KUOW, Strategic Planning Committee: August 8, 2022 Meeting -

KUOW – Zoom & In-Person | Aug 8, 2022 at 3:30 PM – 5:00 PM PDT
In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105
Virtual Location: Zoom

Agenda

SPC Purpose

- Monitor KUOW’s management as they execute the strategic impact framework
- Watch the strategic environment for major changes that would require a relook at the strategic plan initiatives
- Measure Caryn Mathes’s performance against the strategic plan KPIs and major milestones
- Give advice and input to Caryn and the station management
- Evaluate the strategic impact framework and whether it needs to be revised
- Ensure that the financial plan supports the strategic impact framework initiatives

Meeting Objectives

Review & Discuss The Updated SIF

I. Welcome and Call to Order 3:30 PM
Presenter: Andy McGovern

   A. Invitation to Disclose Possible Conflicts of Interest
   B. Overview of Meeting Purpose
   C. Invitation for Additional Topics

II. Station Business 3:40 PM

   A. Deep Dive: Updated SIF
      Presenters: Caryn Mathes, Kerry Swanson
      Guest: Lisa Nitze
      1. Provide Feedback and Questions

III. Committee Business 4:40 PM
Presenter: Andy McGovern

   A. Retreat Action Items Discussion

IV. Additional Topics 4:50 PM

   A. Items for Executive Committee Agenda/Full BOD Meeting
   B. Next SPC Meeting- September 29 2022

V. Public Comment/ Executive Session 4:55 PM

VI. Adjournment

VII. Supplemental Documents
I. Welcome and Call to Order
   i. Mr. McGovern called the meeting to order at 3:34 PM.
   ii. Invitation to Disclose Possible Conflicts of Interest
       i. There was no conflict of interests.
   iii. Overview of Meeting Purpose
       i. Mr. McGovern provided an overview of the objectives and purpose of the meeting.

II. Station Business
   i. Deep Dive: Updated SIF
       i. Ms. Mathes provided an overview of the recently updated Strategic Impact Framework (SIF) and the four outcomes. Ms. Lisa Nitze, a KUOW Board Member Alumna and a Strategic Consultant, also spoke about her partnership with the KUOW leadership team to continue to refine SIF. Mr. Swanson presented the updated strategic outcome action dashboards and how it has more effectively visualized each department's role in the SIF. There was a focused discussion on anticipated digital product metrics for FY23.
       ii. Mr. Swanson also showed the New NPR Initiative, and the committee had a robust discussion on the implementation process and potential positive and negative consequences.

III. Committee Business
   i. Retreat Action Items Discussion
       i. Mr. McGovern yielded this topic to offline review and commentary to allow more time to discussion and questioning of the New NPR Initiative.

IV. Public Comment/ Executive Session
   i. There was no public comment or Executive Session called at this meeting.

V. Adjournment
   i. There being no further business, Mr. McGovern adjourned the Strategic Planning Committee meeting at 5:03 PM.
KUOW, Strategic Planning Committee:
October 12, 2022 Meeting
ZOOM/ UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle WA 98105
Oct 12, 2022 at 3:30 PM PDT to Oct 12, 2022 at 5:00 PM PDT

Agenda

SPC Purpose
- Monitor KUOW’s management as they execute to the strategic impact framework
- Watch the strategic environment for major changes that would require a relook at the strategic plan initiatives
- Measure Caryn Mathes’s performance against the strategic plan KPI’s and major milestones
- Give advice and input to Caryn and the station management
- Evaluate the strategic impact framework and whether it needs to be revised
- Ensure that the financial plan supports the strategic impact framework initiatives

Meeting Objectives
- Educate SPC on digital updates
- Caryn’s board-directed goals

I. Welcome and Call to Order 3:30 PM
   A. Invitation to Disclose Possible Conflicts of Interest
   B. Overview of Meeting Purpose
   C. Invitation for Additional Topics
   D. Approval of August 08, 2022, SPC Meeting Minutes

II. Station Business
   A. KUOW TikTok Presentation 3:35 PM
   B. Deep Dive: Digital Strategy 3:55 PM
      1. Provide Feedback and Questions

III. Committee Business
   A. Caryn’s 2023 Goals 4:30 PM

IV. Additional Topics 4:50 PM
   A. Items for Executive Committee Agenda/Full BOD Meeting

V. Public Comment/ Executive Session 4:55 PM
   A. 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.

VI. Adjournment
I. Welcome and Call to Order
   i. Mr. McGovern called the meeting to order at 3:31.
   ii. Invitation to Disclose Possible Conflicts of Interest
       i. Mr. McGovern invited participants to offer conflicts of interest, and none were expressed.
   iii. Overview of Meeting Purpose
       i. Mr. McGovern provided a brief meeting overview.
   iv. Approval of August 08, 2022, SPC Meeting Minutes
       i. Motion: Mr. McGovern called for a motion to approve the August meeting minutes.
       ii. Motion moved by Heidi de Laubenfels and motion seconded by Claire O'Donnell. Without objection, the August meeting minutes were approved.

