



Puget Sound Public Radio
 EXECUTIVE Committee Meeting
 Thursday, August 29, 2019
 4:30 PM – 6:00 PM

Location: KUOW, 2nd Floor Large Conference Room

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

Meeting ID: 264 167 761

Click Link to Join Zoom Meeting: <https://washington.zoom.us/j/264167761>

AGENDA

| | | | |
|----------------|--|------------------------|----------------------------------|
| 4:30 -4:35 PM | 1. Welcome and Call to Order; Meeting Overview 2. Invitation to Disclose Possible Conflicts of Interests 3. Invitation for Additional Topics | | Mark Ashida |
| ACTION | 4. Approval of Minutes, June 13, 2019 Joint EXEC and FIN Meeting | Exhibit 1 | |
| 4:35 – 5:05 PM | 5. Executive Session (Closed) ➤ UWHR Services Presentation & ➤ CGM Performance Feedback and Goals | Exhibit 2 & 3 | Linda Hoffman Caryn Mathes |
| 5:05 – 5:45 PM | 6. Committee Business | | |
| (5min) | A. Strategic Planning (5:05 – 5:10) ➤ 2022 Business Strategy Proposal Feedback ➤ Next Meeting (Tentative 9/18) | Exhibit 4 | Nicholas Patrick Shauna Casey |
| (10 min) | B. Finance, Investment Subcommittee (FISC) Update (5:10 – 5:20) ➤ Financial Reporting Structure – GAAP guidelines ➤ End of Year Q2 Investment Report ➤ Work plan status update | Exhibit 5 Exhibit 6 | Jon Schorr & Chris Jay |
| (10 min) | C. Development Committee Update (5:20 – 5:30) ➤ Development FY20 Goals ➤ The Value of the journalists’ voices ➤ Work plan status update ➤ BOD Agenda Request: <ul style="list-style-type: none"> • Pre-election Coverage Panel of Journalists (25 min) | Exhibit 7 | Heidi de Laubenfels |
| (15 min) | D. Governance Committee Update (5:30-5:45) ➤ 7/31 Meeting Overview ➤ Board Recruitment Guidelines ➤ Prospective Community Directors & Expertise Criteria ➤ Committee Chair Nomination Process ➤ Work plan status update | Exhibit 8 Exhibit 9 | Virginia A. & Colleen E. |

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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|----------------|---|------------|--------------|
| 5:45– 5:55 PM | E. Station Business | | |
| | ➤ Monthly Financial Report | Exhibit 10 | Caryn Mathes |
| | ➤ Cash Flow Tracking Update | Exhibit 11 | |
| | ➤ BOD Agenda Request: | | |
| | • FY20 KPI and Dashboard Report (10 min) | | |
| | • Maximizing Marketing (10 min) | | |
| | • Quarterly Audience Report (10 min) | | |
| | • Cash Flow Tracking (5 min) | | |
| 5:55 – 6:00 PM | 7. Additional Topics/Comments | | Mark Ashida |
| 6:00 PM | 8. Adjourn | | Mark Ashida |

Next Committee Meeting

Friday, November 1: Executive Committee Meeting

Upcoming PSPR BOD Meetings

Thursday, September 12: Board of Directors, 4:30 – 6:30 PM

Thursday, November 14: Annual Meeting & Reception, 4:30 – 8:00 PM

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APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE
AUGUST 29, 2019
4:30 PM – 6:00 PM

Upon notice duly given, the **EXECUTIVE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the offices of KUOW on August 29, 2019.

PRESENT: Mark Ashida, Andy McGovern, Jon Schorr, Randy Hodgins, Christopher Jay, Virginia Anderson, Heidi de Laubenfels, Caryn Mathes, Shauna Causey and Randy Hodgins

ABSENT: Colleen Echohawk, Haeryung Shin and Nicholas Patrick

ALSO ATTENDING: Fieta Robinson, Janice McKenna and Linda Hoffman

I. Meeting Called to Order & Announcements

Chair Mark Ashida welcomed the Committee members. The meeting was called to order at 4:37 PM. There were no Conflicts of Interest. Mr. Ashida welcomed additional topics to the agenda; there were none.

