 Meeting (VIRTUAL)**

### **RSVP Required**

KUOW

Aug 29, 2023 at 3:00 PM PDT to Aug 29, 2023 at 4:30 PM PDT

## **Agenda**

### **I. Welcome & Call to Order**

**3:00 PM**

Presenter: Irwin Goverman

#### **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**

#### **D. Invitation for Additional Topics**

#### **E. Approval of July 11th Governance Committee Meeting Minutes**

### **II. Committee Business**

**3:03 PM**

#### **A. Recruitment**

Presenter: Irwin Goverman

##### **1. Info Survey Results**

##### **2. Resolutions for Exec Committee**

###### **a. 2024 Committees**

###### **b. 2024 Officers**

###### **c. 2024 Retiring/Departing Directors**

##### **3. Alternative Recruitment Update**

Presenters: Fieta Robinson, Mark Ashida

#### **B. Committee Restructure: SPC and R&R**

**3:33 PM**

#### **C. Bylaws**

**4:03 PM**

#### **D. Mentor Update**

**4:13 PM**

### **III. Additional Topics**

**4:18 PM**

#### **A. DEI Training - Sept 13th**

Presenter: Ian Warner

**IV. Items for the Executive Committee Agenda**

**4:23 PM**

- Resolutions
- Committee Slate

**V. Upcoming Meetings**

GOV | 10/3

Orientation | 10/6

**VI. Public Comment**

**4:25 PM**

**VII. Executive Session**

**VIII. Adjournment**

**4:27 PM**



# APPROVED KUOW, Governance Committee

## August 29 Meeting Minutes

KUOW – Virtual & In-Person | Aug 29, 2023 at 3:30 PM PDT

In-Person Location | Rita Koontz Community Center

Virtual Location | Zoom

### Attendance

**Members Present:** Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Raina Wagner

**Members Absent:** Ian Warner

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

**Guests:** Marshall Eisen, Annette Promes

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

- I. **Welcome & Call to Order** | Mr. Goverman called the meeting to order at 3:03pm.
  - a) Board Engagement Through an Equity Perspective
    - i. Mr. Goverman read the DEI reflective questions centering equity during the Committee meeting and in discussions.
  - b) Invitation to Disclose Possible Conflicts of Interest
    - i. Mr. Goverman asked the Committee to disclose any conflicts of interest and two potential conflicts were presented by Heidi de Laubenfels and Andy McGovern.
    - ii. Ms. de Laubenfels disclosed to the Committee her new involvement with the Seattle Times and their 501(c)3 work. The Committee discussed and came to the conclusion that Ms. de Laubenfels participation did not pose a conflict.
    - iii. Mr. McGovern disclosed to the Committee connecting a reporter with some of his colleagues at Microsoft. The Committee discussed and came to the conclusion that Mr. McGovern's help did not pose a conflict.
    - iv. Both of these conflicts have been shared with Caryn G. Mathes.
  - c) Overview of Meeting Purpose
    - i. Mr. Goverman went over the purpose of the meeting which included discussing preliminary committee assignments and committee restructure.
  - d) Invitation for Additional Topics
    - i. Mr. Goverman asked the Committee for any additional agenda topics, and none were expressed.
  - e) Approval of July 11th Governance Committee Meeting Minutes
    - i. Mr. Goverman asked for a motion to approved the July 11<sup>th</sup> Meeting Minutes.
    - ii. **Motion** moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With no objections, the July Minutes were approved.
- II. **Committee Business** | The Committee discusses these areas regarding Committee business: Recruitment, Bylaws, Information Survey, and Committee Restructure.

