



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
JULY 13, 2017 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on July 17, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Indranil Ghosh, Jon Schorr, Maryfrances Lignana, Robert Stokes, Shauna Causey, Vivian Phillips, Susan Queary, Caryn Mathes (President & CEO), Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein and Randy Hodgins

VIA CONFERENCE: Colleen Echohawk

ABSENT: Weir Harman, Mark Ashida and Steve Hill

ALSO ATTENDING (STAFF): Jennifer Strachan; Andrew Storms, Elizabeth Hovance, Timie Dolan, Janice McKenna, Karyn Andriesen, Matt Albertson, Caroline Dodge, Hollie Seiler and Fieta Robinson

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4:04 pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the May 25, 2017 Board of Directors Meeting. Mr. Patrick motioned and Ms. Anderson seconded; with no objections, the Board approved the minutes as presented.

III. Committee Reports

Executive Committee.

The board discussed the GM Annual Performance review process. They agreed it went well and will continue to utilize the format and design in the future. Ms. Mathes recommended that additional members of the staff should be surveyed going forward.

Directors were asked to complete a questionnaire indicating their participation on the board for fiscal year 2018. Recommendations for committee membership and nominees for the board will be provided at the September 2017 board meeting.

Ms. Shin reported that Management recommended that Director Vivian Phillips represent KUOW on the UW Foundation Board and that Director Virginia Anderson be a member of the KUOW Racial Equity Committee. The Board unanimously approved their appointment. Guidelines and a process will be developed for when directors are requested to represent KUOW or Board on external committees/boards.

Governance Committee.

Mr. Stokes reminded Chairs to assign a proxy to facilitate committee meetings when absent or participating by phone. Directors spoke about the importance of attending meetings, especially committee meetings. Ms. Shin urged members to take advantage of the video and telephone

07/13/2017 APPROVED BOD MINUTES

conference to attend meetings. Management will establish a zoom video conferencing account for future meetings. A few directors suggested moving afternoon meetings to the end of the business day to avoid work-related conflicts. Committee chairs are responsible for setting their meeting dates and times; they will work with members to find a timeslot that works for the group.

Mr. Stokes discussed the board recruitment process and timeline. He spoke about the need for candidates with a strong background in finance, and bringing on new directors throughout the year if necessary – stern focus on quality and not quantity.

Finance & Audit.

Mr. Schorr spoke about the process and diligent efforts by Management, and Joint Committees to develop the fiscal year 2018 budget aligned with KUOW strategic business plan goals and 5-year forecast. He thanked everyone for their contributions.

The Finance & Audit Committee and the Executive Committee reviewed the FY2018 KUOW Proposed Budget; and recommend a distribution from the PSPR Endowment Fund equal to three percent (3%) of the PSPR Endowment Fund account balance as of December 31, 2016. Mr. Patrick motioned; Mr. Stokes seconded; with no objections, the PSPR Board of Directors unanimously approved the resolution which authorized and ratified a distribution from the PSPR Endowment Fund in the amount of three percent (3%) and directs that the distribution be used to support the programs, operations and activities of KUOW during the fiscal year beginning July 1, 2017 and ending June 30, 2018.

Development.

Directors were provided with the Alumni Activities Grid and calendar of events. Mr. Ghosh discussed the upcoming events and various opportunities for involvement.

Strategic Planning.

President/GM Caryn Mathes gave an overview of the initiatives for Fiscal Year 2018. She provided an example of the new format for the GM Performance Metrics Dashboard. The KPI captures the high-level goals and tracks progress toward objectives in each goal. The rollup will be presented at each board meeting.

IV. Station Update

Ms. Mathes gave a FY17 year-to-date update and presented the Fiscal Year 2018 Budget and Initiatives to the Committee. The Committee reviewed and discussed the proposed budget, cash flow, staffing timeline and goals. Ms. Shin recommended that the FY 2018 Operating and Capital Budget, and the FY2018 Initiatives be approved. Ms. Queary motioned and Mr. Ghosh seconded; with no objections, the Board approved the Fiscal Year 2018 Budget was approved as presented:

PSPR Board of Directors adopts the FY2018 KUOW Proposed Budget as the operating and capital budget of PSPR for the fiscal year beginning July 1, 2017 and ending June 30, 2018;



BUDGET vs FORECAST

	FY16 Actuals	FY17 Forecast	FY17 Budget	FY18 Budget	Fcst Variance B/(W)	FY16 Act vs FY17 Fst	FY17 Fcst vs FY18 Bud
Revenue							
Individuals	7,224,632	9,400,000	9,000,000	9,985,000	585,000	30%	6%
Underwriting	3,651,627	3,687,000	4,080,037	4,220,000	533,000	1%	14%
Gifts & Grants	958,073	1,244,153	2,278,765	1,836,080	591,927	30%	48%
Interest & Dividends	153,401	113,774	2,000	2,000	(111,774)	-26%	-98%
University of Washington	122,787	126,298	124,182	134,085	7,787	3%	6%
Endowment Proceeds	0	0	0	118,000	118,000	0%	0%
Other Income	26,228	28,831	24,000	30,000	1,169	10%	4%
Total Revenue	12,136,748	14,600,056	15,508,984	16,325,165	1,725,109	20%	12%
Expenses							
Salaries & Benefits	7,619,522	8,426,213	9,093,721	10,726,918	(2,300,705)	11%	27%
Professional Services	771,337	849,782	700,235	790,393	59,389	10%	-7%
Contract Services	4,448,410	4,869,560	4,900,158	5,174,339	(304,779)	9%	6%
Travel	77,604	154,086	133,728	165,473	(11,387)	99%	7%
Supplies	369,203	383,438	518,354	622,787	(239,349)	4%	62%
Other Expense	25,481	18,796	19,000	16,000	2,796	-26%	-15%
Total Expenses	13,311,557	14,701,875	15,365,196	17,495,911	(2,794,035)	10%	19%
Excess/Deficiency before Depreciation Depreciation and Amortization	(1,174,809)	(101,819)	143,788	(1,170,745)	(1,068,927)		
Depreciation Expense	218,305	263,478	288,516	363,452	(99,974)		
Amortization Expense	260,597	260,597	260,597	260,597	0		
Total Depreciation and Amortization	478,902	524,075	549,113	624,049	(99,974)		
Net from Operations	(1,653,711)	(625,894)	(405,325)	(1,794,794)	(968,953)		
Gain/(Loss)	(372,699)	351,195	0	0	0		
Total Gain/(Loss)	(372,699)	351,195	0	0	0		
Excess/Deficiency after Gain/(Loss)	(2,026,410)	(274,699)	(405,325)	(1,794,794)	(968,953)		