II. Station Business
   i. KUOW TikTok Presentation
       i. Mrs. Gianotti Boyle introduced Ms. Popescu to present on KUOW's launch of TikTok and a one-month update on the platform. Included in the presentation was KUOW's following numbers and demographics, marketing and audience priorities, and video production timeline. Ms. Popescu and Mrs. Gianotti Boyle then took questions from the Committee regarding growth, content, and strategy on TikTok.
ii. Deep Dive: Digital Strategy
   i. Mr. Al-Kabra introduced Ms. Cosgrove to present on the KUOW FY23 Digital Strategy. The Committee took time to review the document and leave feedback and questions within the document. Included in the presentation was: the Digital Product Division’s (DPD) goals including growth and revenue, tenets, and how the strategy relates and upholds the Strategic Impact Framework.

III. Committee Business
   i. Caryn's 2023 Goals
      i. Ms. Mathes presented her 2023 CEO goals to the Committee. Topics highlighted in the presentation were: execution of the SIF, maintaining KUOW fiscal solvency and maintaining KUOW's national leadership within the news industry. Ms. Mathes concluded the presentation by taking questions.

IV. Additional Topics
   i. Items for Executive Committee Agenda/Full BOD Meeting
      i. Shortened versions of the DPD and TikTok presentations and showing of a KUOW TikTok video.

V. Public Comment/ Executive Session
   i. Mr. McGovern asked if there were any members of the public present and if there was any public comment. There was none.

   ii. Executive Session
      i. Mr. McGovern adjourned the public portion of the Committee meeting and called for an Executive session to discuss proprietary station business regarding employees at 4:55 pm.

VI. Adjournment
   i. Mr. McGovern adjourned the executive session at 5:07 pm.
Agenda

SPC Purpose

- Monitor KUOW’s management as they execute to the strategic impact framework
- Watch the strategic environment for major changes that would require a relook at the strategic plan initiatives
- Measure Caryn Mathes’s performance against the strategic plan KPI’s and major milestones
- Give advice and input to Caryn and the station management
- Evaluate the strategic impact framework and whether it needs to be revised
- Ensure that the financial plan supports the strategic impact framework initiatives

Meeting Objectives

- Get an Update from Kerry Swanson on NPR Network
- Review the 2023 Workplan
- Discuss 2023 Retreat Objectives

I. Welcome and Call to Order 3:30 PM

   A. Welcome New Members
   B. Invitation to Disclose Possible Conflicts of Interest
   C. Overview of Meeting Purpose
   D. Invitation for Additional Topics
   E. Approval of October 12, 2022, SPC Meeting Minutes

II. Station Business 3:35 PM

   A. Update on NPR Network Presentation
      1. PRE-READ: Review Annual Meeting NPR Network Presentation

III. Committee Business 4:20 PM

   A. 2023 Draft Workplan
   B. Discuss 2023 Retreat Objectives
   C. Virtual or In-Person Committee Meetings?

IV. Additional Topics 4:50 PM

   A. Items for Executive Committee Agenda/Full BOD Meeting

V. Public Comment/ Executive Session 4:55 PM

   A. Executive Session

VI. Adjournment
I. Welcome and Call to Order

Ms. de Laubenfels called the meeting to order at 3:34 pm.

A. Invitation to Disclose Possible Conflicts of Interest

Ms. de Laubenfels asked the Committee if there were any conflicts of interest, and none were expressed.

B. Overview of Meeting Purpose

Ms. de Laubenfels gave an overview of the purpose of the meeting, including deep dive into the NPR Network as a follow-up to the Annual Meeting, discussing the May 2023 Board retreat, and going over the Committee Workplan.

C. Invitation for Additional Topics

There were no additional topics added to the agenda.

