



## KUOW, Governance Committee March 13 Meeting RSVP Required

KUOW

Thursday, March 13, 2025 at 4:00 PM PDT to Thursday, March 13, 2025 at 5:30 PM PDT

### Agenda

#### I. Welcome & Call to Order

4:00 PM

##### A. Board Engagement Through an Equity Perspective

*We encourage all Board members to consider these guiding questions as they engage in their work:*

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

Our goal is to bring an open and inclusive mindset to this meeting space.

##### B. Open Meeting Notice

##### C. Updated Attendance Report

##### D. Overview of the Meeting's Purpose

##### E. Invitation for Additional Topics

##### F. Disclose Possible Conflicts of Interest

##### G. Approval of Draft Meeting Minutes

##### H. Finalized 2025 Governance Work Plan

#### II. Public Comment Recommendation

4:05 PM

#### III. Review & Advance Draft Policy on Political Expression

4:15 PM

#### IV. Motion to Approve KUOW Updated Committee Resolution

#### V. Recruitment Taskforce Meeting Update

4:35 PM

#### VI. Retreat Taskforce Meeting Update

4:50 PM

#### VII. Board Buddy Check In

5:05 PM

#### VIII. Additional Topics

5:15 PM

#### IX. Public Comment

5:20 PM

#### X. Upcoming Meetings

Reach & Resource | March 20th at 3:30pm

Board Retreat | March 29th at 9am

#### XI. Adjournment

5:25 PM

## **XII. Executive Session**

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.



## **APPROVED KUOW, Governance Committee March 13 Meeting Minutes**

KUOW – In-Person & Virtual | March 13, 2025 at 4:00 PMPDT

In-Person Location | Rita Koontz Community Center 1121 NE 45<sup>th</sup> St. Seattle WA 98105

Virtual Location | Zoom

### **Attendance**

**Members Present:** Wallace Bryant, Heidi de Laubenfels, Irwin Goverman, Caryn Mathes, Andy McGovern, Laura Ruderman, Jim Simon, Raina Wagner, Ian Warner

**Members Absent:** n/a

**Staff Present:** Ryleigh Brimhall, Shawnteasha Crow, Fieta Robinson, Kerry Swanson

**Members of the Public:** n/a

- I. **Welcome & Call to Order** | Ms. de Laubenfels called the meeting to order at 4:00pm.
  - A. Board Engagement Through an Equity Perspective
    1. Ms. de Laubenfels asked the Committee to review and reflect on the reflective questions centering equity during the Committee meeting and discussions.
  - B. Open Meeting Notice
    1. Ms. de Laubenfels reminded the Committee that the meeting was open to the public.
  - C. Updated Attendance Report
    1. The Committee did not have a discussion on the updated attendance report. However, the Committee agreed to having the topic as a standing agenda item since Board attendance is within the purview of the Governance Committee.
  - D. Overview of the Meeting's Purpose
    1. Ms. de Laubenfels gave an overview of the meeting's purpose which included a discussion of a potential new policy in addition to standard Committee business.
  - E. Invitation for Additional Topics
    1. Ms. de Laubenfels asked the Committee for any additional topics to add to the meeting agenda and none were expressed.
  - F. Disclose Possible Conflicts of Interest
    1. Ms. de Laubenfels asked the Committee to disclose any possible conflicts of interest, and none were expressed.
  - G. Approval of Draft Meeting Minutes

1. Ms. de Laubenfels asked for a motion to approve the January 9<sup>th</sup> Governance Committee Meeting Minutes.
2. **Motion** moved by Wallace Bryant and the motion was seconded by Raina Wagner. With no objections, the minutes were approved.

H. Finalized 2025 Governance Work Plan

1. Ms. de Laubenfels reviewed with the Committee the final additions to the 2025 Governance Work Plan. The addition to the Work Plan was the cadence of annual surveys that would be led and facilitated by the Governance Committee. During this discussion, Ms. Ruderman brought up a scheduling conflict for the 2025 Board Orientation. The Committee discussed and settled on moving the date.

- II. Public Comment Recommendation** | Ms. de Laubenfels brought to the Committee a suggestion from fellow director Sharon Nyree Williams of noting at the beginning of meeting that they are open public meetings. The Committee were in agreeance of the recommendation.
- III. Review & Advance Draft Policy** | Ms. de Laubenfels welcomed Mr. Warner and Mr. McGovern to present additions to the Board of Directors Norm document based on prior conversations that illuminated some unclarity around expectations. Mr. Warner and Mr. McGovern shared with the Committee draft edits and additions to the Board of Directors Norms and Duties documents. The Committee discussed clauses that were too specific or too ambiguous and concluded the document needed more work and collaboration. The Committee decided to consult with additional Committees for stakeholder feedback before voting on the amended documented and moving them to the Executive Committee for approval.
- IV. Motion to Approve KUOW Updated Committee Resolution** | Ms. de Laubenfels shared with the Committee and called for a motion on the resolution to fill a vacant Committee Chair position due to a director's resignation.
- A. **Motion** was moved Laura Ruderman and was seconded by Irwin Goverman. With no objections, the resolution was approved and moved to the Executive Committee for vote and approval.
- V. Recruitment Taskforce Meeting Update** | Ms. de Laubenfels had Mr. Simon give a report to the Committee about the progress made on the Recruitment Taskforce. Mr. Simon shared that the taskforce has narrowed in on an ideal recruitment target as it related to skillset and number of new Directors. The Committee discussed some logistical components, recruitment strategies, as well as potentially recruiting Directors outside of the Metro Seattle Area. The discussion concluded with the potential of recruiting someone who is affiliated with NPR, but no formal decision was made.
- VI. Retreat Taskforce Meeting Update** | Ms. de Laubenfels invited Ms. Wagner to share with the Committee an update on the Retreat Taskforce. Ms. Wagner shared a brief overview of the day's agenda and theme of the Retreat. Ms. Wagner shared that there would be two facilitators that

would support the Retreat and the Board in strengthening and developing the Board's culture and navigating change management.

- VII. Board Buddy Check In** | Ms. de Laubenfels checked in with the Committee regarding Board Buddies meeting with their counterpart. Directors shared out about their initial meetings and Ms. de Laubenfels encouraged them to continue reaching out and connecting with their counterpart.
- VIII. Public Comment** | Ms. de Laubenfels asked if there were any members of the public in attendance for public comment. There were no members of the public and no comment was made.
- IX. Adjournment** | Ms. de Laubenfels adjourned the meeting at 5:23pm.