Ms. Mathes provided a copy of the long-term facility options and analysis provided UW Real Estate. Directors discussed the negotiation process and future space requirements. Management recommended to continue with the facility expansion. Bids and construction timeline will be provided to the Board at the September meeting.

V. Racial Equity Team Update

Directors were provided with the minutes and material from the KUOW Racial Equity Team. Ms. Anderson gave a brief report on its format, purpose and expectations. The Board will receive an update at each meeting.

VI. Board SharePoint Site

Mr. McGovern discussed the new PSPR Board site and access. Going forward all board and committee meeting packets and material will be posted to the SharePoint site. Management will send out a link to the site rather than attaching pdf documents. Mr. McGovern will provide tech support for the board.

VII. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 5:52 PM. *The next meeting of the Board will take place on September 14, 2017 @ 4:00 PM.*

Respectfully Submitted on September 14, 2017 by
 Steve Hill, Secretary
 Fieta D. Robinson
 KUOW PSPR Board Liaison



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
SEPTEMBER 14, 2017 MEETING
4:00 p.m. – 6:00 p.m.**

APPROVED MINUTES

Upon notice duly given, a regular meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at KUOW’s Offices in Suite 200 on September 14, 2017 at 4:00 PM.

PRESENT: Haeryung Shin (Board Chair), Maryfrances Lignana, Vivian Phillips, Susan Queary, Caryn Mathes (President & CEO), Andy McGovern, Nicholas Patrick, Colleen Echohawk, Hanson Hosein, and Weir Harman

VIA VIDEO CONFERENCE: Robert Stokes, Shauna Causey, Indranil Ghosh, and Steve Hill

ABSENT: Judy Endejan, Mark Ashida, Jon Schorr, Randy Hodgins and Virginia Anderson

ALSO ATTENDING (STAFF): Jennifer Strachan; Stewart Meyer, Dane Johnson, Janice McKenna, Karyn Andriesen, Dana Faust, and Fieta Robinson

I. Meeting Called to Order

Chair Haeryung Shin welcomed the members and called the meeting to order at 4:08 pm. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Approval of Minutes

Ms. Shin called for the approval of the minutes of the July 13, 2017 Board of Directors Meeting. Mr. Patrick motioned and Ms. Query seconded; with a minor change and no objections, the Board approved the minutes.

III. Committee Reports

Governance Committee.

At Mr. Stokes request, Ms. Shin provided the status of Board recruitment. The Bylaws state that the Board may have no more than 27 Directors. This number includes the Licensee Director, The Station Director and the two University Directors leaving 23 places for Community Directors. Prior to Ms. Higashi’s resignation the Board had 17 Community Directors which was lower than times in the past. In November 2017 four of our current or recent Community Directors will have resigned, termed out or declined to seek another term. This will leave the Board with just 13 Community Directors.

The Governance Committee has made a significant Board Recruitment effort. They searched for persons with a passion for public radio; energy and a solid work ethic, availability and time to participate; experience and skillsets the Station needs; intelligence and creativity; and of diverse characteristics and backgrounds that would represent a broad spectrum of our community.

The Committee was successful in developing a highly diverse slate of candidates. If the Board should elect the candidates put forward at least 9 out of 20 Community Directors would be either nonwhite or members of a distinct minority, and 10 (50%) would be women. PSPR has and will have a wonderfully diverse Board and we should all take pride in that achievement.

09/14/2017 APPROVED MINUTES

Members focused on recruiting candidates with a strong finance and investment background. The work of the Finance Committee is critical to the mission of the Board and all Board members benefit from their intelligent and hard work. In addition, they looked at persons with journalism and media skills who could understand the new approach at the station and provide useful input to the Board; as well as individuals with skills suited to Development work who either had advanced presentation skills or developed understandings of the local philanthropic community. Management is waiting for the confirmation letter for President Cauce's nomination of a new University Director who has media and communications skills. Directors discussed the background of the eight proposed candidates for the PSPR Board.

Directors were asked to send their feedback and comments to the Chair at least two weeks before the Annual Meeting on November 3, 2017.

Finance & Audit.

Mr. Hill sent the Finance and Executive a copy of the draft Investment Policy Statement (IPS) for review. The Finance Committee will discuss the IPS at their next meeting in October and then present it for approval at the annual meeting in November.

Development.

Mr. Ghosh spoke about the KUOW Fall Membership Drive scheduled for October 4th through October 11th. Management provided information on the KUOW Board Challenge and Thank-a-thon opportunities. Mr. Ghosh encouraged Directors to participate and sign up for a shift schedule.

