



## KUOW, PSPR April 25 Board Meeting (IN-PERSON)

KUOW

Thursday, April 25, 2024 at 4:30 PM PDT to Thursday, April 25, 2024 at 6:30 PM PDT

### Agenda

#### I. Welcome & Call to Order

4:30 PM

##### A. Land Acknowledgement

We ask for those engaging in this event to reflect on the lands which we reside and acknowledge all of the ancestral homelands and traditional territories of Indigenous peoples who have been here since time immemorial.

KUOW and the Board acknowledges the Coast Salish peoples of this land, the land which touches the shared waters of all tribes and bands within the Duwamish, Puyallup, Suquamish, Tulalip, and Muckleshoot nations.

##### B. 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?*

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

##### D. Overview of Meeting Purpose

##### E. Invitation for Additional Topics

##### 1. Motion to Acknowledge the Board has received the Form 990

Presenter: Jessica Dial

##### F. Approval of Board Meeting Minutes

#### II. Resolution and Acknowledgement of Enrique Cerna

4:33 PM

Presenter: Kerry Swanson

#### III. UUR Presentation: Digital Narrative w/ Annette

4:38 PM

#### IV. Committee Business

5:18 PM

##### A. Diversity, Equity and Inclusion

##### 1. March 7th Draft Meeting Minutes

##### 2. Exhibits

##### B. Governance

##### 1. March 14th Draft Meeting Minutes

##### 2. Exhibits



**C. Reach & Resource**

1. April 1st Draft Meeting Minutes
2. Exhibits

**D. Finance & Audit**

1. April 11th Draft Meeting Minutes
2. Exhibits

**E. Executive Committee**

**V. CEO Assessment**

**5:38 PM**

Presenter: Heidi de Laubenfels

**Assessments DUE:**

**Friday, May 3rd**

**VI. Board Retreat Debrief**

**5:43 PM**

Presenter: Heidi de Laubenfels

**VII. Station Business**

**A. UUR Dashboard Overview**

**6:03 PM**

**B. February & March Financial Summaries**

**C. RET Update**

**6:08 PM**

**VIII. Additional Topics**

**6:13 PM**

**IX. Upcoming Meetings**

**DEI**

- Thurs. May 2nd
- o 3:30 - 5:00PM

**GOV**

- Thurs. May 9th
- o 3:00 - 4:30PM

**R&R & FIN**

- Thurs. May 23rd
- o 3:30 - 5:00PM

**X. Public Comment**

**6:23 PM**

**XI. Executive Session**

**XII. Adjournment**

**6:28 PM**





# APPROVED KUOW, PSPR April 25 Board Meeting Minutes

KUOW – Zoom & In-Person | Thursday, April 25, 2024 at 4:30 PM PDT

In-Person Location | 4518 University Way NE Seattle, WA 98125

Virtual Location | Zoom

## Attendance

**Members Present:** Mark Ashida, Enrique Cerna, David Chan, Gabrielle Nomura Gainor, Wassef Haroun, Christopher Jay, David Landau, Heidi de Laubenfels, Caryn Mathes, Andy McGovern, Claire O'Donnell, Lucrezia Paxson, Jamie Robinson, Kevin Schofield, Raina Wagner, Ian Warner

**Members Absent:** Laura Canate, Irwin Gorman, Sarah Norris Hall, Randy Hodgins, David Iyall, Michelle Merriweather, Roshni Naidu, Sharon Nyree Williams

**Staff Present:** Ryleigh Brimhall, Shawnteasha Crow, Jessica Dial, Marshall Eisen, Annette Promes, Fieta Robinson, Kerry Swanson

