



**KUOW PUGET SOUND PUBLIC RADIO**  
**GOVERNANCE COMMITTEE MEETING**  
**THURSDAY, OCTOBER 10, 2019**  
**3:30 PM – 4:30 PM**

**Location:** KUOW, 2<sup>nd</sup> Floor Large Conference Room

**Dial-In:** 1 669 900 6833 or 1 646 876 9923

**Meeting ID:** 175 128 580

**Zoom Meeting:** <https://washington.zoom.us/j/175128580>

**MEETING PURPOSE**

*The board of directors shall establish a Governance Committee whose principal responsibilities shall include the nomination of board and committee members, the operational effectiveness of the board and maintenance of the Corporation’s governance framework.” (Article IV, Section 2, KUOW PSPR Bylaws)*

**OBJECTIVES**

1. Provide feedback from meet and greet meetings and select final candidates
2. Finalize Board Officers and Committee Leadership/Members
3. Review the draft Board Norms and decide next steps

**MEETING AGENDA**

3:30 – 3:35 PM	<ol style="list-style-type: none"> <li>1. <b>Call to Order and Welcome</b></li> <li>2. <b>Invitation to Disclose Possible Conflicts of Interests</b></li> <li>3. <b>Overview of Meeting Purpose</b></li> <li>4. <b>Invitation for Additional Topics</b></li> <li>5. <b>Approval of August 6, 2019 Meeting Minutes</b></li> </ol>	Exhibit 1	Virginia & Colleen
<b>(ACTION)</b>			
3:35 – 4:00 PM	<ol style="list-style-type: none"> <li>6. <b>Board Recruitment</b> <ul style="list-style-type: none"> <li>- Feedback on Board Prospects</li> <li>- Finalize Slate</li> <li>- Discuss Committee member only option</li> </ul> </li> </ol>	Exhibit 2a-2e	Virginia & Colleen
4:00 – 4:10 PM	<ol style="list-style-type: none"> <li>7. <b>Board Member and Officer Nomination</b> <ul style="list-style-type: none"> <li>- Discuss and Finalize Board Leadership Slate</li> <li>- Review proposed re-election slate</li> <li>- Review 2020 proposed board committee leadership</li> </ul> </li> </ol>	Exhibit 3a-3b	Virginia  Members
<b>(ACTION)</b>			
4:10 – 4:25 PM	<ol style="list-style-type: none"> <li>8. <b>Committee Taskforce Updates</b> <ul style="list-style-type: none"> <li>- Board Norms</li> </ul> </li> </ol>		Aaron and Virginia
4:25 – 4:30 PM	<ol style="list-style-type: none"> <li>9. <b>Next Steps / Additional Topics</b> <ul style="list-style-type: none"> <li>- Board Orientation</li> <li>- Schedule November Meeting</li> </ul> </li> </ol>	Exhibit 4	Members
4:30 PM	<ol style="list-style-type: none"> <li>10. <b>Adjourn</b></li> </ol>		

*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 or services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.*



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**Next Scheduled Governance Committee Meeting TBD**

**GOVERNMENT COMMITTEE – 2019 Top Goals**

- 1) Establishing clear criteria and process for assessing current board composition; identifying characteristics and skill sets needed; identifying and evaluating candidates to be proposed to the board and recommending new members for the Board.
- 2) Planning, with Chair of Board and General Manager, Board education activities with primary emphasis on Board Retreat, scheduled for 5/4/2019, to support operational effectiveness of the Board.
- 3) Recruit and evaluate diverse and exceptional candidates for BOD; recommend for board consideration the slate of candidate(s) for Board membership, including members recommended for additional terms, at Annual Meeting, or as needed as provided by by-laws.

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## APPROVED MEETING MINUTES

### KUOW Puget Sound Public Radio

#### GOVERNANCE COMMITTEE

October 10, 2019 MEETING

3:30 PM – 4:30 PM

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KUOW Radio (PSPR) Governance Committee meeting was held at the KUOW Office, 2<sup>nd</sup> Floor Conference Room on October 10, 2019 at 3:30 PM.