IV. Station Update

Programming/Content

Ms. Jennifer Strachan, CCO gave a presentation on Outside In: Enterprise Teams 2.0. The Content/Programming Department is retuning the structure of the Enterprise Teams to improve the workflow, eliminate content crossover, and processes for reporting breaking news. The revised tactics comprises key questions and roadmaps that informs KUOW local coverage and strengthen community/audience engagement.

Strategic Business Plan Update

Ms. Mathes presented a draft version of the SBP Workplan Dashboard and roll up KPI. Management is working on trimming down the number of goals to six high level objectives and priorities. The dashboard will be reviewed in the Strategic Planning Committee meetings.

Facilities Expansion

Mr. Johnson gave an overview of the Facility Expansion. He presented the proposed layout for the second floor and construction timeline for phase I and phase II of the expansion. He presented and discussed the proposed budget, cash flow, staffing timeline and goals. Directors were informed that Management received the opportunity to lease the space in the adjacent building 4516. Acquiring the additional space will allow for RadioActive to remain onsite, and add 22 workstations. During the construction phases, a few staff members will move to a surge space on the second floor in the UW Alumni Bldg. KUOW will have access to a large conference room for events and meetings in the building. Management is working with UW RealEstate to finalize the agreement. The surge space will be available on October 1, 2017.

Directors discussed the pros and cons for acquiring the 4516 2nd floor space, construction costs, long-term efficacy and impact on the reserves. The vote to approve the 4518 building 2nd floor facilities expansion costs and the additional 4516 2nd floor space construction costs was tabled; the Board will call a special telephonic meeting to review the updated reserve analysis and overall construction costs in the next week. Management will provide the cost analysis and proposal for the meeting.

KUOW Lease Amendment

Ms. Mathes gave an overview of the terms in the revised KUOW Lease Agreement Amendment No. 4. The Executive Committee recommended that the Board approve the Lease Amendment No. 4 that states commencing July 1, 2018, University (KUOW) and Landlord have agreed to incorporate Suite #200 located in the 4518 Building into the Premises subject to the same terms and conditions through the expiration of the Lease on Suite #310; the lease shall be modified to provide that the tenant shall have the rights to second floor of the adjacent 4516 University Way N.E building subject to the same terms and conditions through the expiration of the Lease on Suite #310. Ms. Shin motioned, Mr. Patrick seconded; with no objections, the Board unanimously approved.

Hiring Update

Ms. Mathes reviewed the hiring timeline and gave an update on the open positions and status. She informed the Board of the resignation of a leadership team member.

V. Racial Equity Team Update

Directors were provided with the minutes and material from the KUOW Racial Equity Team meetings in July. Ms. Shin tabled the report until the next Board meeting.

VI. Other Business

Ms. Shin proposed that the meeting time for future Board meetings be extended by half an hour (4:00 PM – 6:30PM). A draft calendar for 2018 board and committee meeting dates/times will be present for consideration at the annual meeting in November 2017.

VII. Adjournment

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:20 PM. *The next annual meeting of the Board will take place on November 3, 2017 @ 4:00 PM.*

Respectfully Submitted on November 3, 2017 by
Steve Hill, Secretary
Fieta D. Robinson
KUOW PSPR Board Liaison



**PUGET SOUND PUBLIC RADIO
SPECIAL TELEPHONIC BOARD OF DIRECTORS
MEETING
SEPTEMBER 18, 2017 8:15 AM – 9:00 AM**

APPROVED MINUTES

Upon notice duly given, a special telephonic meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was called on September 18, 2017 at 9:00 AM.

ATTENDING VIA CONFERENCE CALL: Haeryung Shin (Board Chair), Robert Stokes, Maryfrances Lignana, Vivian Phillips, Susan Queary, Jon Schorr, Andy McGovern, Judy Endejan, Mark Ashida, Randy Hodgins Nicholas Patrick, Colleen Echohawk, Hanson Hosein, Indranil Ghosh and Steve Hill

ABSENT: Shauna Causey, Virginia Anderson and Weir Harman

ALSO ATTENDING (STAFF): Janice McKenna and Fieta Robinson

I. Meeting Called to Order

Chair Haeryung Shin called the meeting to order at 8:18 AM. Ms. Shin asked directors if there were any conflicts of interest. No conflicts were expressed.

II. Chair Comments

Notice was hereby given of an emergency meeting of the board of directors of KUOW/Puget Sound Public Radio (the Board), to be held by telephonic connection on Monday, September 18, 2017 at 8:15 am. The purposes of the meeting are to discuss and vote upon: (1) the station’s request for a further lease amendment in respect of additional space adjacent to the current space at the same per square foot lease rate as is in effect for the master lease, as amended by our vote at the Board’s regular meeting on September 14, 2017, and (2) the station’s request for an increase (in aggregate amount of \$495,100) to the set-aside previously approved by the Board for the construction and buildout of the station’s expansion space.

III. Lease Amendment and Facilities Expansion

Management is requesting Board approval to acquire and align the additional lease space for 4516 University Way NE with the master lease amendment for the second floor of 4518 University Way NE (which the Board already approved). Additional lease operating costs will be \$41,466 in FY18 (6 months) and \$82,932 in FY19 and are also presented as a draw on the reserve.

Ms. Shin called for a motioned to approval to lease the additional 2,392 square feet of office space (the “Additional Space”) located at 4516 University Way NE at a lease rate of \$34.67/square foot (which is the same as that in Amendment 4) and an aggregate cost of \$82,932 annually. Mr. Patrick motioned and Mr. Ghosh seconded; with no objections, the Board approved the lease of the Additional Space.

Ms. Shin called for a motion for approval to set-aside an additional \$495,100 of the station’s unrestricted operating reserve to cover (a) an estimated 5% landlord contract fee, (b) the cost of the buildout of the Additional Space and (c) a 15% contingency for the entirety of the construction costs. Mr. Stokes motioned and Mr. Ashida seconded; with no objections and the provision that Management is required to come back to the Board if costs exceed these estimates, the Board approved.