**Members of the Public:** Matt Albertson, Andy Hurst, Gina Kilbridge, Kim Lowe

- I. **Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:33pm
  - A. **Land Acknowledgement** | Mr. McGovern read the KUOW/PSPR Land Acknowledgement, acknowledging the Indigenous tribes and nations of the Puget Sound area.
  - B. **Board Engagement Through an Equity Perspective** | Mr. McGovern asked the Committee to read and reflect on the DEI questions centering equity at the Board meeting and in discussion.
  - C. **Invitation to Disclose Possible Conflicts of Interest** | Mr. McGovern called for conflict of interests, and none were expressed.
  - D. **Overview of Meeting Purpose** | Mr. McGovern gave an overview of the meeting's purpose which included a presentation about KUOW's Digital Narrative.
  - E. **Invitation for Additional Topics** | An additional topic of Acknowledging the Form 990 was added to the meeting agenda. Due to time, Mr. McGovern adjusted the meeting's agenda to have Ms. Promes' presentation ahead of Committee Business.
    1. Due to time, Mr. Cerna asked for his resolution and acknowledgment be moved up in the meeting's agenda.
    2. Resolution and Acknowledgement of Enrique Cerna
      - a. Mr. Swanson gave thanks and words of acknowledgement to Enrique Cerna for his participation on the Board of Directors. Enrique Cerna resigned from the Board of Directors effective immediately and expressed thanks to his Board colleagues.
  - F. **Motion to Acknowledge the Board has Received the Form 990** | Mr. McGovern called for a motion for the Acknowledgement of the Board receiving the Form 990.
    1. **Motion:** The motion was moved by Mark Ashida and was seconded by Christopher Jay. With no objections the Board approved of Acknowledging the Form 990.



- G. **Approval of Board Meeting Minutes** | The Committee had three sets of meeting minutes to approve they were: Draft February 22<sup>nd</sup> Board Meeting Minutes, Draft March 30<sup>th</sup> Emergency Board Meeting Minutes, and Draft December 14<sup>th</sup> (2023) Emergency Exec and Board Meeting Minutes. Mr. McGovern called for a motion to approve the three sets of Board minutes.

**Motion:** The motion was moved by Heidi de Laubenfels and seconded by Raina Wagner. With no objections, the meeting minutes were approved.

- II. **UUR Presentation** | Mr. McGovern had the Committee read the Digital Product Roadmap ahead of Ms. Promes' presentation on KUOW's FY25 Digital Roadmap. This presentation is a continued conversation of the Digital Product discussion that began at the March Board Retreat. Ms. Promes' shared a major component to the Digital Roadmap was the implementation of process.

- A. **Goals:** The Digital Product team's goals center on predictable, dependable, and consistent delivery of the digital platforms needed to enable the user-, usage-, and revenue-delivering teams within the KUOW organization to thrive. Several productivity FY2025 goals have been identified, with others to be articulated as KUOW completes the FY2025 planning and budgeting process. We expect to have draft FY2025 metrics in mid-May 2024. The productivity metrics that we have identified so far include:
- 1) Support Donor Engagement team in acquiring 8,000 new donors through digital channels (mostly podcasts).
  - 2) Support Institutional Giving team in writing compelling, winning digital technology grant proposals.
  - 3) Complete 90% of committed digital product projects on time and on budget.
  - 4) Consistently deliver site releases every 3 weeks, on Tuesday mornings at 10 am, adjusting for holidays and blocked periods during pledge drives.
- B. **Process Improvements:** For FY2025, we have updated our prioritization approach for digital product development. We have created three classifications for projects and initiatives:
1. **Maintenance:** These projects are required to keep our existing digital infrastructure functional and running. They include bug fixes, required software upgrades, security and privacy compliance tasks, and stability and standardization projects. Projects in this category represent our table stakes work and have highest priority for resourcing.
  2. **Investments:** These initiatives represent our second highest priority for resourcing, and are intended to add new features, functionality, channels for audience development, and platforms to deliver news and information. They include things like launching new apps, adding archived content, improving donation paths, creating personalization, improving mobile accessibility, and improving platform navigability.
  3. **Grant-funded:** These initiatives represent large, multi-month, transformative, and discrete (one time, not recurring) bodies of work. Projects in this category are so large that our existing digital operating budget cannot support them without an influx of specific, restricted grant funding. To support this model, we have shifted our



institutional giving focus away from applying for up to 50 low five-figure grants, as we have done in previous years. We have shifted our strategy to applying for 5 to 10 six- and seven-figure restricted grants, which we will continue into FY2025.

**III. Committee Business** | Mr. McGovern had the Committee read the 2024 Committee Summaries and then led the Committee in discussion. Ms. O'Donnell discussed the Board Engagement Form from the Reach and Resource Committee. Mr. Warner discussed the potential need to codify the DEI Committee within the Bylaws. Ms. Wagner concluded the discussion portion with an update on Board recruitment and updating the bylaws with an equity lens in partnership with the DEI Committee and welcomed other Directors to join the taskforce.