II. Approval of Minutes

Mr. Ashida then called for the approval of the Minutes of February 13, 2018 Executive Committee meeting. Heidi de Laubenfels moved to approve, Jon Schorr seconded; the motion was carried, the Committee approved the minutes as presented.

III. Closed Session

Mr. Ashida called for an Executive Session to discuss the HR and employee performance related matters.

IV. Committee Business

Strategic Planning Committee (SPC)

Ms. Causey gave an update on the committee working with the General Manager in vetting strategic planning advisors. The next agency meeting is schedule in September 2019. After reviewing feedback, Management will name an agency to help develop the station’s 2022-2025 Strategic Business Plan.

Finance & FISC Update

Investment Subcommittee

Mr. Jay reported that the FISC received a recommendation from Bernstein to shift from an entirely passive investment position in international equities to a mix of active and passive. This recommendation is in light of the inherent inefficiency in international markets, increasing volatility, and the diverging economic situation outside of the US, reasons which all favor a more selective investment approach. This would be effectuated by introducing a mutual fund into the portfolio, and that would be funded by reducing our position in index funds. This would not change the portfolio’s overall risk profile or asset allocation, or result in any deviation from the investment policy statement. The FISC reviewed the recommendation as well as the recommended investment vehicle, and upon agreement, took the matter to the broader Finance Committee, which also agreed with the recommendation.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

AUGUST 29, 2019

4:30 PM – 6:00 PM

Monthly Financials

Ms. McKenna gave an overview of the structural changes to the monthly financial report and provided an example of the new report. The new structure is compliant with GAAP and is approved by the auditors. Donor-specified restrictions on major gifts will show as revenue once agreed upon milestones are met.

Ms. Mathes reported a change to the July Monthly Financials received on August 22, 2019. Individual giving YTD had been reported below the monthly target but an adjustment was made to a formerly restricted grant that is now released to general operating funds.

Development Committee

Ms. de Laubenfels reported that a reporter from KUOW Newsroom presented to the committee about their day-to-day experience reporting and covering traumatic events within the community. Ms. de Laubenfels spoke about the importance of lifting journalists' voices on the effects news coverage in the current media landscape can have on the individual as they ascertain the truth. She asked the Executive Committee to consider inviting a panel of journalists to speak at the next full board meeting.

Governance Committee

Board Recruitment and Nomination Process

Ms. Anderson gave a status update on board recruitment and timeline for finalizing the 2020 board class. She shared the recruitment steps and process for determining gaps in expertise/experience missing on the board. The Governance Committee scheduled a special meeting to finalize the slate for recommendation to the board.

Members discussed a process for recommending board officers and committee chairs. The Governance Committee will provide their recommendation for committee leadership and membership based on the board service survey results. The Executive Committee will schedule a special meeting to review the proposed slate and move forward the nominees for the Board's consideration and feedback prior to the annual board meeting.

Committee Minutes

Meeting minutes from the Board Committees above were provided in the Executive Committee meeting packet.

V. Station Report

Ms. Mathes presented the cash flow navigation and tracking record for undesignated operating funds in the PNL and investment accounts.

VI. Adjournment

With no further business, Mr. Ashida adjourned the meeting and called for an Executive Session at 6:15 PM.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

EXECUTIVE COMMITTEE

AUGUST 29, 2019

4:30 PM – 6:00 PM

Executive Session Notice

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Respectfully Submitted by
Mark Ashida, Chair
Fieta Robinson, Board Liaison