09/18/2017 APPROVED BOD MINUTES

RESERVE ANALYSIS as of 9/14/17			
	Pre-Audit		
Reserves	At 6.30.17	FY18 Budget	FY19 Extrap
as of 6.30.17			
Cash	300,721	300,721	300,721
Bernstein ST	2,279,766	2,279,766	2,279,766
Bernstein LT	6,209,550	6,209,550	6,209,550
Endowment ¹	4,195,162	4,077,162	3,959,162
	12,985,199	12,867,199	12,749,199
Net from Operations	(753,793)	(1,794,794)	(26,179)
Additional lease		(41,466)	(82,932)
Depr/Amort	507,360	624,049	624,049
Capital purchases	(49,339)	(516,000)	(150,000)
Net	12,689,427	11,138,988	13,114,137
Endowment	4,195,162	4,077,162	3,959,162
Restricted	383,318	1,000,000	1,000,000
Operating reserve	3,747,349	4,373,978	4,488,275
Digital	397,436	500,000	702,564
GMIF	262,179	-	-
Facilities-FY18 & FY19	-	1,056,000	1,506,669
Contingency	-	-	384,400
Landlord contract fee			110,683
Subtotal	8,985,443	11,007,140	12,151,752
Undesignated	3,703,983	131,848	962,384
Net	12,689,427	11,138,988	13,114,137
Additional impact on net from operations:			
Monthly/Full year	\$ 6,911.00	\$ 41,466.00	\$ 82,932.00
# of months		6	12 mos
¹ Reduction in FY18/FY19 Endowment reflects drawdown			

IV. Adjournment

There being no further business, Ms. Shin adjourned the special PSPR Board telephonic meeting at 8:35 AM. *The next annual meeting of the Board will take place on November 3, 2017 @ 4:00 PM.*

Respectfully Submitted on November 3, 2017 by
 Steve Hill, Secretary
 Fieta D. Robinson
 KUOW PSPR Board Liaison



APPROVED MINUTES

ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS NOVEMBER 3, 2017 MEETING 4:00 P.M. – 6:00 P.M.

Upon notice duly given, the Annual meeting of the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at UW Club, 4020 E. Stevens Way N.E., Seattle WA 98105.

PRESENT: Haeryung Shin (Board Chair), Judy Endejan, Chris Higashi, Steve Hill, Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Maryfrances Lignana, Bob Stokes, Shauna Causey, Wier Harman, Vivian Phillips, Susan Queary, Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein, Randy Hodgins and Caryn Mathes (President & CEO)

GUESTS: Scott Winn, Cameron Hewes, Caitlin Duffy, Chris Jay, David Roberts, Filiz Efe McKinney, Heidi De Laubenfels, Paul Butler, Susan Sigl and Elizabeth Scallon

ALSO ATTENDING (STAFF): Dane Johnson, Dana Faust, Elizabeth Hovance, Jennifer Strachan, Jenna Montgomery, Stewart Meyer, Janice McKenna, Karyn Andriesen, and Fieta Robinson (EA/Board Liaison)

I. MEETING CALLED TO ORDER

Chair Haeryung Shin welcomed the members and guests. Ms. Shin called the meeting to order at 4:04 pm. She invited attending members, staff and guests to introduce themselves.

Ms. Shin asked directors disclosed any conflicts of interest. Ms. Endejan reported that the UW/KUOW legal counsel for FCC related matters, Schwartz Woods & Miller merged with her law firm Garvey Schubert Barer.

Ms. Shin referenced the materials in the Board meeting packet provided to members on October 31, 2016. Meeting packet included the consent agenda - September 14, 2017 and September 18, 2017 draft minutes; KUOW fiscal year 2017 audited financial statements; Committee reports; and proposed resolutions to elect and re-elect board directors and officers.

II. BOARD BUSINESS

Approval of Consent Agenda

Ms. Shin called for a motion to pass the consent agenda. A motion was duly made and seconded; with no objections, the Board approved the consent agenda as presented. Ms. Shin welcomed the new Directors to the PSPR Board.

Election and Re-election of Community Board Members

In accordance to Article III, Section 7 of the Bylaws amended as of September 15, 2016, the following individuals are hereby elected to the serve as Community Directors of the PSPR Board for a three-year term ending in 2020.

- Caitlin Duffy
- Chris Jay
- David Roberts
- Filiz Efe McKinney
- Heidi De Laubenfels
- Paul Butler
- Susan Sigl

In accordance to Article III, Section 7 of the Bylaws amended as of September 15, 2016, the following individuals are hereby elected to the serve as University Director of the PSPR Board for a three-year term ending in 2020.

- Elizabeth Scallon



**ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS
NOVEMBER 3, 2017 MEETING
4:00 P.M. – 6:00 P.M.**

In accordance to Article III, Section 7 of the Bylaws amended as of September 15, 2016, the following individuals are hereby re-elected to the serve as Community Directors of the PSPR Board for another three-year term ending in 2020.

