

## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio GOVERNANCE COMMITTEE JANUARY 9, 2019 MEETING 3:30 – 5:00 PM

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Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Large Conference Room at 3:30 PM.

**PRESENT:** Colleen Echohawk, David Landau, Wier Harman, Sharon Kioko, Aaron Rocke

**ABSENT:** Virginia Anderson (Co-Chair), Haeryung Shin (IPC), Fieta Robinson (Executive Assistant & Board Liaison)

**ALSO ATTENDING (STAFF):** Caryn Mathes, (President and GM), Justis Phillips

**GUESTS:** None

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I. Meeting Called to Order

Co-Chair Colleen Echohawk called the meeting to order at 3:34 PM

II. Conflict of Interests

No COI

III. Approval of Minutes

The approval of the minutes from the October 2, 2018 Governance Committee Meetings were approved with Wier Harman motioning and David Landau seconding, and the Committee approving.

IV. Committee Business

*Reelection of Colleen Echohawk*

Mr. Landau presented a resolution to reelect Colleen Echohawk. Her second term was initially to start at the November 2 Annual Meeting, but was accidentally overlooked. The resolution fixes this error and ensures that it's in accordance with the Bylaws.

*KUOW PSPR Board of Directors Conflict of Interests Policy*

The Governance Committee went over KUOW's Conflict of Interest Policy and deemed it sufficient to send out to the entire board for 2019. However, it was discussed that perhaps 2020's Conflict of Interest Policy could be revised to include language surrounding if there's a fundamental conflict of interest that cannot be resolved, how a director can discern what is a conflict of interest, and to include examples of COIs that are easy to understand. The Governance Committee said it would be a good idea to include boilerplate COI language on BOD and Committee agendas.

*2018 KUOW PSPR BoardSource Survey*

Overall the survey presented very positive results, especially when comparing the KUOW Board of Directors with other nonprofits of similar size. There is slight room for improvement when it comes to Board culture. Governance Committee will present the results to the Executive Committee and the Full Board on February 13 and February 28a respectively.

*2019 Work Plan and Goals*

There is only one director whose term on the Board is coming to a close, so 2019 is a great opportunity to focus on and refine the KUOW PSPR Board recruitment process, its timeline in sync with the overall Board calendar (election in September with new directors

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#### GOVERNANCE COMMITTEE

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participating in the following Annual Meeting in November). The Committee agreed that the process should be about cultivating the right people, and honoring and respecting all the candidates that we interview. It was discussed that a preliminary committee should do initial interviews.

#### *2019 Board of Directors Retreat*

A priority for the Governance Committee is the May 4 Board of Directors Retreat. Usually hosted at the University of Washington Club, this year the Committee needs to find an alternative venue for a Saturday event as the UW Club is no longer open on Saturdays. The Committee wants to explore venues that are culturally vibrant and that connects to the energy of Seattle in the RIGHT NOW. The Committee agreed that this year's retreat should be more interactive and participatory that can possibly dovetail into important KUOW content and programming.

Adjourn There being no further business, Ms. Echohawk adjourned the meeting at 5:03 PM.

Respectfully Submitted by

Virginia Anderson and Colleen Echohawk, Co-Chairs &

Fieta Robinson, Board Liaison

Justis Phillips, Deputy Board Liaison

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#### ACTION ITEMS - **CONFIDENTIAL**

##### 01/09/2019 – COMMITTEE MEETING ACTION ITEMS (in no particular order)

Action #	Deliverables/Actions	Task Owner
Action Item 1	Secure venue for retreat	Colleen/Justis/Fieta/Virginia
Action Item 2	Revise GOV Work Plan for an improved recruitment timeline.	Colleen/Virginia/Sharon
Action Item 3	Revise COI Policy to include potential 2020 revisions that include: what would happen if there is a fundamental/unresolvable conflict of interest, what if a director starts a political campaign, and examples of various conflicts of interest for reflection	Aaron/David
Action Item 4	Add COI Boilerplate Language to ALL BOD agenda templates	Fieta/Justis
Action Item 5	Invite for 30 minute retreat meeting, 2/28 at 4PM	Justis

##### Feb 28 2019 Board Agenda Items

- 2019 Work Plan
- Retreat