



**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS MEETING
THURSDAY, SEPTEMBER 24, 2020
4:30 PM – 6:30 PM**

Please register in advance for this meeting using link below:

https://washington.zoom.us/meeting/register/tJcrduGqrT0qGtMtjJZ6YQ30NmI61KW9A_IZ

After registering, you will receive a confirmation email containing information about joining the meeting.

MEETING AGENDA

Meeting Objectives

- Land on recommended board composition and roles for 2021
- Approve the board’s new Conflict of Interest policy
- Consider how KUOW’s DEI work intersects with the Board

Discussion Questions

- How do we envision the board’s ongoing engagement in strategic planning?
- What is the best way for the board to connect with KUOW’s racial equity work?
- Are we ready to elect new leadership and members in November at the annual meeting?

Topics of Discussion

4:30 – 4:35 PM	1. Welcome and Call to Order	Exhibit #	Page #	Presenter(s)
	A. Meeting Objectives			Heidi de Laubenfels
	B. Invitation to Disclose Possible Conflicts of Interests			
	C. Invitation for Additional Agenda Topics			
	D. Approval of Agenda	Exhibit 0	Pg1-3	
(ACTION)	E. Approval of June 25, 2020 Board of Directors Annual Budget Meeting Minutes	Exhibit 1	Pg4-10	
4:35 – 5:35 PM	2. Committee Business & Updates			
	a. Development Committee	Exhibit 2		Filiz Efe McKinney
(4:35-4:45)	➤ August 19, 2020 Meeting Minutes	2a.	Pg11-13	
	➤ FY20 Actuals & FY21 Goals	2b.	Pg14-17	
	➤ Emeritus Board Update			
	➤ Board Engagement Opportunities			
	b. FISC/Finance Committee	Exhibit 3		Christopher Jay Jon Schorr
(4:45-4:55)	➤ August 18, 2020 Meeting Minutes	3a.	Pg18-19	
	➤ Q2 2020 Quarterly Investment Review	3b.	Pg20-58	
	➤ Socially Responsible Investment ESG Memo	3c.	Pg59-60	
	➤ FYE FAQ, June 2020	3d.	Pg61-64	
	➤ July Financials, Cash Flow Navigation	3e.	Pg65-70	
	➤ August YTD Financials/Cash Flow Navigation	3f.	Pg71-77	

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.



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(4:55-5:25)	c. Governance Committee	Exhibit 4	Virginia Anderson
	➤ July 28, 2020 Meeting Minutes	4a. Pg78-79	Sharon Kioko
	➤ September 1, 2020 Meeting Minutes	4b. Pg80-81	
	➤ Summary of Board Committee Leadership Survey		
	➤ Board Recruitment and Recommendations		
	○ Board Composition	4c. Pg82-83	
	○ 2021 Board Prospects	4d. Pg84-86	
	○ 2021 Board Officers & Committee Assignments	4e. Pg87	
	➤ Board Governance Documents		
	○ Overview of New COI documents	4f. Pg88	David Landau
	○ Conflict of Interest Policy	4g. Pg89-97	
	○ Conflict of Questionnaire	4h. Pg98-106	
	○ Board Member Duties Acknowledgement	4i. Pg107-108	
	➤		
(5:25-5:45)	d. Strategic Planning Committee	Exhibit 5	Irwin Goverman Shauna Causey
	➤ Strategic Sessions Update		
	➤ August 10, 2020 Strategy Summary	5a. Pg109-113	
	➤ August 31, 2020 Strategy Summary	5b. Pg114-116	
	➤ NorthStar Outcomes & Core Objectives Overlay	5c. Pg117-122	Caryn Mathes
(5:45-6:00)	e. Racial Equity Update	Exhibit 6	David Roberts
	➤ Furthering Racial Equity at KUOW, Staff Letter	6a. Pg123-129	
	➤ Update on Racial Equity/DEI Plan YTD	6b. Pg130-134	
	➤ KUOW PSPR Board DEI Statement	6c. Pg135	
(6:00-6:10)	f. Executive Committee	Exhibit 7	Heidi de Laubenfels
	➤ September 10, 2020 Meeting Minutes	7a. Pg136-138	
	➤ November Annual Board Meeting		
	➤ December Implicit Bias Training and Board Orientation		
6:10– 6:15 PM	3. Other Business/Public Comment		Heidi de Laubenfels
6:20 PM	4. Open Session Adjourn		Heidi de Laubenfels
6:20– 6:30 PM	5. Executive Session		Heidi de Laubenfels

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6:30 PM	6. Executive Session Adjourn	Heidi de Laubenfels
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Next Board Committee Meetings

October

Thursday, October 1 & 14: Strategic Planning Committee

Wednesday, October 7: Governance Committee

Wednesday, October 21: Development Committee

Tuesday, October 27: Finance & Audit Committee

November

Thursday, November 4: Executive Committee

PSPR Full Board Meetings

November

Thursday, November 19: FY21 Annual Board Meeting, 4:30 – 6:30 PM

December

Friday, December 11: Implicit Bias Training Workshop & Board Orientation

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**PUGET SOUND PUBLIC RADIO
BOARD OF DIRECTORS
SEPTEMBER 24, 2020 MEETING
4:30 p.m. – 6:30 p.m.**

APPROVED MINUTES

Upon notice duly given, a virtual meeting of the PSPR BOARD OF DIRECTORS (the “Board”) of KUOW/Puget Sound Public Radio (“KUOW”) was held on September 24, 2020 at 4:30 PM via Zoom.