- Indranil Ghosh
- Vivian Phillips

Election of 2018 Board Officers and Committee Chairs

As recommended by the Governance Committee, and in accordance to Article IX, Section 1 of the Bylaws amended as of September 15, 2016, the PSPR Board of Directors approved the appointment the following Directors to serve as Board Officers and Committee Chairs for a one-year term expiring in 2018 at the annual meeting or until his or her successor is elected and qualified:

Board Officers

- Haeryung Shin, Chair
- Mark Ashida, Vice Chair
- Jon Schorr, Treasurer
- Andy McGovern, Secretary

Committee Chairs

- Jon Schorr, Finance and Audit Committee Chair
- Bob Stokes, Governance Committee Chair
- Virginia Anderson, Development Committee Co-Chair
- Heidi de Laubenfels, Development Committee Co-Chair
- Mark Ashida, Strategic Planning Committee Chair

PSPR 2018 Committees and Appointed Members

The following individuals are hereby appointed to the serve as voting Members of the PSPR Board Committee(s) for a one-year term ending in November 2018 or until her/his successor is elected and qualified:

Finance & Audit Committee

1. Jon Schorr, Chair
2. Susan Queary
3. Randy Hodgins
4. Haeryung Shin
5. Susan Sigl
6. Chris Jay
7. Filiz Efe McKinney

Governance Committee

1. Robert Stokes, Chair
2. Wier Harman
3. Virginia Anderson
4. Colleen Echohawk
5. Indranil Ghosh
6. Haeryung Shin
7. Heidi de Laubenfels

Strategic Planning Committee

1. Mark Ashida, Chair
2. Shauna Causey
3. Indranil Ghosh
4. Wier Harman
5. Hanson Hosein
6. Andy McGovern
7. Nicholas Patrick
8. Haeryung Shin
9. Caitlin Duffy
10. Elizabeth Scallon



ANNUAL MEETING OF THE PSPR BOARD OF DIRECTORS
NOVEMBER 3, 2017 MEETING
4:00 P.M. – 6:00 P.M.

Development Committee

1. Virginia Anderson, Co-Chair
2. Heidi DeLaubenfels, Co-Chair
3. Vivian Phillips
4. Haeryung Shin
5. Robert Stokes
6. Filiz Efe McKinney
7. Paul Butler
8. David Roberts

Executive Committee

1. Haeryung Shin, Chair
2. Mark Ashida, Vice Chair
3. Andy McGovern, Secretary
4. Jon Schorr, Treasurer/Finance Chair
5. Robert Stokes, Governance Chair
6. Virginia Anderson, Development Co-Chair
7. Heidi DeLaubenfels, Development Co-Chair
8. Mark Ashida, Strategic Planning Chair
9. Randy Hodgins, UW Licensee Director
10. Caryn Mathes, President

Board approved the appointment the following individuals to the serve as non-voting Members of the PSPR Board Committee for a one-year term ending in November 2018, as follows:

Finance & Audit Committee

- Steve Hill
- Cameron Hewes

Governance Committee

- Judy Endejan

III. COMMITTEE REPORTS

Development Committee

Mr. Ghosh gave an update on KUOW’s first Sound Voices Luncheon. Management will hold another Sound Voices Luncheon in the fall of 2018. He spoke about the launch of two Development initiatives - the “Emeritus Board” and the “Sound Culture Initiative – Arts & Culture at KUOW”.

The Board Chair and Committee recognized and acknowledged Mr. Ghosh’s leadership as Chair of the Development Committee since 2015. They thanked him for his commitment and service.

Executive Committee

Directors were provided with the 2018 Board and Committee Meeting Schedule. Ms. Shin spoke briefly about the meetings attendance and quorums. Send a note to board liaison and committee chair if you have a schedule conflict.

IV. STATION BUSINESS

President’s Address & YTD Progress

Ms. Mathes gave an update on the state of the station. KUOW Senior Team presented year-to-date updates on projects and new initiatives. Directors received highlights on fiscal year 2017 annual audience digital consumption; overview of the marketing and communication plan; presentation on the refresh of the “Outside In” approach in content; and year-to-date revenue progress against Development and Business Support goals.



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NOVEMBER 3, 2017 MEETING
4:00 P.M. – 6:00 P.M.**

Racial Equity

Ms. Mathes spoke about the organizations commitment to racial equity and diversity, underlining the importance establishing a racial equity team and its benefits. Their racial equity consultant, Scott Winn provided an overview of the KUOW Racial Equity Team charter and a year-to-date progress update.

V. RECOGNITION OF RETIRING DIRECTORS

Ms. Mathes, Ms. Shin and fellow Directors, expressed their appreciation for the retiring board directors Judy Endejan, Steve Hill and Maryfrances Lignana; acknowledging their years of services, commitment and contribution to KUOW and the PSPR Board.

VI. OTHER BUSINESS

Ms. Shin invited directors and the public to bring forth other business before the board. Mr. Stokes spoke briefly about the board orientation meeting scheduled for December 2017.

VII. ADJOURNMENT

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:30 PM. *The next meeting of the Board will take place on January 25, 2018.*

Respectfully submitted,
Andy McGovern, Secretary
01/25/2018



APPROVED MINUTES

PSPR BOARD OF DIRECTORS JANUARY 25, 2018 MEETING 4:00 P.M. – 6:30 P.M.

Upon notice duly given, the Annual meeting of the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at the Alumni Building, 1415 15th Avenue, Seattle WA 98105.

PRESENT: Haeryung Shin (Board Chair), Indranil Ghosh, Jon Schorr, Mark Ashida, Colleen Echohawk, Bob Stokes, Caitlin Duffy, Chris Jay, David Roberts, Filiz Efe McKinney, Heidi De Laubenfels, Paul Butler, Susan Sigl, Elizabeth Scallon, Shauna Causey, Wier Harman, Vivian Phillips, Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein, Randy Hodgins and Caryn Mathes (President & CEO)

ALSO ATTENDING (STAFF): Brendan Sweeney, Ross Reynolds, Dane Johnson, Dana Faust, Elizabeth Hovance, Jennifer Strachan, Jenna Montgomery, Stewart Meyer, Janice McKenna, Karyn Andriesen, and Fieta Robinson (EA/Board Liaison)

I. MEETING CALLED TO ORDER

Chair Haeryung Shin welcomed the members and guests. Ms. Shin called the meeting to order at 4:02 pm. She invited attending members, staff and guests to introduce themselves.