D. Approval of October 12, 2022, SPC Meeting Minutes

Motion:

Ms. de Laubenfels called for a motion to approve the October 12th SPC Meeting Minutes. Motion moved by Wassef Haroun and motion seconded by Claire O'Donnell. With no objections, the meeting minutes were approved.

II. Station Business

A. Update on NPR Network Presentation

Ms. de Laubenfels welcomed Mr. Swanson, Mrs. Gianotti Boyle, Ms. Hovance, Mr. Sweeney, and Mr. Al-Kabra to follow up on their NPR Network and Digital presentation from the November Annual Meeting. The Committee had a fruitful conversation on joining NPR’s national branding and identity, content strategy, and the flow of funding from NPR.
III. Committee Business
   A. 2023 Draft Workplan
      Ms. de Laubenfels led the Committee in a brief overview of the 2023 Committee Workplan. Included in the work plan was partnering with the Governance committee on the May Board Retreat, partnering with the Finance committee on reviewing the FY24 Budget, and planning the strategic topic Deep Dives.
   
   B. Discuss 2023 Retreat Objectives
      Ms. de Laubenfels welcomed consultant Karen Hirsch to begin the May 2023 Board Retreat discussion. The Retreat planning committee thus far consists of the Chair, the Governance Chair, Vice Chair, and the SPC Chair and Vice Chair.
   
   C. Virtual or In-Person Committee Meetings?
      This topic was tabled for the next meeting.

IV. Additional Topics
   A. Items for Executive Committee Agenda/Full BOD Meeting
      The Committee decided to bring a retreat update and the highlights from NPR Network Update and Committee discussion.

V. Public Comment/ Executive Session
   Ms. de Laubenfels asked if there were any members of the public in attendance to make a public comment, and there were none in attendance, and no public comment was made. There was no Executive Session called.

VI. Adjournment
   Ms. de Laubenfels adjourned the meeting at 5:01 pm
Agenda

SPC Purpose

• Monitor KUOW’s management as they execute to the strategic impact framework
• Watch the strategic environment for major changes that would require a relook at the strategic plan initiatives
• Measure Caryn Mathes’s performance against the strategic plan KPI’s and major milestones
• Give advice and input to Caryn and the station management
• Evaluate the strategic impact framework and whether it needs to be revised
• Ensure that the financial plan supports the strategic impact framework initiatives

DEI Lens Qs (Pre-Meeting)

DEI Lens Questions
Encourage all Board members to consider these guiding questions as they engage in their work:
  o What would be my default decision or solution in this situation?
  o Who benefits from this default approach?
  o Whose perspectives are missing?
  o What steps will I take to make a more equitable decision or design a more equitable solution?

Meeting Objectives

Objective: Review and discuss draft FY24 SIF goals
Question(s): What is the most effective way to measure these goals?

I. Welcome and Call to Order 3:30 PM
   A. Invitation to Disclose Possible Conflicts of Interest
   B. Overview of Meeting Purpose
   C. Invitation for Additional Topics
   D. Approval of January 23, 2023, SPC Meeting Minutes

II. Station Business 3:35 PM
   A. SPC Budget Deep Dive Presentation
      1. Introduction to SIF FY24 (5 Mins) (Caryn/Kerry)
      2. ASYNC Read Through (10 Mins)
      3. Discussion & Questions from ASYNC (75 Mins)
III. Committee Business 5:05 PM
   A. Board Retreat Update - May 6, 2023
IV. Additional Topics 5:20 PM
   A. Items for Executive Committee Agenda/Full BOD Meeting
   B. Next FIN/SPC Meeting - May 26 2022
V. Public Comment/ Executive Session 5:25 PM
   A. Executive Session
VI. Adjournment
I. Welcome and Call to Order

Ms. de Laubenfels called the meeting to order at 3:37 pm.

A. Invitation to Disclose Possible Conflicts of Interest

Ms. de Laubenfels asked the Committee to disclose any possible conflicts of interest, and none were expressed.

B. Overview of Meeting Purpose

Ms. de Laubenfels gave an overview of the meeting's purpose, previewing the FY24 SIF and KPIs and discussing the upcoming retreat.

C. Approval of January 23, 2023, SPC Meeting Minutes

Motion:

Ms. de Laubenfels called for a motion to approve the January 23rd SPC Meeting Minutes. The motion was moved by Claire O'Donnell and motion seconded by Wassef Haroun. Without any further comments, the January SPC meeting minutes were approved.

