



KUOW, Governance Committee Sep 30 Meeting Minutes

KUOW Virtual & In-Person | Sept. 30, 2025, at 4:00 PM PDT In-Person
Location | Rita Koontz Community Center Virtual Location | Zoom

Attendance

Members Present: Heidi de Laubenfels, Laura Ruderman, Raina Wagner, Ian Warner, Irwin Goverman, Andy McGovern, Tina Pamintuan

Members Absent: Jim Simon

Staff Present: Kerry Swanson

Members of the Public: none

I. Welcome & Call to Order

Ms. de Laubenfels called the meeting to order at 4:03 PM.

- Board Engagement Through an Equity Perspective**

1. Ms. de Laubenfels had the Committee reflect on the prompts that centered the Board on equity. Members reminded to consider default decisions, beneficiaries, missing perspectives, and steps toward equitable solutions.

- Open Meeting Notice**

1. Ms. de Laubenfels notified the Committee that this is an open meeting and that members of the public could be in attendance.

- Conflicts of Interest**

1. Ms. de Laubenfels asked for any possible conflicts of interest, and none were expressed.

- Ms. de Laubenfels defined the meeting purpose and objectives.**

Meeting Purpose:

Wrap up Board governance for the calendar year by reviewing Directors & Officers (D&O) insurance coverage, confirming orientation plans for incoming directors, and reviewing board self-assessment insights.

Meeting Objectives:

- Review results of Board self-assessment and discuss actions
- Review D&O insurance coverage limits
- Review Board Orientation Packet and Agenda
- Recommend 2026 Work Plan items

• **Additional Topics:** Ms. de Laubenfels asked for new topics. Mr. Swanson asked to discuss the dates of the new member board orientation and the annual meeting.

• **Approval of Governance Committee Minutes:** Minutes from the Governance Committee meeting of Aug. 26, 2025, were reviewed. Irwin Goverman motioned to approve, Laura Ruderman seconded. Minutes were approved as presented with one member, Raina Wagner, abstaining.

II. Committee Business

A. Follow-Up on Previous Tasks

- **Director Attendance Outreach Template (Andy):** Draft template discussed; next steps assigned.
- **UW Director Appointment Process (Heidi):** Update provided; resolution to be prepared once candidate confirmed.
- **Logistics for Incoming Directors (Kerry):** Committee discussed the Orientation date for new directors. Due to scheduling time considerations, it was proposed to change from Oct. 10 to Nov. 7; agenda to be condensed and more KUOW-specific.

B. Board Self-Assessment Survey Update

- AI tools may be used to create a year-over-year comparison of survey results.
- A summary of results will be prepared for the Executive Committee and the Nov. 20 meeting of the full Board. Further evaluation of results to continue into 2026.

C. Review Directors & Officers Liability Insurance

- Mr. Swanson shared an overview of the current D&O insurance and provided some points for discussion. Members discussed whether the current coverage levels are adequate.
- Mr. Swanson was asked to investigate whether UW provides umbrella coverage, explore premium implications for increasing coverage to \$4M or \$5M, and to clarify

application of deductibles in the policy if directors/officers are sued individually, versus collectively.

D. Review Board Orientation Packet and Agenda

- Orientation materials will be updated; revisions to be made by Mr. Swanson.
- Ms. Ruderman to review updated materials prior to Nov. 7 Board Orientation.

E. Administrative Updates & Consultant Engagement

- Mr. Swanson and Ms. Pamintuan shared ideas for engaging a consultant to assess organizational strategy and optimal associated board structure. A proposal will be shared with the Executive Committee.
- Potential rescheduling of the annual meeting from Nov. 20 to Nov. 13 or Dec. 4 was discussed due to Ms. Pamintuan's NPR board conflict. Plans for budget-conscious, in-station annual meeting with dinner were confirmed.

III. Additional Topics

- Ms. Pamintuan to check on whether she can participate in the PSPR Board's annual meeting remotely on Nov. 20 while at her NPR Board meeting, to avoid seeking to reschedule.
- Mr. Swanson and Ms. Pamintuan to share consultant proposals with Executive Committee regarding Board development work.

IV. Items for Executive Committee Agenda

- Review D&O insurance coverage with updated information from Mr. Swanson
- Review a summary of Board self-assessment survey results
- Update Board Orientation timing and agenda
- Review recommendations for station & board development with a consultant
- Update 2026 committee assignments for discussion a voting

V. Upcoming Meetings

Committee members discussed the upcoming meeting dates:

- Orientation for New Directors: Friday, Nov. 7, 2025 (changed from Oct. 10)
- Executive Committee Meeting: Thursday, Nov. 6, 2025
- Annual Board Meeting: Thursday, Nov. 20, 2025

VI. Public Comment (5:31 PM)

- No members of the public were present.

VIII. Adjournment (5:33PM)

- Ms. de Laubenfels adjourned the public portion of the meeting to go into executive session.

VII. Executive Session and close

- Committee members discussed business and proprietary matters. No decisions were made. Ms. de Laubenfels adjourned the Executive Session at 5:39pm.

Next Steps / Action Items:

- **Kerry:** Follow up with incoming five directors on orientation date; revamp orientation schedule; investigate UW umbrella insurance; explore D&O premium implications; clarify policy language; send annual meeting poll.
- **Laura:** Review updated orientation materials.
- **Andy:** Draft attendance outreach template; explore AI tools for board self-assessment analysis.
- **Heidi:** Update committee assignments.
- **Tina:** Check remote attendance for NPR board meeting; share consultant proposals with Executive Committee.

Commented [Hd1]: This part should be removed in the final version of the minutes that is voted on and posted publicly. It's more internal tracking, and the steps are captured above.