II. APPROVAL OF MINUTES

Ms. Shin called for the approval of the minutes of the November 3, 2017 Annual Board of Directors Meeting. Mr. Ashida motioned and Ms. Sigl seconded; with a minor change to the attendance and no objections, the Board approved the minutes.

III. BOARD BUSINESS

Resignation of PSPR Board of Director

Ms. Shin reported that due to a continuing conflict of interest, Susan Queary has resigned from the PSPR Board effectively January 22, 2018. The Board acknowledged her commitment and service.

Election of 2018 Committee Co-Chair & Committee Member

As recommended by the Governance Committee, and in accordance to Article IX, Section 1 of the Bylaws amended as of September 15, 2016, the PSPR Board of Directors approved the appointment the following Director to serve as Co-Committee Chair and Member for a one-year term expiring in 2018 at the annual meeting or until her successor is elected and qualified:

Finance Committee

- Susan Sigl, Co-Chair

Executive Committee

- Susan Sigl, Finance and Audit Committee Co-Chair

IV. COMMITTEE REPORTS

Development Committee

Mr. Stokes provided the Board with a copy of the KUOW/PSPR Insurance that includes the D/O Insurance. The D/O insurance limit of liability was increases per the board’s request.



APPROVED MINUTES

PSPR BOARD OF DIRECTORS JANUARY 25, 2018 MEETING 4:00 P.M. – 6:30 P.M.

Finance Committee

Mr. Schorr reported that the Committee is currently working on finalizing the Investment Policy Statement. He is also working with Management on the 2017 Form 990. The Board will be provided a copy to review at the next meeting.

Secretary Update

Mr. McGovern will work with the Board Liaison to refine the Board and Committee Action List. Directors were asked to review the current action list provided in the board meeting packet.

V. STATION BUSINESS

President's Address & YTD Progress

Ms. Mathes gave an update on the state of the station. KUOW Senior Team presented year-to-date updates on projects and new initiatives. Directors received an update on the "Ask A" series; an update and overview on AudioShop and its new direction; presentation on the Facilities Expansion and timeline for completion; and year-to-date revenue progress against Development and Business Support goals.

VI. EXECUTIVE SESSION

Ms. Shin called for an executive session to discuss a current pending legal matter and to discuss personnel issues.

VII. ADJOURNMENT

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:30 PM. *The next meeting of the Board will take place on March 22, 2018.*

Respectfully submitted on March 22, 2018 by
Andy McGovern, Secretary
Fieta Robinson, Board Liaison



**PSPR BOARD OF DIRECTORS
MARCH 22, 2018 MEETING
4:30 P.M. – 6:30 P.M.**

Upon notice duly given, the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at the Alumni Building, 1415 15th Avenue, Seattle WA 98105.

PRESENT: Haeryung Shin (Board Chair), Jon Schorr, Mark Ashida, Colleen Echohawk, Caitlin Duffy, Chris Jay, David Roberts, Filiz Efe McKinney, Heidi de Laubenfels, Paul Butler, Susan Sigl, Elizabeth Scallon, Shauna Causey, Wier Harman, Vivian Phillips, Andy McGovern, Virginia Anderson, Nicholas Patrick, Hanson Hosein, Randy Hodgins and Caryn Mathes (President & CEO)

ALSO ATTENDING (STAFF): Dana Faust, Melissa Laird, Hollie Siegel, Jemma Hovance, Jennifer Strachan, Stewart Meyer, Karyn Andriesen, and Fieta Robinson (EA/Board Liaison)

I. MEETING CALLED TO ORDER

Chair Haeryung Shin welcomed the members and guests. Ms. Shin called the meeting to order at 4:32 pm. She invited attending members, staff and guests to introduce themselves. There were no conflict of interests expressed.

II. APPROVAL OF CONSENT AGENDA

Ms. Shin called for the approval of the consent agenda as presented. With no objections, the Board unanimously approved the following:

- *January 25, 2018 Board Minutes*
- *Amended and Restated Statement of the Investment Policy and Procedures 3/22/2018 (IPS)*
- *Establishment of Finance/Audit Investment Subcommittee (FISC)*
- *Appointment of FISC Chair and Members*

As recommended by the Finance Committee, the PSPR Board of Directors approved the appointment the following Directors and Members to serve as voting members of Investment Subcommittee for a one-year term expiring in 2018 at the annual meeting or until her successor is elected and qualified:

Finance/Audit Investment Subcommittee (FISC)

- Susan Sigl
- Christopher Jay
- Cameron Hewes
- Steve Hill

- *Election of 2018 Committee Chair & Committee Member*

As recommended by the Executive Committee, and in accordance to Article IX, Section 1 of the Bylaws amended as of September 15, 2016, the PSPR Board of Directors approved the appointment the following Director to serve as Committee Chair and Member for a one-year term expiring in 2018 at the annual meeting or until her successor is elected and qualified:

Governance Committee

- Indranil Ghosh, Chair
- David Landau, Member (non-voting)

Executive Committee

- Indranil Ghosh, Member



**PSPR BOARD OF DIRECTORS
MARCH 22, 2018 MEETING
4:30 P.M. – 6:30 P.M.**

III. **BOARD BUSINESS**

Acknowledgement of Retiring PSPR Board of Director

Ms. Shin read the resolution recognizing Susan Queary and Robert Stokes for their service to the Board and KUOW. Members expressed their sincere and deep appreciation for their contribution in setting a prudent financial direction and strategic path for KUOW in the media industry.

