Upon notice duly given, the GOVERNANCE COMMITTEE (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Conference Room on August 6, 2018 at 12:00 PM.

PRESENT: Indranil Ghosh (Chair), Haeryung Shin, Heidi de Laubenfels, David Landau, Colleen Echohawk

ABSENT: Wier Harman, Virginia Anderson

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order
   Chair Indranil Ghosh called the meeting to order at 12:06 PM.

II. Conflict of Interests
   No COI

III. Approval of Minutes
   The approval of the minutes from the June 16, 2018 Governance Committee Meeting were approved with Heidi motioning, Haeryung Shin seconding, and the Committee approving.

IV. KUOW PSPR Board of Directors Self-Assessment, Attendance Review
   Ms. Echohawk shared her experience with BoardSource. The committee discussed the frequency of the Board Self-Assessment and felt it should be issued every two years. The committee agreed to using BoardSource as it can benchmark against other nonprofits in the industry. Overall attendance for the KUOW PSPR Board of Directors looks good. Committee Chairs will speak with any director in their committee who has low attendance.

V. 2019 Board Recruitment Update/Proposed Committee Slate FY2019
   Hanson Hosein might be leaving the UW, meaning KUOW would need another UW Director to join the board. The committee needs to take a look at the bylaws oh whether UW appointees can chair committees as it’s been suggested that Hanson and Andy Co-Chair the Strategic Planning Committee. Colleen will Co-Chair Governance Committee with Indranil Ghosh. Chris Jay will Co-Chair Finance/Sub-Committee with Jon Schorr. David Roberts will be Secretary on Executive Committee and join the Governance Committee. The Committee briefly discussed Board Recruitment, prioritization of expertise and diversity in regards to the Directors we are losing. It was emphasized, therefore, that GOV Committee look for those who are savvy in areas of Finance, Operations, Human Resources, to help balance the scales of those who are Directors with expertise in Marketing, PR, and Media. It was decided to bring in a few prospects for breakfast with the board.

VI. FY2019 Work Plan
The work plan is on track but a little behind. We need to ramp up on interviews with prospects and recommend committee assignments. Committee agreed to review BOD attendance twice a year.

VII.

There being no further business, Mr. Ghosh adjourned the meeting at 1:30 pm.

Respectfully Submitted by
Indranil Ghosh, Chair &
Fieta Robinson, Board Liaison
Upon notice duly given, the GOVERNANCE COMMITTEE (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Performance Studio B on October 2, 2018 at 12:00 PM.

PRESENT: Virginia Anderson (Co-Chair), Haeryung Shin, David Landau, Wier Harman, Mark Ashida

ABSENT: Heidi de Laubenfels, Colleen Echohawk (Co-Chair)

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), Fieta Robinson (Executive Assistant & Board Liaison), Justis Phillips, Matt Albertson

GUESTS: None

I. Meeting Called to Order
   Co-Chair Virginia Anderson called the meeting to order at 12:12 PM

II. Conflict of Interests
   No COI

III. Approval of Minutes
   The approval of the minutes from the August 6 and 14, 2018 Governance Committee Meetings were approved with David Landau motioning and Haeryung Shin seconding, and the Committee approving.

IV. BOD Recruitment Process
   The committee has a handful of qualified candidates in the pipeline that they want to recommend to the board. There are a couple of meet and greets scheduled in the next week that will also take place. There is a desire to keep the BOD around 23 members. The GOV Committee hopes to recommend 5 directors plus 1 UW appointee at the November annual meeting. The number 1 skill that is being prioritized is finance experience.

V. Committee Business
   The Governance Committee will bring a three part resolution to the annual meeting: 3 Part Resolution for Annual Meeting: DL moved, WH seconded, motion has approved
   • In addition to slate of 5 (above), we need a resolution to elect other BOD
   • Reelect Shauna for her third, three year term, reelect David Landau (remaining 2 years of 3 year term), reelect Mark Ashida for another 3 year term,
   • Haeryung Shin as IPC for 1 year
   DNO Liability Coverage: Great deal amount of time taken in 2017 to acquire this insurance. We have a recommendation to carry forward at the annual meeting that the DNO should be kept at $3 Million?

Adjourn There being no further business, Ms. Anderson adjourned the meeting at 1:45 PM.

Respectfully Submitted by
Virginia Anderson and Colleen Echohawk, Co-Chairs &
Fieta Robinson, Board Liaison
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

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 Board Source 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 28 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
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
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 on March 6, 2019.

PRESENT: Colleen Echohawk, David Landau, Sharon Kioko, Aaron Rocke, Haeryung Shin (IPC)

ABSENT: Virginia Anderson (Co-Chair), Wier Harman, Caryn Mathes

ALSO ATTENDING (STAFF): Fieta Robinson, Justis Phillips

GUESTS: None

I.  Meeting Called to Order
   Co-Chair Colleen Echohawk called the meeting to order at 3:37 PM

II. Conflict of Interests
    No COIs

III. Approval of Minutes
    The minutes from the January 6, 2019 Governance Committee Meetings were approved with Aaron Rocke motioning and Sharon Kioko seconding, the Committee approving as is.