- A. **Diversity, Equity and Inclusion** | The Committee had a robust discussion of the national 'attack' on DEI and how the Board might position itself in response. We also discussed coordination on those efforts with the Station and RET Team. Planning for DEI Training and improved attendance continued.
- B. **Governance** | Committee reviewed the workplan and discussed orientation updates for next year. Each Board Buddy reported on their contact(s) with new board members. Discussed recruitment plan and communications related to the roll out of the recruitment tool.
- C. **Reach & Resource** | We reviewed the proposed list of board engagement activities for 2024, which now includes a recommended top three, and then a set of additional activities that are either Board-directed or require staff support (meaning we need some quorum). The committee gave some feedback on how we can make the list more intuitive and clear. We also reviewed the takeaways from the recent staff leadership retreat, and the R&R department summaries to give feedback.
- D. **Finance & Audit** | We received the quarterly update from Berstein. The first half of the year has been positive but they are forecasting a slower economy during the second half due to the high rate of inflation and the low probability of a Fed rate cut. We reviewed the Form 990 but because it was just received at the time of the meeting the Finance Committee decided to review the Form 990 offline in the coming week with email approval/comment, and if approved, it will be forwarded to the full Board for individual receipt acknowledgement. KUOW management presented their results in the search for a new auditor with their recommendation after looking at 4 firms is CLA CliftonLarsonAllen.

The Finance Committee discussed the recommendation. CLA was known to several board members and to Kerry Swanson and brings a knowledge of public radio and a good service reputation. The Finance Committee approved the recommendation of CLA. Pursuant to the process discussed at the full Board during the Offsite, the Finance Committee has forwarded the recommendation to the Executive Committee for final approval through a formal resolution. KUOW management then presented the financial results with projections for the full year with the results coming in with lower losses than originally projected due to KUOW management tightening expenditures. We then moved to an executive session.

- E. **Executive Committee** | We approved the new auditor, thanks to the board's decision to delegate this from full board to exec. Heidi outlined the CEO assessment which is now in full



swing and is due by 5/7/2024. Please get this done! Heidi also talked about next steps from the retreat; these are in draft form and will be shared with the full board at the 4/25 meeting along with retreat survey results.

- IV. **CEO Assessment** | Ms. de Laubenfels reminded the Committee of the deadline for the FY24 CEO Assessment. There was a misscommunication of the wrong due date (5/7/2024) and Ms. de Laubenfels clarified the actual due date of 5/3/24.
- V. **Board Retreat Debrief** | Ms. de Laubenfels encouraged the Committee to review the Retreat Summary and post-retreat activities as prepared by the Retreat facilitator Karen Hirsch. The Retreat taskforce had a debrief session and came to the conclusion a continuous conversation of utilizing a diverse Board is important to the Board and something to continue working on.
- VI. **Station Business**
  - A. **UUR Dashboard Overview** | Mr. Swanson presented to the Committee the changes the UUR dashboard since the March Board Retreat. Mr. Swanson presentation focused on the following topics: 1) changing the metrics around Users to reflect downloads and give management better insight on content; 2) month to month live streaming and consistency; 3) progress made in revenue as a result of the March pledge drive.
  - B. **February & March Financial Summaries** | Mr. Swanson began his overview with a comparison of Spring of FY23 to FY24, as stated in the March Financial Summary, KUOW's Spring drive raised 133% of the revenue from its FY23's equivalent. Membership and Philanthropy will be planning for an end of fiscal year drive and for GiveBig in May. Business Support has been doing well and are on track to meet their goal for the fiscal year.
  - C. **Racial Equity Team (RET) Update** | Ms. Robinson shared with the Committee the progress made by the Station's RET. The RET will be launching the Transforming Organization Culture Assessment (TOCA) which is completed by staff event 2 years. The TOCA measures white dominate norms and practices in the workplace and is led by the RET Culture Committee and consultant Scott Winn. The Community Accountability Committee has been working on utilizing the Racial Equity Toolkit within the Community. Lastly, invitations to directors to join in on RET committee meetings will be sent out soon.
- VII. **Additional Topics** | There were no additional topics added to the meeting's agenda.
- VIII. **Public Comment** | Mr. McGovern asked if there were any members of the public present to make a comment. There were members of the public who attended virtually, but no public comment was made.
- IX. **Adjournment** | Mr. McGovern adjourned the public portion of the meeting at 6:16pm and went into Executive Session to discuss proprietary information and invited Caryn Mathes and Kerry Swanson.
- X. **Executive Session** | Mr. McGovern adjourned the Executive Session at 6:25pm.