- a) **Information Survey** | Mrs. Crow updated the Committee on the status of completion of the Annual Information Survey. Mrs. Crow noted that many survey were still missing and will continue to follow up with Directors for their survey.
- b) **Recruitment Update** | Mr. Goverman and Mr. Landau presented to the Committee preliminary recommendations for 2024 Committee structure and Officers. The Committee discussion which committees to place new Directors on and Mr. Mc Govern shared with the Committee conversations around Directors resigning from their Board service due to time constraints. Mrs. Crow shared with the Committee potential Board demographics based on gender and race for the Committee’s consideration of Board composition. Ms. Robinson shared with the Committee the resolution process for getting the recommendations approved on the Board including the documentation of resigning Directors. This topic concluded with Mr. Goverman and Mr. Landau revising the recommendation list and updating the Committee.
  - i. The new class of Directors that will be presented at the full Board Meeting are:
    - a. Sarah Norris Hall – UW Appointed Director
    - b. Kevin Schofeld
    - c. Lucrezia Paxson
    - d. Laura Canate
    - e. Gabrielle Nomura Gainor
- c) **Committee Restructure SPC and R&R** | Ms. de Laubenfels and Mr. McGovern led the Committee on a discussion of the merging of the Strategic Planning Committee (SPC) and Reach and Resource (R&R) Committee. Ms. de Laubenfels started the discussion with reviewing current and proposed statement of purpose. Ms. de Laubenfels highlighted the intended impact of this merged committee would be to support KUOW as they enter the digital transformation and work with Users, Usage, and Revenue (UUR). Mr. McGovern highlighted the shift to digital is a major focus of the station and thus should be a major focus and area of support from the Board on a committee level. The Committee discussed pros and cons of the potential new committee including Board ambassadorship which is a primary focus of the R&R committee. The Committee discussed this topic at length and did not come to a formal conclusion on the merging of the Committees.
- d) **Bylaws** | Mr. Landau and Ms. Wagner presented to the Committee an updated version of the Bylaws that is to be shared at the September 7<sup>th</sup> Executive Committee meeting and then presented at the September 21<sup>st</sup> Board meeting. The policies that we’re revised, presented, and discussed were Article 3 Section 6. University Directors, Section 7. Term of Community Directors and University Directors, Section 9. Vacancies, Section 12. Proxies and Leaves of Absence Not Permitted, Article 9 Section 6 Election Terms. Ms. Wagner concluded with recommending the Committee updates the use of gender in the Bylaws as well.

**III. Public Comment** | Mr. Goverman asked if there were any members of the public in attendance wanting to make a public comment either virtually via Zoom or in-person. There was no public comment made.

**IV. Adjournment** | Mr. Goverman adjourned the meeting at 4:54pm.



## **KUOW, Governance Committee October 3 Meeting**

KUOW

Oct 3, 2023 at 3:00 PM PDT to Oct 3, 2023 at 4:30 PM PDT

4518 University Way NE

### **Agenda**

#### **I. Welcome & Call to Order**

**3:00 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**

##### **D. Invitation for Additional Topics**

##### **E. Approval of August 29th Governance Committee Meeting Minutes**

#### **II. Committee Business**

##### **A. Bylaws**

**3:05 PM**

Presenters: Irwin Goverman, David Landau

- Follow up and next steps from Sept Board Meeting

##### **B. Recruitment Progress Report**

**3:20 PM**

Presenters: Irwin Goverman, David Landau

##### **C. DEI Training Recap**

**3:35 PM**

Presenter: Ian Warner

##### **D. Orientation**

**3:45 PM**

Presenter: Shawnteasha Crow

##### **E. Mentoring**

**3:55 PM**

Presenter: Irwin Goverman

- Mentors for new class of Directors



New Directors:

- Sarah Norris Hall
- Lucrezia Cuen Paxson
- Laura Cañate
- Kevin Schofield
- Gabrielle Nomura Gainor

**III. Additional Topics**

**4:10 PM**

Fall Social  
Recommendations for the Annual Meeting  
Recruitment and Salesforce

**IV. Items for the Executive Committee Agenda**

**4:20 PM**

**V. Upcoming Meetings**

**Annual Meeting**

- Thurs. Nov 16th

**VI. Public Comment**

**4:23 PM**

**VII. Executive Session**

**VIII. Adjournment**

**4:28 PM**



# APPROVED KUOW, Governance Committee

## October 3 Meeting Minutes

KUOW – Virtual & In-Person | Oct 3, 2023 at 3:30 PM PDT

In-Person Location | UW Tower Board Room

Virtual Location | Zoom

### Attendance

**Members Present:** Mark Ashida, Irwin Goverman, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern

**Members Absent:** Raina Wagner, Ian Warner

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

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

### **I. Welcome & Call to Order** | Mr. Goverman called the meeting to order at 3:03pm.

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

1. Mr. Goverman read the DEI reflective questions centering equity during the Committee meeting and in discussions.

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

1. Mr. Goverman asked the Committee to disclose any conflicts of interest. None were expressed.

#### C. Overview of Meeting Purpose

1. Mr. Goverman went over the purpose of the meeting which included discussing Bylaws Update and 2023 Orientation.

#### D. Invitation for Additional Topics

1. Mr. Goverman asked the Committee for any additional agenda topics, and none were expressed.

#### E. Approval of August 29th Governance Committee Meeting Minutes

1. The Committee did not call for a vote to approve the Aug 29<sup>th</sup> meeting minutes.

### **II. Committee Business** | The Committee discussed bylaws, recruitment strategy for 2024, and Orientation of new director during the Committee business.