IV. Committee Business
    Conflict of Interest Policy
    The Committee discussed the KUOW PSPR Conflict of Interest Policy. Dr. Kioko commented that there should be a difference in onboarding (and thus discussing COIs) for KUOW, a radio station v onboarding for a 501(c)3 organization. The Board of Directors should have knowledge of both as KUOW is both. This discussed was tabled for the June Governance Committee Meeting.

    2019 Board of Directors Retreat
    A priority for the Governance Committee is the May 4 Board of Directors Retreat at the Seattle Art Museum. Ms. Echohawk reported that she and PSPR Chair Mark Ashida has been in conversation with a couple of people in regards to facilitating or speaking at the board retreat. No decisions have been made yet, as she wanted the feedback from the committee. The Committee then discussed potential themes for the retreat: emphasizing smart speaker/digital technology, the “Bubble Issue”, and the Climate of Misinformation.

    Election of Haeryung Shin for Immediate Past Chair
    Mr. Landau also noticed in the November 2 Annual Meeting Minutes that Haeryung while elected to serve on the Executive Committee, Finance & Investment Sub-Committee, and Governance Committees, she was not actually elected to serve a 1 year term as Immediate Past Chair. Ms. Echohawk called for a motion, it was moved by David Landau and seconded by Aaron Rocke. It was carried and will be moved to the Executive Committee.
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
Upon notice duly given, the GOVERNANCE COMMITTEE (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at KUOW Office, Marconi Conference Room on June 18, 2018 at 12:00 PM.

PRESENT: Indranil Ghosh (Chair), Haeryung Shin, David Landau, Virginia Anderson

ABSENT: Wier Harman, Colleen Echohawk, Heidi DeLaubenfels

ALSO ATTENDING (STAFF): Caryn Mathes, (President and GM), Justis Phillips, Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order
Chair Indranil Ghosh called the meeting to order at 12:06 PM.

II. Conflict of Interests
No COI

III. Approval of Minutes
The approval of the minutes from the April 18, 2018 Governance Committee Meeting were approved with David Landau motioning, Haeryung Shin seconding, and the Committee approving.

IV. KUOW PSPR By-Laws
Members discussed the redline drafts of the Bylaws presented by Mr. Landau. The Committee paid particular attention to Article 3, Section 8 of the Bylaws concerning BOD vacancies. There was consensus that should a Director be elected to the board after the November BOD elections, that partial time served will count as their first year. The Committee also agreed that GOVERNANCE and FINANCE Committees should be recognized as stand-alone committees. The Committee spent their time on Article 4, Section 7 regarding BOD Quorum and Voting Rights. All members agreed that having the former chair come on as an Ex Officio or Emeritus Director would be beneficial in the transition of leadership, but this role is not the role of Vice Chair. They agreed that the Vice Chair serves as back-up to the Chair when the Chair is out or indisposed, counts towards quorum, and can vote; and the Emeritus/Ex Officio Director can vote but does not count toward quorum (much like the President/General Manager).

V. Governance Charter
The Committee looked over and approved the drafted Governance Charter (Virginia Anderson motioned, David Landau seconded).

VI. Governance Work Plan
Mr. Ghosh commented on the heaviness of work in the August/September/October months and requested the Committee to look over the board plan and make recommendations at the next GOV committee meeting. Ms. Robinson brought to the Committee’s attention that as of right now, the
general timeline for BOD meetings creates the potential awkwardness of voting NAY on BOD candidates while they are supposedly attending their first meeting as a Director. Mr. Ghosh thanked Ms. Robinson for bringing this to the attention of the Committee, but requested that this discussion be tabled until a later date during the new Fiscal Year.

VII. **Board Recruitment**
The Committee briefly discussed Board Recruitment, prioritization of expertise and diversity in regards to the Directors we are losing. It was emphasized, therefore, that GOV Committee look for those who are savvy in areas of Finance, Operations, Human Resources, to help balance the scales of those who are Directors with expertise in Marketing, PR, and Media. Committee members will begin reaching out to those already on the slate and have an early, initial conversation to gauge interest and will report back to Fieta and the Committee to move forward. It was also discussed that the Committee search for potential new directors that will provide more regional diversity, particularly candidates that hail from the south Puget Sound area. It was requested by Mr. Ghosh to strikeout any other Microsoft folks as it would create an imbalance of experience/expertise. Committee members were encouraged to think of people they know who might be a good fit under these criteria and to report names and information to Fieta D. Robinson.

VIII. **Adjournment**
There being no further business, Mr. Ghosh adjourned the meeting at 1:39 pm.

Respectfully Submitted by
Indranil Ghosh, Chair &
Fieta Robinson, Board Liaison