IV. **COMMITTEE REPORTS**

Executive Committee

Ms. Shin announced that the Board Retreat discussed the May 12th, 2018. She also informed the Directors of that there will be a retiree event to acknowledge Mr. Stokes and Ms. Queary in May or June.

Finance Committee

Mr. Schorr reported that the Form 990 has been by the auditors. He discussed the implication and impact of the 990's and IRS interests. The deadline to submit is on May 15, 2018. Mr. Jay and Mr. Schorr discussed the Investment Manager's recommendation regarding U.S. Stock vs Emerging Markets allocations. The committee approved an allocation change from 70% to 60% U.S. Stock with 10% difference going to emerging markets.

Development Committee

Ms. de Laubenfels discussed the Development Playbook, a how-to guide created for the Board on fundraising and community engagement efforts. The Committee requested that all Directors read the playbook and offer feedback at the next board meeting. Ms. Anderson gave an overview of their revised charter and work plan. She highlighted four main events Directors are requested to attend. The committee is looking for suggestions for the Sound Voices luncheon. In particular, local speakers to discuss topics relevant to our area. The Major Gift Team is looking for a Directors to sponsor a table at the luncheon.

Secretary Update

Mr. McGovern continues work with the Board Liaison to refine the Board and Committee Action List. The action list will be moved to a collaborative program on the board site to be accessible by all chairs.

Strategic Planning Committee Update

Mr. Ashida gave an overview of the next Strategic Planning Committee meeting. Outlining its purpose and expected outcomes.

President's Address & YTD Progress

Ms. Mathes gave an update on the state of the station and year-to-date revenue progress against Development and Business Support goals. Year-to-date revenues as of February 2018 are 18.6% over budget and 30.4% over the same period last year. Revenue was down in February (0.3%) from budget and (1.7%) from last year. Business Support YTD revenues are 18.1% over budget and 30.1% over last year. In total, YTD expenses were under budget in by \$785.8k. Additionally, Ms. Mathes provided a status report on hiring and factors contributing to hiring delays.

Ms. Hovance presented data on the adoption of smart speakers and discussed KUOW's strategy, plan and timeline for deliverables in FY18 and FY19. She spoke about KUOW owned flash briefing skill – an on demand news flash to



APPROVED MINUTES

PSPR BOARD OF DIRECTORS MARCH 22, 2018 MEETING 4:30 P.M. – 6:30 P.M.

launch in a few months. The Digital Team will continue to design original content and repurpose existing products for smart speakers. A directors requested to join the beta group for testing new skills. There was a brief conversation about security and privacy.

Racial Equity Team Update

Ms. Anderson reported that the Co-chairs of the Racial Equity (“RE”) met with KUOW Executive Team to review and refine the Team’s charter and purpose statement. The draft will be sent to the full Team for review and approval at the April meeting. She recommended that David Roberts join the RE Team. Haeryung moved; Jon seconded; there were no objections. The approved Mr. Roberts appointment to the Racial Equity Team.

Directors gave their feedback on their Racial Equity Training. All who attended expressed gratitude for the opportunity and thought the training was great.

V. EXECUTIVE SESSION

Ms. Shin called for an executive session to discuss a current pending legal matter and to discuss personnel issues.

VI. ADJOURNMENT

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:05 PM. *The next meeting of the Board will take place on May 24, 2018.*

Respectfully submitted on May 24, 2018 by
Andy McGovern, Secretary
Fieta Robinson, Board Liaison



APPROVED MINUTES

PSPR BOARD OF DIRECTORS MAY 24, 2018 MEETING 4:00 P.M. – 6:30 P.M.

Upon notice duly given, the **BOARD OF DIRECTORS** (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held at the Alumni Building, 1415 15th Avenue, Seattle WA 98105.

PRESENT: Haeryung Shin (Board Chair), Jon Schorr, Mark Ashida, Colleen Echohawk, Caitlin Duffy, Chris Jay, David Roberts, Filiz Efe McKinney, Heidi de Laubenfels, Paul Butler, Susan Sigl, Elizabeth Scallon, Shauna Causey, Vivian Phillips, Andy McGovern, Virginia Anderson, Nicholas Patrick, Randy Hodgins, David Landau and Caryn Mathes (President & CEO)

ABSENT: Weir Harman and Hanson Hosein

ALSO ATTENDING (STAFF): Dana Faust, Melissa Laird, Hollie Siegel, Jennifer Strachan, Stewart Meyer, Karyn Andriesen, Matt Albertson, Katie Seward, Justis Phillips and Fieta Robinson (EA/Board Liaison)

I. MEETING CALLED TO ORDER

Chair Haeryung Shin welcomed the members and guests. Ms. Shin called the meeting to order at 4:01 pm. There were no conflict of interests expressed. The Board excused David Landau for the board election.

II. APPROVAL OF MEETING AGENDA

Ms. Shin withdrew the board election and approval of the 4516 building lease from the consent agenda for further discussion. The board approved the agenda with changes.

III. APPROVAL OF CONSENT AGENDA

Ms. Shin called for the approval of the consent agenda as presented. With no objections, the Board unanimously approved the following:

- *March 22, 2018 Board Minutes*

IV. BOARD BUSINESS

Election of Board Director

As recommended by the Executive Committee, and in accordance to Article IX, Section 1 of the Bylaws, amended as of September 15, 2016, the KUOW PSPR Board of Directors elected **David Landau** to serve as Community Director to complete the expiring one-year term of a vacant seat ending in November 2018; and be re-elected in November 2018 for a full three year term or until her/his successor is elected and qualified.

With no objections, the Board unanimously approved.

4518 Lease Amendment

Management provided the amended lease to include the additional space for 4516 University Way NE with the master lease amendment for the second floor of 4518 University Way NE (which the Board already approved). Additional lease operating costs will be \$41,466 in FY18 (6 months) and \$82,932 in FY19 and are also presented as a draw on the reserve.