**PRESENT:** Virginia Anderson (Co-Chair), Colleen Echohawk (Co-Chair), Wier Harman, Sharon Kioko, David Landau, Haeryung Shin

**ALSO ATTENDING (STAFF):** Caryn Mathes, (President and GM), Michele Patience Staal Board Liaison, (temporary)

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#### **Meeting Called to Order**

Co-Chair, Virginia Anderson called the meeting to order at 3:36 PM.

#### **Conflict of Interests**

There were no conflict of interest expressed.

#### **Approval of Minutes**

The August 6, 2019 meeting minutes were unavailable for review. They will be presented at next scheduled 2020 Governance meeting.

#### **Board Recruitment**

Ms. Anderson led a discussion on the potential new FY2020 Board of Director member candidates. The Governance Committee had held initial “board interest” meetings with five community-based candidates during the month of September. The Committee discussed how many Board seats could be allowed based on board by-laws. They determined up to five new board members could be nominated to the board.

#### **Board member and Officer Nomination**

The Governance Committee also discussed the Board leadership slate in preparation for the Annual Board of Directors meeting to be held on November 14, 2019. The Committee recommended to put forward to the Executive Committee for consideration prior to moving forward to the full Board of Directors for a vote, the following four new community-based candidates, as well as one Licensee’s recommended nominee for three-year terms, all ending in 2022: Erika Nesholm, Lisa Nitze, Wassef Haroun, Liam Lavery and Licensee recommendation, Robert Palmatier.

The Committee recommended to put forward to the Executive Committee for consideration prior to moving forward to the full Board of Directors for a vote, the following Directors for re-election for an additional three year term ending in 2022: Andy McGovern, Jon Schorr, Nicholas Patrick, and Virginia Anderson. In addition, Randy Hodgins, the current UW Licensee Director was put forward for re-election for another three year term, ending in 2022, or until a successor is named and elected.

The Committee also recommended to put forward to the Executive Committee for consideration prior to moving forward to the full Board of Directors for a vote, the following Board Committee Chair positions. The recommendations put forward were:

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#### GOVERNANCE COMMITTEE

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- Jon Schorr, Chair, Finance & Audit Committee
- Christopher Jay, Chair, Investment Subcommittee
- Sharon Kioko, Lead Chair, Virginia Andersons, Co-Chair, Governance Committee
- Irwin Goverman, Lead Chair, Shauna Causey, Co-Chair, Strategic Planning Committee
- Filiz Efe McKinney, Chair, Development Committee

#### Recommendations for Executive Committee:

- Heidi de Laubenfels, Board Chair
- Sharon Kioko, Governance Lead Co-Chair
- Virginia Anderson, Governance Co-Chair
- Filiz Efe McKinney, Development Chair
- Irwin Goverman, Strategic Planning, Lead Co-Chair
- Shauna Causey, Strategic Planning, Co-Chair

#### Committee Taskforce Updates

The Committee discussed a proposal put forward by the Board Liaison regarding a formalized Board training by a consulting group, regarding Board norms and processes. The training was intended to be incorporated into the new board member orientation on December 13, 2019. The Committee determined that the training was not necessary at this time, and decided to cancel the training and terminate the contract.

#### Next Steps/Additional Topics

Following the decision to not incorporate the consultancy training into the new board member orientation, the Committee agreed to start working on updating the new board member orientation booklet and developing the orientation agenda within the week.

#### Adjournment

There being no further business, Ms. Anderson adjourned the Governance meeting at 4:32 pm and turned the meeting over to Mark Ashida, Chair of the Executive Committee, to start the special joint meeting scheduled to start immediately after the Governance Committee meeting ended.

Respectfully Submitted by

Virginia Anderson & Colleen Echohawk, Co-Chairs &

Fieta Robinson, Board Liaison

Michele Patience Staal, Board Liaison (temporary)