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|---------------|---|--|
| 4:30 -4:35 PM | <ol style="list-style-type: none"> 1. Welcome and Call to Order; Meeting Overview 2. Invitation to Disclose Possible Conflicts of Interests 3. Approval of October 10, Meeting Minutes (Unavailable) | <p>Andy McGovern</p> |
| 4:35 -5:35 PM | <ol style="list-style-type: none"> 4. Committee Business <ol style="list-style-type: none"> A. Finance Committee and FISC Update (4:35-4:45) <ul style="list-style-type: none"> ➤ FISC Update ➤ Bernstein Quarterly Report Exhibit 1 ➤ Peterson Sullivan Audit Presentation (Pages 8-14) Exhibit 2 ➤ Peterson Sullivan FY19 Draft Final Audited Financial Statements Exhibit 3 Exhibit 4 ➤ Roth Endowment B. Development Committee Update (4:45-5:00) <ul style="list-style-type: none"> ➤ Sound Voices Luncheon Debrief ➤ Topline Report of Fall Pledge Drive Exhibit 6 ➤ Playbook Update for New Board Members Exhibit 7 C. Governance Committee Update (5:00-5:15) <ul style="list-style-type: none"> ➤ Board Recruitment – 2020 Board Nominees Exhibit 8 ➤ 2020 Board Committee Recommendations: Exhibit 9 <ul style="list-style-type: none"> ▪ Board Officers ▪ Board Committee Chairs ▪ Current members additional term nominations D. Strategic Planning Committee Update (5:15-5:30) <ul style="list-style-type: none"> ➤ Station Business – What’s Next Strategically? Exhibit 10 ➤ Strategic Plan Consultant Update ➤ Revenue Innovation Project Update Exhibit 11 E. Executive Committee (5:30-5:35) <ul style="list-style-type: none"> ➤ 2020 Board & Committee Meeting Calendar Exhibit 12 | <p>Jon Schorr</p> <p>Heidi de Laubenfels</p> <p>Heidi de Laubenfels</p> <p>Shauna Causey Nicholas Patrick</p> <p>Andy McGovern</p> |
| 5:35 -5:50 PM | <ol style="list-style-type: none"> 5. November 14, 2018: Annual Board Meeting <ul style="list-style-type: none"> ➤ Agenda Topics and Discussion ➤ Meeting Run Down (New start time: 4:30pm) | <p>Andy McGovern</p> <p>Heidi de Laubenfels</p> |
| 5:50 -6:00 PM | <ol style="list-style-type: none"> 6. Other Business & Announcements <ul style="list-style-type: none"> New Board Member Orientation Update Friday, December 13 (11:30 am – 3:00 pm) | <p>Caryn Mathes</p> |

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6:00 PM **7. Adjourn**

Next Board Meeting

Friday, November 14, 2019 **4:30 PM – 8:00 PM** Annual Meeting & Reception

Friday, December 13, 2018 **11:30 AM – 3:00 PM** New Board Orientation
(Photo Shoot at 11:30 AM, Meeting starts at 12:00 PM)

Next Committee Meeting

Thursday, February 13, 2020 4:30 PM – 6:00 PM

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APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE MINUTES
Friday, November 1, 2019
4:30 PM – 6:00 PM

Upon notice duly given, a meeting of the **EXECUTIVE COMMITTEE** of KUOW, Puget Sound Public Radio (PSPR) was held at the offices of KUOW on November 1, 2019.

PRESENT: Andy McGovern, Jon Schorr, Randy Hodgins, Heidi de Laubenfels, Caryn Mathes, Haeryung Shin, David Landau, Shauna Causey

ABSENT: Nicholas Patrick, Caitlin Duffy, Mark Ashida, Virginia Anderson, Colleen Echohawk, Chris Jay

ALSO ATTENDING: Michele Patience Staal Board Liaison (temporary), Janice McKenna

I. Meeting Called to Order & Announcements

Secretary Andy McGovern welcomed the Committee members. The meeting was called to order at 4:36 PM. There were no Conflicts of Interest. Mr. McGovern welcomed additional topics to the agenda; there were none.

II. Overview of Meeting Purpose

Mr. McGovern gave an overview of the Executive Committee meeting's purpose. The meeting's focus would include reviewing and finalizing the proposed KUOW Board Committee updates for potential presentation to the full Board of Directors at the Annual Board Meeting to be held on November 14, 2019.

III. APPROVAL OF MINUTES

The October 10 meeting minutes were unavailable. They will be reviewed at the next scheduled meeting, in February, 2020.