II. Station Business

A. Strategy & KPI Deep Dive Presentation

Ms. de Laubenfels introduced Ms. Mathes and Mr. Swanson to present and discuss the drafted FY24 Strategic Impact Framework (SIF) and key performance indicators (KPIs). Included in their presentation were an overarching goal for the year and two ‘Big Bets,’ as well as strategies, tactics and metrics associated with outcomes in the SIF.

The Committee read the FY24 SIF Development Overview document and composed their thoughts and feedback. The two Big Bets for FY24 include the “Consistent production of content that will meet our audience goals and create repeat usage,” and “Develop an organizational culture that centers coaching and accountability.” Mr. Swanson highlighted that the Big Bets are important to the strategy and livelihood of the Station and to creating the culture needed for the success of the Station.
III. Committee Business
   A. Board Retreat Update
      Ms. de Laubenfels briefly discussed the upcoming Board Retreat and the theme of Engagement. One topic under discussion for the retreat was using the *Ghost Herd* podcast as a case study to examine strategy and the relationship with NPR going forward.

IV. Public Comment
    There were no members of the public in attendance at the UW Tower, none in attendance via Zoom, and no public comment was made.

V. Executive Session
    Without further discussion, Ms. de Laubenfels adjourned the public portion of the meeting and called an executive session at 5:27 pm to discuss privileged proprietary information.

VI. Adjournment
    Ms. de Laubenfels adjourned the Executive Session at 5:34 pm.
**KUOW, Joint FIN/SPC Committee May 25 Meeting**

KUOW  
May 25, 2023 at 3:30 PM PDT to May 25, 2023 at 5:30 PM PDT

**Agenda**

I. Welcome & Call to Order 3:30 PM  
Presenter: Sharon Kioko

   A. Invitation to Disclose Possible Conflicts of Interests
   B. Approval of April 4, 2023 FIN Meeting Minutes
   C. Approval of March 6, 2023 SPC Meeting Minutes

II. Committee Business 3:35 PM

   A. Form 990 Update  
      Presenters: Kerry Swanson, Jessica Dial
   B. Director of Finance Update  
      Presenter: Kerry Swanson
   C. Post Retreat Debrief  
      Presenter: Heidi de Laubenfels

III. FY24 Budget Presentation 4:00 PM  
Presenters: Caryn Mathes, Kerry Swanson, Jessica Dial

   A. FY23 Year End Report & FY24 Budget Presentation
   B. Management Recommendation on FY24 Endowment Withdraw?
   C. Q&A

IV. Next Upcoming Meetings

   A. Next FIN/EXEC Meeting- June 8 2022
   B. Next FISC Meeting- August 18, 2022

V. Public Comment/ Executive Session 5:25 PM  
Presenter: Sharon Kioko

VI. Adjourn  
Presenter: Sharon Kioko
I. Welcome & Call to Order
   i. Dr. Kioko called the meeting to order at 3:34 PM.
   ii. Invitation to Disclose Possible Conflicts of Interests
       i. Dr. Kioko asked the Committee to disclose any possible conflicts of interest; none were expressed.
   iii. Approval of April 4, 2023, FIN Meeting Minutes
       i. Due to a lack of time, approval of the April 4th Finance Meeting Minutes was moved to the following Finance Meeting.
   iv. Approval of March 6, 2023, SPC Meeting Minutes
       i. Due to a lack of quorum, approval for the March 6th Strategic Planning Committee (SPC) Meeting Minutes was moved to the following SPC Meeting.

II. Committee Business
   i. Form 990 Update
       i. Mr. Swanson and Ms. Dial stated the Form 990 had been filed and would be updated on the website soon.
   ii. Director of Finance Update
       i. Mr. Swanson mentioned that the Finance Department would meet with the three finalists for the Director of Finance position.
iii. Post-Retreat Debrief
   i. Ms. de Laubenfels will give an update regarding the Board Retreat at the August SPC Meeting.

III. FY24 Budget Presentation
   i. FY23 Year End Report & FY24 Budget Presentation
      i. Dr. Kioko welcomed Ms. Mathes to present to the Committee a review of the FY23 fiscal year and the proposal for the FY24 budget. Key points for this presentation included the change in how the station does business in the digital age, further hypothesis within the User, Usage, and Revenue model, and the significant investment categories for the FY24 budget. Ms. Mathes shared that the key goal of the approval of the budget by the Board is to support the staff and station in being competitive and viable in the digital age of news. Ms. Cosgrove and Ms. Hovance shared their projections for the audience and growth in members, respectively, and how KUOW will become more profitable within the next three years. Ms. Cosgrove shared that it is expected that within the first year, audience growth will be flat as the Station works towards pivoting from Broadcast to digital. It was assumed that Broadcast would continue to decline, and the goal within the Digital Product team is to make up for the loss in Broadcast and continue to grow within Digital.

      ii. Motion:
          Dr. Kioko asked for a motion to make a resolution to move the FY24 Budget to the Executive Committee. The motion was moved by Mark Ashida, and the motion was seconded by Christopher Jay. With no objections, the motion was moved.