PRESENT: Heidi de Laubenfels (Chair), Andy McGovern (Vice Chair/Secretary), Jon Schorr (Treasurer), Vivian Phillips, Indranil Ghosh, Caitlin Duffy, Christopher Jay, Filiz Efe McKinney, David Landau, Irwin Goverman, Randy Hodgins, Sharon Kioko, Shauna Causey, David Roberts, Erika Nesholm, Liam Lavery, Virginia Anderson, Lisa Nitze, Mark Ashida, Paul Butler and Robert W Palmatier

ABSENT: Caryn Mathes (President & CEO), Ian Warner, Colleen Echohawk, Nicholas Patrick, Wassef Haroun, Demetria Elmore, and Aaron Rocke

ALSO ATTENDING: (KUOW Staff) Stewart Meyer, Fieta Robinson (EA/Board Liaison), Ryleigh Brimhall, Matt Albertson, Janice McKenna, Sarah Freeman, Hollie Seiler and Aimee White

(Members of the Public) Nancy Garland (UWAG)

I. Meeting Called to Order

Chair Heidi de Laubenfels welcomed the members and guests. Ms. de Laubenfels called the meeting to order at 4:32 PM. Directors were invited to disclose any conflict of interest. There were none.

Approval of Minutes

Ms. de Laubenfels called for a motion to approve the June 25, 2020 Board of Directors Meeting minutes. Mr. Goverman moved, and Ms. Anderson seconded. With no objections, the Board approved the minutes as presented.

II. Committee Reports

Development Committee

Ms. McKinney discussed the multiple opportunities for Board Members. Mr. Albertson mentioned the Development Staff worked with Board Members individually to help better align these opportunities to each member. There was an Emeritus Board Transition as Jon Bridge stepped down as Chair and Judy Endejan was named as the new Chair. Also, Ms. McKinney presented FY20 Actuals and FY21 Goals; Major Gifts & Memberships ended strong, but Business Support had slowed at the end of FY20 due to COVID. Ms. McKinney congratulated Development Committee member, Vivian Phillips, on accepting a role with the Communication Advisory Committee for UW Foundation Board.

FISC/Financial Committee

Mr. Jay updated the board on the Station’s investments, KUOW had recouped COVID loss from end of FY20 and are ahead for FY21. The FISC Committee had decided to proceed with transitioning the portfolio to partially Socially Responsible Investment. Mr. Schorr gave a brief timeline update for the redraft of the ISO policy. Ms. McKenna provided a brief YTD FY21 update on the Station’s Financials.

09.24.2020 APPROVED BOD MINUTES

Governance Committee

Dr. Kioko discussed the Board Committee Leadership Survey outcomes. The outcomes were overall positive with room for improvement around board member recruitment and with leadership assignments. Dr. Kioko presented the anticipated committee assignments for 2021; including who is left in 2020 and who has been recruited to be included for 2021. There had been a new Governance Subcommittee, to focus on Recruitment, added and the addition of a vice chair have been added to each committee. Mr. Landau presented the revised Board Governance Documents, Conflict of Interest Policy, Conflict of Interest Questionnaire, and Board Members Duties Acknowledgment.

Approval of Board Governance Documents

Ms. de Laubenfels called for a motion to approve the Board Governance Documents, Conflict of Interest Policy, Conflict of Interest Questionnaire, and Board Members Duties Acknowledgment. Ms. Anderson moved, and Dr. Kioko seconded. With no objections, the Board approved the documents as presented.

Strategic Planning Committee

Mr. Goverman discussed the formulation of the NorthStar and the six outcomes. Ms. Nitze presented how the outcomes were cross-referenced with core objectives and strategic tactics to confirm the alignment of the outcomes to KUOW Mission and Values.

Racial Equity Update

Mr. Roberts presented on letter, "Furthering Racial Equity at KUOW", from staff to management. Ms. Robinson presented on KUOW Racial Equity Work Plan Update from the Racial Equity Team.

Executive Committee

Ms. de Laubenfels discussed the November Annual Board Meeting Logistics and presented a reminder of the December Implicit Bias Training and Board Orientation.

III. **Executive Session and Adjournment**

Ms. de Laubenfels adjourned the meeting and entered an executive session at 6:02PM. The executive session ended at 6:14PM.

Executive Session Notice

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The next Board of Directors meeting will be taking place virtually on Thursday, November 19, 2020 at 4:30 PM via Zoom.

Respectfully Submitted,
Andy McGovern, Secretary
Fieta Robinson
KUOW PSPR Board Liaison