



KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING

TUESDAY, JUNE 2, 2020

3:00 PM – 4:30 PM

VIRTUAL MEETING

Please Register in advance for the Zoom Meeting:

<https://washington.zoom.us/meeting/register/tJYufu-qrDMpGNRytDXKeE9cNyrj386RB5A>

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. Finalize COI Questionnaire and Board Duties and Expectations
2. Finalize the Board Committee Survey Questions
3. Review Board Participation and Attendance Record
4. Distill feedback from 121 Director Check-in Meetings
5. Discuss 2021 Board Committee leadership and recruitment plan
6. Finalize Governance Committee Workplan

MEETING AGENDA

3:00 – 3:05 PM	<ol style="list-style-type: none"> 1. Call to Order and Welcome 2. Invitation to Disclose Possible Conflicts of Interests 3. Overview of Meeting Purpose 4. Invitation for Additional Topics 5. Approval of March 10, 2020 Meeting Minutes 6. Approval of April 14, 2020 Meeting Minutes 7. Approval of July 31, 2019 Meeting Minutes 	<p>Exhibit 1</p> <p>Exhibit 2</p> <p>Exhibit 3</p>	Sharon/Virginia
(ACTION)			
3:05 – 3:35 PM	<ol style="list-style-type: none"> 8. Board Governance Documents <ul style="list-style-type: none"> ➤ Conflict of Interest Policy and Questionnaire ➤ Revision of Board Member Duties ➤ 2020 Governance Workplan 	<p>Exhibit 4</p> <p>Exhibit 5</p> <p>Exhibit 6</p>	<p>David Landau</p> <p>Sharon Kioko</p>
3:35 – 3:45 PM	<ol style="list-style-type: none"> 9. Board Committee Assessment <ul style="list-style-type: none"> ➤ Board Committee Survey 	<p>Exhibit 7</p>	Paul Butler
3:45 – 4:20 PM	<ol style="list-style-type: none"> 10. Board Engagement and Recruitment <ul style="list-style-type: none"> ➤ Directors Feedback for 2021 Participation and Engagement ➤ 2020 YTD Board/Committee Attendance Grid ➤ 2021 Recruitment Plan and Prospects 	<p>Exhibit 8</p> <p>Exhibit 9</p> <p>Exhibit 10</p>	<p>Members</p> <p>Sharon/Virginia</p> <p>Virginia Anderson</p>
4 :20 -4:25 PM	<ol style="list-style-type: none"> 11. Next Steps <ul style="list-style-type: none"> ➤ Action Items & Assignments 		Sharon/Virginia

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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4:25 -4:30 PM	12. Next Meeting Topics/Suggestions	See below	Sharon/Virginia
4:30 PM	13. Adjournment		

Next Scheduled Governance Committee Meeting Tuesday, July 28, 2020

Proposed Topics

- Board Committee Survey Results
- Access Updated Board Demographics and Expertise Matrix
- Board Recruitment: Virtual Meet and Greet Feedback
- Annual Review of Bylaws and Management Agreement
- Racial Equity Training Summary/Proposal

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APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

June 2, 2020 MEETING

3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) virtual meeting was held on June 2, 2020 at 3:00 PM via Zoom conference.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), David Landau, Paul Butler, Aaron Rocke, Caryn Mathes and Heidi de Laubenfels

ABSENT: Colleen Echohawk and Erika Nesholm

ALSO ATTENDING (STAFF): Fieta Robinson and Ryleigh Brimhall

GUESTS: None

I. **Meeting Called to Order**

Sharon Kioko called the meeting to order at 3:06 PM.

II. **Conflict of Interests**

There was no conflict of interests expressed.

III. **Approval of Minutes**

Minutes of Governance Meeting on July 31, 2019, March 10, 2020, and April 14, 2020 were approved. Virginia Anderson moved and David Landau seconded. With no objections, the Committee approved the minutes as presented.

IV. **Board Committee Assessment**

Board Committee Survey

The Committee discussed the survey implementation and next steps. Dr. Kioko sent the survey out via email to the Board of Directors. Additionally, Reminders were sent out as calendar invitations. Dr. Kioko reminded members that survey results would be seen by the Governance Committee solely and would not be completely confidential.

V. **Board Engagement and Recruitment**

Director Feedback for 2021 Participation and Engagement

The Committee members updated and informed on their individual member assignments. The Committee was further appraised on each member current commitment to the Board and any concerns those individual members have with their current committee assignment.

2020 YTD Board/Committee Attendance Grid

The Committee discussed on any potential changes with defining acceptable participation and attendance to maintain active membership of the Board. They also discussed how to make sure members self-reported skills are being utilized in the most effective way for the Board as a whole. Ms. Robinson has been working in Salesforce to more efficiently track participation and attendance.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

June 2, 2020 MEETING

3:00 PM – 4:30 PM

2021 Recruitment Plan and Prospects

As of this meeting, there appeared to be potentially six members leaving the Board for various reasons. Dr. Kioko started a discussion around recruitment and potential prospects. There was also a discussion of potentially working with a smaller board for the next year to allow spacing in recruitment.

VI. Board Governance Documents

Conflict of Interest Policy and Questionnaire

Mr. Landau spoke on the conflict of interest form. The Committee would review the draft and submit any corrections or comments by July 28th 2020 and It would be first item for the Executive meeting on September 10th.

2020 Governance Workplan

Ms. Laubenfels moved to approve the Governance Committee Adjusted Work Plan. A motion was duly made by Ms. Anderson and seconded by Dr. Kioko. With no objections, the work plan was approved for FY21.

VII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:57 pm.

Respectfully Submitted by
Virginia Anderson & Sharon Kioko, Co-Chairs &
Fieta Robinson, Board Liaison