A. **Bylaws** | Mr. Landau presented a summary document highlighting the proposed changes and updates to the Bylaws. After his presentation, a motion was called to make a recommendation to the Executive Committee to approve the updates and move the Bylaws to the Full Board for approval.

1. **Motion to Recommendation the Bylaws to the Executive Committee:** Mr. Goverman presented to vote on the current Bylaws to forward them to the Executive Committee for approval.

2. Motion moved by Irwin Goverman and motion seconded by David Landau. With no objections, the motion was moved.

B. **Recruitment Progress Report** | Mr. Ashida and Ms. Robinson presented an update on the Alternative Recruitment Process using Salesforce. The Committee discussed extensively at how to diversify the recruitment pool through reaching out to the community is a priority for future recruitment cycles. Ms. Robinson discussed the how utilizing Salesforce will allow the community better record keeping of potential candidates and the option to pull reports and filter data more easily. The Committee discussed potential risks with this process and agreed that more conversation would be needed before the launch of the platform to the public.

C. **Orientation** | Mrs. Crow walked the Committee through the 2023 Orientation agenda and itinerary.

D. **2024 Committee Structure** | Mr. Goverman presented the 2024 Committee Structure to the Committee including officer roles. Following this update, Mr. Goverman called for a motion to move the recommendations to the Executive Committee.

1. **Motion to forward the recommended Committee Structure and Leadership to Executive Committee:** Mr. Govenema asked for a motion to forward this recommendation to the Executive Committee for approval.

2. Motion moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With no objections, the motion was moved.

III. **Public Comment** | Mr. Goverman asked if there were any members of the public in attendance for public comment. There were no members of the public and no comment was made.

IV. **Adjournment** | Mr. Goverman adjourned the meeting at 4:33 pm.



## KUOW, Governance Committee January 11 Meeting

KUOW

Thursday, January 11, 2024 at 3:00 PM PST to 4:30 PM PST

### Agenda

#### I. Welcome & Call to Order

3:00 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

1. Review Work Plan
2. Discuss Recruitment for FY25
3. Establish Mentors for New Directors

##### D. Invitation for Additional Topics

##### E. Approval of Meeting Minutes from 2023

#### II. Committee Business

##### A. Work Plan Review

3:10 PM

##### B. Bylaws

3:40 PM

##### C. Recruitment

3:50 PM

###### 1. Recruitment Tools Update

Presenters: Mark Ashida, Fieta Robinson

End to End Demo Scheduled

- Friday, Jan 12th

##### D. Mentoring

4:05 PM

New Directors:

- Sarah Norris Hall - Raina
- Kevin Schofield - Irwin
- Gabrielle Nomura Gainor -

- Laura Canate - Heidi
- Lucrezia Cuen Paxson -

Other Directors:

- David L.

### **E. Upcoming Trainings**

Annual Board Retreat

- March 30, 2024

### **III. Additional Topics**

#### **Conflict Of Interest - due Jan 19th**

Missing as of Jan 10th

- Laura
- Enrique
- David C.
- Wassef
- Chris
- Michelle
- Roshni
- Sharon NW
- Claire
- Ian

### **IV. Items for the Exec Committee**

**4:15 PM**

- Revised Work Plan
- Buddy Update
- Retreat Update

### **V. Upcoming Meetings**

#### **VI. Public Comment**

**4:20 PM**

#### **VII. Executive Session**

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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

### **VIII. Adjournment**

**4:25 PM**



## APPROVED KUOW, Governance Committee

### January 11 Meeting Minutes

KUOW – Virtual & In-Person | Jan 11, 2024 at 3:00 PM PST

In-Person Location | Rita Koontz Community Center 1121 NE 45<sup>th</sup> St. Seattle, WA 98105

Virtual Location | Zoom

#### Attendance

**Members Present:** Mark Ashida, Irwin Goverman, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Kevin Schofield, Raina Wagner