IV. COMMITTEE BUSINESS

Finance Committee and FISC

Mr. Schorr presented an overview of the Wayne C. Roth Endowment fund. The purpose of the fund is to provide for individual training and professional development opportunities for employees of KUOW, in furtherance of their careers in public media. Mr. Schorr also presented the results of the financial audit for FY19. He made a motion to adopt the resolution to move the audit forward to the full Board of Directors for approval and vote. Ms. de Laubenfels approved the motion and Ms. Shin seconded the motion to adopt. The audit will be moved forward to the entire Board for a vote. Mr. Schorr also made a motion to move the Wayne C. Roth Endowment fund forward to the entire Board for a vote. Mr. McGovern approved the motion and Ms. Shin seconded it. The endowment fund will also be moved forward to the entire Board for a vote.

Finance Investment Subcommittee

In the absence of Mr. Jay, Mr. Schorr recommended that the full Board be presented with information on the current state of the US economy and the investment markets, as well as the status of KUOW's current investment portfolio during the annual meeting.

Development Committee

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
EXECUTIVE COMMITTEE MINUTES
Friday, November 1, 2019
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Ms. de Laubenfels gave an update on the Sound Voices Luncheon, reporting that the friend raising event met and exceeded all of the established attendance and revenue metrics and goals. She also shared that the Fall Fund (pledge) Drive went very well. It met and exceeded its targeted goals. The Committee determined that the Development Committee submissions should be moved forward for presentation to the entire Board at the annual meeting.

Governance Committee

Governance provided an overview to the Executive Committee the potential names of new Board of Director candidates for consideration and approval prior to submission to the full Board for a vote; four community-based candidates, as well as one Licensee's recommended nominee, all three-year terms, ending in 2022. The Committee also put forward the names of five existing Board members to be voted on for re-election for an additional three year term ending in 2022: They also submitted their recommendations for Board Executive and Committee Chair positions who will each serve a one year term.

Strategic Planning Committee

Ms. Causey submitted to the Executive Committee for consideration to share with the entire Board, the strategic planning committee's process for identifying a consultant to help develop the 2022-2025 Strategic Business Plan (SBP). The Executive Committee agreed that this topic should move forward to be shared with the entire Board during the annual meeting.

The Strategic Planning Committee also recommended that Ms. Strachan, the Station's Chief Content Officer, provide the entire Board with the Station's long term strategic planning goals as they pertain to audience development and that Stewart Meyer, the Station's Chief Marketing Officer, also provide an overview of listener centric audio best practices and trends.

Executive Committee

Mr. McGovern shared a working draft of the 2020 Board and Committee Chair Meetings Calendar and recommended it be moved forward to the entire Board for review and input.

V. ANNUAL BOARD MEETING, NOVEMBER 14, 2019

Led by Mr. McGovern, the Executive Committee discussed the basic outline for the annual meeting's agenda. They determined that all of the Board Committee topic recommendations above, were appropriate to present to the full Board and should be added to the agenda.

APPROVED MEETING MINUTES
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EXECUTIVE COMMITTEE MINUTES
Friday, November 1, 2019
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The also recommended that Ms. Mathes do a topline update on the Station's finances and provide an overview on the Station's foundational work on racial and gender equity.

VI. OTHER BUSINESS & ANNOUNCEMENTS

Ms. Mathes reminded the Committee that the New Board Member Orientation would be held at KUOW on Friday, December 13, 2019. She as the Board Chair to remind all new and existing Board members to try to make the effort to attend in order to have full Board participation. She also said that a draft of the agenda is under development by the Governance Committee and would we sent out within two weeks of the orientation date.

Ms. Mathes also reminded the Executive Committee members that Board member pictures would be taken during both the annual meeting and the board orientation.

Ms. Shin also suggested due to the low attendance of Committee members for today's meeting, that for the 2020 Board Committee meeting calendar, the Executive Committee consider moving this mandatory end of year Committee meeting to a day other than Friday.

VII. ADJOURN

With no further business, Mr. McGovern adjourned the Executive Committee meeting at 5:58 PM.

Respectfully Submitted by
Andy McGovern, Secretary
Michele Patience Staal, Board Liaison (temporary)