IV. Public Comment
   i. There were no members of the public in person or virtually on Zoom; therefore, no public comment was made.

V. Executive Session
   i. Dr. Kioko adjourned the open session at 5:05 PM and called for an executive session to discuss privileged proprietary financial information.

VI. Adjourn
   i. Dr. Kioko adjourned the Executive Session at 5:30 PM.
### FY24 Proposed Revenue & Expense Overview

<table>
<thead>
<tr>
<th></th>
<th>FY22 Actuals</th>
<th>FY23 Budget</th>
<th>FY23 Projected Actuals</th>
<th>FY22 Actuals vs FY23 Projected Actuals</th>
<th>FY24 Budget</th>
<th>FY23 Projected Actuals vs FY24 Budget</th>
<th>FY25 Extrapolation</th>
<th>FY24 vs FY25</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Membership</td>
<td>11,734,900</td>
<td>12,500,000</td>
<td>11,920,000</td>
<td>1.6%</td>
<td>12,980,000</td>
<td>8.9%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Business Support</td>
<td>4,932,396</td>
<td>4,900,000</td>
<td>4,400,234</td>
<td>(10.8%)</td>
<td>4,490,000</td>
<td>2.0%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Philanthropy</td>
<td>2,636,397</td>
<td>3,300,000</td>
<td>3,751,693</td>
<td>42.3%</td>
<td>3,876,852</td>
<td>3.3%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CPB</td>
<td>974,694</td>
<td>926,000</td>
<td>932,226</td>
<td>(4.4%)</td>
<td>950,000</td>
<td>1.9%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest Income</td>
<td>241,785</td>
<td>110,000</td>
<td>110,000</td>
<td>(54.5%)</td>
<td>134,100</td>
<td>21.9%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Univ. Of WA</td>
<td>131,615</td>
<td>130,356</td>
<td>138,140</td>
<td>(5.0%)</td>
<td>143,500</td>
<td>3.9%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Revenue</td>
<td>574,935</td>
<td>60,000</td>
<td>60,000</td>
<td>(99.6%)</td>
<td>60,000</td>
<td>0.0%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restrictions Released</td>
<td>142,026</td>
<td>67,000</td>
<td>26,000</td>
<td>(91.7%)</td>
<td>50,000</td>
<td>92.3%</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Draw on Prior Year</strong>* Operating Margin</td>
<td>1,690,670</td>
<td>1,690,670</td>
<td>2,891,464</td>
<td>71.0%</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Gross Revenue</strong></td>
<td>21,368,747</td>
<td>23,673,026</td>
<td>23,028,963</td>
<td>7.7%</td>
<td>25,575,926</td>
<td>11.1%</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Agency Fees</strong></td>
<td>(899,562)</td>
<td>(1,148,300)</td>
<td>(1,026,426)</td>
<td>2.7%</td>
<td>(1,099,960)</td>
<td>7.2%</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Net Revenue</strong></td>
<td>20,469,185</td>
<td>22,524,726</td>
<td>22,002,537</td>
<td>7.8%</td>
<td>24,475,966</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Expenses</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personnel Expenses</td>
<td>12,183,549</td>
<td>16,518,240</td>
<td>14,367,874</td>
<td>17.9%</td>
<td>16,234,843</td>
<td>13.0%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Expenses</td>
<td>6,891,352</td>
<td>7,777,500</td>
<td>7,334,401</td>
<td>13.7%</td>
<td>8,241,123</td>
<td>5.2%</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Expenses</strong></td>
<td>19,074,901</td>
<td>24,295,740</td>
<td>21,692,275</td>
<td>16.4%</td>
<td>24,475,966</td>
<td>18.2%</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net Income</strong></td>
<td>1,284,284</td>
<td>(771,014)</td>
<td>(199,738)</td>
<td>(115.4%)</td>
<td>0</td>
<td>(18.2%)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>