**Members Absent:** David Iyall, Ian Warner

**Staff Present:** Ryleigh Brimhall, Shawnteesha Crow, Fieta Robinson, Kerry Swanson

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

- I. **Welcome & Call to Order** | Ms. Wagner called the meeting to order at 3:02 PM.
  - a. Board Engagement Through an Equity Perspective
    - i. Ms. Wagner read the DEI reflective questions centering equity during the Committee meeting and in discussions.
  - b. Invitation to Disclose Possible Conflicts of Interest
    - i. Ms. Wagner asked the Committee to disclose any conflicts of interest. None were expressed.
  - c. Overview of Meeting Purpose
    - i. Ms. Wagner went over the purpose of the meeting which included reviewing the Work Plan, discussing Recruitment for FY25, and establishing Mentors for New Directors.
  - d. Invitation for Additional Topics
    - i. Ms. Wagner asked the Committee for any additional agenda topics, and Ms. de Laubenfels brought up the 2024 Board Retreat.
  - e. Approval of Meeting Minutes from 2023:
    - i. Ms. Wagner asked for a motion to approve the August 29<sup>th</sup> and October 3<sup>rd</sup> Governance Committee meeting minutes.
    - ii. **Motion** moved by Mark Ashida and motion seconded by Irwin Goverman. With no objections, the minutes were approved.
- II. **Committee Business** | The Committee focused on five areas of topics during their discussion of Committee Business. The topics were: the 2024 Workplan, Bylaw and Governing Document Review, Recruitment, Mentoring, and the 2024 Board Retreat.
  - a. Workplan Review
    - i. Ms. Wagner led the Committee in the review of the 2024 Governance Workplan. The Committee discussed each month and the focus of each meeting. A key shift in the 2024 workplan is that the Governance Committee will support in the 2024 Board Retreat as opposed to being an active lead in the event. There was a typo (incorrect

year listed) in the work plan that Mrs. Crow will fix ahead of the Executive Committee and recirculate to the Committee. Aside from the typo, there were no other major points of conversation, and the Committee will move the workplan to the Executive Committee for review and feedback.

b. Bylaws

- i. Ms. Wagner asked the Committee who would want to take a look at the Bylaws and continue the work from 2023. The Committee agreed that for this year's work of the Bylaws it would be most beneficial to focus on gendered language and inclusivity as oppose to major policy change. The Committee discussed who should be on the subcommittee and some names were mention, yet not confirmed.

c. Recruitment

- i. Ms. Wagner and the Committee discussed the recruitment stragety for the FY25 class of Directors. The Committee reviewed who was terming out of their Board service, discuss the implementation of the recruitment tool that Mr. Ashida and Ms. Robinson had been working on, and then briefly discussed who should be on the subcommittee.

d. Mentoring

- i. Ms. Wagner led the Committee in a discussion of Board Buddies (mentors) for the new Directors. The Committee came to the consensus of mentors for some Directors and Ms. Wagner will extend an open invitation to the rest of the full Board to be mentors.

e. Upcoming Trainings

- i. Annual Board Retreat | During the review of the meeting agenda Ms. de Laubenfels brought up the Annual Board Retreat as an additional topic for the Committee to discuss. When the Committee reviewed the 2024 workplan, Ms. Wagner discussed the change of the Governance chairs participation in the Retreat. The conclusion of the discussion was that for 2024, Governance will serve as a support to the Retreat taskforce as opposed to Retreat leads during years prior.

III. Additional Topics

- a. Conflict Of Interest Form | Mrs. Crow gave the Committee an update on the status of completion of the annual conflict of interest form.

IV. Items for the Exec Committee

- a. The Committee discuss the following topics to bring to the Executive Committee meeting on February 8<sup>th</sup>: 2024 Workplan, Board Buddy Update, and Retreat Update.

- V. Public Comment | Ms. Wagner asked if there were any members of the public in attendance for public comment. There were no members of the public and no comment was made.

- VI. Executive Session | There was no executive session called for this meeting.

- VII. Adjournment | Ms. Wagner adjourned the meeting at 4:22pm.



## KUOW, Governance Committee March 14 Meeting RSVP Required

KUOW

Thursday, March 14, 2024 at 3:00 PM PDT to Thursday, March 14, 2024 at 4:30 PM PDT

### Agenda

#### I. Welcome & Call to Order

3:00 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

##### D. Invitation for Additional Topics

##### E. Approval of Jan 11th Draft Minutes

#### II. Committee Business

##### A. Workplan Review

3:05 PM

##### B. Bylaws

3:15 PM

##### C. Recruitment

3:30 PM

##### D. Mentoring Check In

4:00 PM

Mentoring Pairings:

Sarah - Raina

Gabrielle - David L.