Ms. Shin called for a motioned to approval to lease the additional 2,392 square feet of office space (the “Additional Space”) located at 4516 University Way NE at a lease rate of \$34.67/square foot (which is the same as that in



APPROVED MINUTES

**PSPR BOARD OF DIRECTORS
MAY 24, 2018 MEETING
4:00 P.M. – 6:30 P.M.**

Amendment 4) and an aggregate cost of \$82,932 annually. Mr. Patrick motioned and Mr. Ghosh seconded; with no objections, the Board approved the lease of the Additional Space.

Motioned by McGovern and seconded by Mr. Patrick

						Revised
KUOW University Way Cost Analysis						
			Orig Space	2nd Fl	Monthly	
Current cost per square foot	Base ¹		39,925.46	18,813.38		
	Op Ex		16,974.25	-		
			56,899.71	18,813.38		\$ 75,713.09
	Sq Ft		19,693	7,167		
	Per Sq Ft	\$	34.67	\$ 31.50		
Total Space						
			Orig Space	2nd Fl	Monthly	
New cost structure-7/1/2018	Base ¹		44,716.52			
	Op Ex ²		17,483.48			
			62,199.99	22,636.84		\$ 84,836.84
	Sq Ft		19,693	7,167		
	Per Sq Ft	\$	37.90	\$ 37.90		
Increase				\$ 6.40		
4516 Cost³						
			Cur Costs	Alligned	Monthly	
4516 Cost³	Base ¹		\$ 5,041.80			
	Op Ex		\$ -			
	Storage		\$ 200.00	\$ 2,400.00		
			\$ 5,041.80	\$ 93,061.08		\$ 7,755.09
	Sq Ft		2,392	2,392		
Per Sq Ft	\$	25.29	\$ 37.90			
Cost per square foot increase 7.1.18				\$ 12.61		
Alumni Building⁴						
			Cur Costs	Alligned	Monthly	
			\$ 5,345.83	\$ 5,345.83		\$ 5,345.83
Estimated total/month without Alumni						\$ 92,591.93
¹ Next base rate CPI increase 7/1/2018 estimated at 12% (previous 2 were 8% and 16%) ² Estimated operating expense increase-3% ³ KUOW OTO portion of relocation of UDP= \$12,500 (FY18) ⁴ Overflow space rented until 9/30/18						
5/16/2018						



**PSPR BOARD OF DIRECTORS
MAY 24, 2018 MEETING
4:00 P.M. – 6:30 P.M.**

V. **COMMITTEE REPORTS**

Executive Committee

Board Retreat

Ms. Shin requested feedback from the May 12th, 2018 Board Retreat. Directors agreed that trust is crucial. The station needs to develop a method for measuring trust in the future. They ask that management follow up with how decision are made once they have a measurement for trust. The Board would like to be grounded in the vision, values and mission especially the principles surround trust.

GM Evaluation and Feedback

Mr. Ashida discussed the performance survey timeline and expectations for completion. Survey due by June 15, 2018.

Finance Committee

Mr. Schorr reported that the Committee met with KUOW management to discuss strategies for increasing the station revenue and key factors driving revenue predictions in the FY19 Budget. They shared details of the dynamics of projecting individual donor behavior, the potential for major gifts and grants and the landscape for business revenue. He recommended the Directors read the meeting minutes.

Governance Committee

Mr. Ghosh reported that the Committee discussed the next steps in revising and finalizing the PSPR By-Laws and its work plan, and the recommendation of David Landau to be voted on as a voting member of the board.

Development Committee

Ms. de Laubenfels discussed the Development Playbook, a how-to guide created for the Board on fundraising and community engagement efforts. The Committee requested that all Directors read the playbook and offer feedback at the next board meeting. Ms. Anderson gave an overview of their revised charter and work plan. She highlighted four main events Directors are requested to attend. The committee is looking for suggestions for the Sound Voices luncheon. In particular, local speakers to discuss topics relevant to our area. The Major Gift Team is looking for a Directors to sponsor a table at the luncheon.

Secretary Update

Mr. McGovern continues work with the Board Liaison to build out Planner for the Board action list. The list will be accessible to all Directors when completed.

Strategic Planning Committee Update

Mr. Ashida gave an overview of the joint meeting with the Finance Committee on May 15th, 2018 to discuss the FY19 budget and new initiatives.



APPROVED MINUTES

PSPR BOARD OF DIRECTORS MAY 24, 2018 MEETING 4:00 P.M. – 6:30 P.M.

President's Address & YTD Progress

Ms. Mathes gave an update on the state of the station and year-to-date revenue progress against Development and Business Support goals. Year-to-date revenues as of February 2018 are 18.6% over budget and 30.4% over the same period last year. Revenue was down in February (0.3%) from budget and (1.7%) from last year. Business Support YTD revenues are 18.1% over budget and 30.1% over last year. In total, YTD expenses were under budget in by \$785.8k. Additionally, Ms. Mathes provided a status report on hiring and factors contributing to hiring delays.

Racial Equity Team Update

Directors gave their feedback on their Racial Equity Training. All who attended expressed gratitude for the opportunity and thought the training was great.

VI. EXECUTIVE SESSION

Ms. Shin called for an executive session to discuss a current pending legal matter and to discuss personnel issues.

VII. ADJOURNMENT

There being no further business, Ms. Shin adjourned the PSPR Board meeting at 6:05 PM. *The next meeting of the Board will take place on July 12, 2018.*

Respectfully submitted on May 24, 2018 by
Andy McGovern, Secretary
Fieta Robinson, Board Liaison