Lucrezia - David C.

Laura - Heidi

Kevin - Irwin

##### E. Retreat Update

4:10 PM

Remember do the pre-reads!

#### III. Additional Topics

4:20 PM

#### IV. Items for the Exec Committee

4:25 PM

#### V. Upcoming Meetings

#### VI. Public Comment



## **VII. Executive Session**

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.

## **VIII. Adjournment**

**4:27 PM**



## APPROVED KUOW, Governance Committee

### March 14 Meeting Minutes

KUOW – Virtual & In-Person | Mar 14, 2024 at 3:00 PM PDT

In-Person Location | Rita Koontz Community Center 1121 NE 45<sup>th</sup> St. Seattle WA 98105

Virtual Location | Zoom

#### Attendance

##### Members Present:

Members: Mark Ashida, Irwin Goverman, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Kevin Schofield, Raina Wagner

**Members Absent:** David Iyall, Ian Warner

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

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

- I. **Welcome & Call to Order** | Ms. Wagner called the meeting to order at 3:03 pm
  - a. Board Engagement Through an Equity Perspective
    - i. Ms. Wagner read the DEI reflective questions centering on equity during the Committee meeting and in discussions.
  - b. Invitation to Disclose Possible Conflicts of Interest
    - i. Ms. Wagner asked the Committee to disclose any conflicts of interest. None were expressed.
  - c. Overview of Meeting Purpose
    - i. Ms. Wagner went over the purpose of the meeting, which included reviewing the Work Plan and FY25 Recruitment.
  - d. Invitation for Additional Topics
    - i. Ms. Wagner asked the Committee for any additional agenda topics, but none were expressed.
  - e. Approval of Jan 11th Draft Minutes
    - i. Ms. Wagner asked for a motion to approve the January 11<sup>th</sup> Governance Committee meeting minutes. The motion was moved by Irwin Goverman and motion seconded by Heidi de Laubenfels. With no objections, the minutes were approved.
- II. **Committee Business** | The Committee focused on five topics during the discussion of Committee business. The topics were the 2024 Work Plan, Bylaws, Recruitment, Mentoring, and the 2024 Board Retreat.
  - a. Workplan Review
    - i. The Committee reviewed the 2024 Work Plan and discussed upcoming tasks.

b. Bylaws

- i. Ms. Wagner presented an update on the Bylaws. The next step with them would be to review them annually. This would include removing any lingering gender references and working with the DEI Committee to make any further adjustments or corrections.

c. Recruitment

- i. The Committee discussed the need to establish a Recruitment sub-committee for this year's recruitment cycle. After discussion, the Committee agreed not to have a sub-committee and to work on Recruitment together. In preparation for the May Governance Committee meeting, the Committee will strive to have a list of skills and expertise to prioritize and a number of potential candidates in mind. Regarding utilizing the new Recruitment tool, Raina, Mark, and Irwin will serve on a task force to determine a communications plan and will share it with the Committee in May.

d. Mentoring Check In

- i. Ms. Wagner reported on the success of the 2024 Board Buddies. The five new members were connected with veteran members, and all of them were able to meet at least once.

e. Retreat Update

- i. Ms. de Laubenfels shared with the Committee an overview of the agenda for the March 30<sup>th</sup> Board Retreat. The Committee discussed and gave feedback to Ms. de Laubenfels.

III. Public Comment | Ms. Wagner asked if there were any members of the public in attendance for public comment. There were no members of the public, and no comment was made.

IV. Executive Session | There was no executive session called for this meeting.

V. Adjournment | Ms. Wagner adjourned the meeting at 4:30 pm



## KUOW, Governance Committee May 9 Meeting

KUOW

Thursday, May 9, 2024 at 3:00 PM PDT to Thursday, May 9, 2024 at 4:30 PM PDT

### Agenda

#### I. Welcome & Call to Order

3:00 PM

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

*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

##### D. Invitation for Additional Topics

##### E. Approval of March Meeting Minutes

#### II. Committee Business

##### A. Bylaws Taskforce Update

3:05 PM

##### B. Mentoring Check-In

3:15 PM

##### Mentoring Pairings:

Sarah - Raina

Gabrielle - David L.

Lucrezia - David C.

Laura - Heidi

Kevin - Irwin

##### C. Recruitment Progress Update

3:25 PM

Board Outreach & Intent

#### III. Additional Topics

4:05 PM

Board Outreach

#### IV. Items for the Executive Committee Mtg

4:15 PM

#### V. Upcoming Meetings

Thursday, May 23rd

- Joint FIN and R&R
- Budget Hearing #1

Thursday, June 6th

- Joint FIN & EXEC
- Budget Hearing #2

Thursday, June 27th

- Board Meeting
- Approval of FY25 Capital and Operating Budget

#### **VI. Public Comment**

#### **VII. Executive Session**

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.

#### **VIII. Adjournment**

**4:20 PM**



# APPROVED KUOW, Governance Committee

## May 9 Meeting Minutes

KUOW – Virtual & In-Person | Thursday, May 9, 2024 at 3:00 PM PDT

In-Person Location | Rita Koontz Community Center 1121 NE 45<sup>TH</sup> St. Seattle, WA 98105

Virtual Location | Zoom

### Attendance

**Members Present:** Mark Ashida, Irwin Goverman, David Iyall, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Kevin Schofield, Raina Wagner

**Members Absent:** Ian Warner

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

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

**Welcome & Call to Order** | Ms. Wagner called the meeting to order at 3:03 pm

- a) Board Engagement Through an Equity Lens
  1. Ms. Wagner had the Committee silently read and reflect upon the DEI questions centered on equity for the meeting and in discussion.
- b) Invitation to Disclose Possible Conflicts of Interest
  1. Ms. Wagner asked the Committee to disclose any conflicts of interest. None were expressed.
- c) Overview of Meeting Purpose
  1. Ms. Wagner went over the purpose of the meeting, which included a discussion on FY25 Recruitment strategy and skillset needs.
- d) Invitation for Additional Topics
  1. Ms. Wagner asked the Committee for any additional agenda topics, and none were expressed.
- e) Approval of March Meeting Minutes
  1. Ms. Wagner asked for a motion to approve the March 14<sup>th</sup> Governance Committee meeting minutes.
  2. Motion was moved by Heidi de Laubenfels and motion seconded by Kevin Schofield. With no objections, the meeting minutes were approved.

**II. Committee Business** | The Committee focused on the following topics during the discussion of Committee business portion of the meeting: Bylaws Taskforce and FY25 Recruitment.

- a) **Bylaws Taskforce Update** | Ms. Wagner updated the Committee on an upcoming meeting with DEI Chair Ian Warner and Gabrielle Nomura Gainor to create a taskforce that will focus on doing a language review on the Bylaws and further codifying DEI within the bylaws.
- b) **Recruitment Progress Update** | In following the bylaws update, Ms. Wagner led the Committee in a discussion pertaining to the upcoming recruitment cycle. Topics discussed in this portion of the meeting included: recruitment expertise priorities, communications with past applicants, and a brief overview of the Board Application on the KUOW website.

When discussing the recruitment expertise, the Committee looked at an expertise matrix of Directors who have resigned, who may resign, and who have termed out of their Board service. After reviewing this, the Committee began creating a shortlist of expertise that would be needed to fulfill the

potential gaps. Some skillsets that were highlighted were: Finance, Media Strategy, Fundraising, and Technology. The Committee will continue to narrow down the skillsets that are needed for the upcoming recruitment cycle in collaboration with President and GM Caryn Mathes.

The Committee then discussed their communication strategy with past applicants from the previous year. The Committee discussed whether or not past applicants would have to go through the entire meet and greet process and what it would look like if that process was simplified since those applicants completed meet and greets back in 2023. The Committee did not come to a formal decision on this process, however they agreed that simplifying the Meet and Greet process for previous applicants of 2023 would be ideal.

Lastly, Ms. Crow shared with the Committee the Board Application on the KUOW website. The application lives on the KUOW Board of Directors page and includes the application, desired skillset, and the Board Informational 1-Page that was updated from 2023.

- III. **Public Comment** | Ms. Wagner asked if there were any members of the public in attendance for public comment. There were no members of the public, and no comment was made.
- IV. **Executive Session** | There was no executive session called for this meeting.
- V. **Adjournment** | Ms. Wagner adjourned the meeting at 4:32 pm