KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
WEDNESDAY, JULY 31, 2019
3:30 PM – 5:00 PM

Location: KUOW, 2nd Floor Large Conference Room

Dial-In: 1 408 638-0968 or 1 646 876-9923

Meeting ID: 347 220 8105

Zoom Meeting: https://washington.zoom.us/j/3472208105

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. Review and discuss the Governance Committee's role and expectations for nominating directors and officers
2. Approval of 2020 board class size and determine the skillsets to acquire for vacant seats
3. Finalize and approve recruitment process and timeline;
4. Identified top prospects for 2020 board seats and assign leads for initial recruitment meetings
5. Select a date and meeting time for proposed special meeting in August 2019

MEETING AGENDA

3:30 – 3:40 PM	1. **Call to Order and Welcome**		Virginia & Colleen
	2. **Invitation to Disclose Possible Conflicts of Interests**		
	3. **Overview of Meeting Purpose**		
	4. **Invitation for Additional Topics**	Exhibit 1	
(ACTION)	5. **Approval of June 28 Meeting Minutes**		
3:40– 4:10 PM	6. **PSPR Governance Documents**	Exhibit 2a-2d	David Landau
	- Bylaws: Governance Nominating Duties/Role		
	- Review Board Governance & Structure Guidelines		
	- Governance Committee Charter		
	- Governance Committee Work Plan		
4:10- 4:35	7. **Board Recruitment**	Exhibit 3a-3e	Virginia
	- Approval of 2020 Board Class Size & Qualifications		
	- Review Board Prospect Pipeline		
(ACTION)	- Determine Recruitment Slate		
	- Finalize & Approve Recruitment Process & Timeline		
	- Recruitment Work Assignment		Members
4:35 – 4:50 PM	8. **Committee Taskforce Updates**		
	- Conflict of Interests		David
	- Board Norms	Exhibit 4	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 of services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.

Location: KUOW, 2nd Floor Large Conference Room
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4:50 – 4:55 PM	9. **Additional Topics** - Request for Special Governance Committee Meeting	Members
4:55 – 5:00 PM	10. **Agenda Topics for the 9/12 Full Board Meeting**	Virginia
5:00 PM	11. **Adjourn**	

Next Scheduled Governance Committee Meeting: Tuesday, Sep 24, 2019

Supporting Documents

Exhibit 1: June 28, 2019 Governance Committee Meeting Minutes

Exhibit 2a-2d: Bylaws, Board Governance & Structure Guidelines, Gov Committee Charter, Gov Committee Workplan

Exhibit 3a-3e: Prospect Pipeline, Board Composition Matrix, Recruitment Process

Exhibit 4: Board Norms Draft

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.

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

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
JULY 31, 2019 MEETING
3:30 PM – 5:00 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the "Committee") of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the KUOW Office, 2nd Floor Conference Room on July 31, 2019 at 3:30 PM.

PRESENT: Virginia Anderson (Co Chair), Colleen Echohawk (Co Chair), Wier Harman, Sharon Kioko, David Landau, Irwin Goverman and Aaron Rocke

ABSENT: Haeryung Shin

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

GUESTS: None

I. Meeting Called to Order

Virginia Anderson called the meeting to order at 3:35 PM.

II. Conflict of Interests

There were no conflict of interest expressed.

III. Approval of Minutes

The approval of the minutes from the June 28 2019 Governance Committee Meeting were tabled to next meeting due to corrections.

IV. KUOW PSPR Board of Directors Governance Documents

Governance Committee Duties

Members reviewed the Governance Committee principle responsibilities for nomination of board and committee members. Ms. Anderson discussed the process for nominating and electing committee chairs.

Board Governance Structure and Guidelines

The committee reviewed the adopted 2016 Board Governance and Structure Guidelines. The guidelines will be updated to be consistent with the current Board Committees' Charters. The document will be revisited and updated before the new board member orientation.

V. 2020 Board Recruitment Update/Proposed Committee Slate FY2020

Ms. Anderson gave an overview of the draft Board Recruitment process, expectations and timeline. The Committee discussed the prospects list, prioritization of expertise, the number of available seats and determined the 2020 board class size. Additionally, members identified the top prospects for initial "board interest" meetings. A special meeting to finalize the slate was added to the schedule. The committee will nominate two Community Directors and one University Director recommended by the Provost.

VI. Committee Taskforce Updates

Conflict of Interests

Mr. Landau gave a brief status update on researching and developing a new conflict of interest policy and guidelines. The COI taskforce members of the committee are comparing a number of examples from similar boards of media corporations. Members discussed formulating a process for when conflicts arise.

Board Norms

Ms. Anderson provided members with a copy of the proposed "Board Norms" document for review and consideration. The committee will finalize the draft at their next meeting to move forward for full board review and discussion.

VII. Adjournment

There being no further business, Ms. Anderson adjourned the meeting at 5:00 pm.

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

KUOW .ORG 94.9

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

Location: KUOW, 2nd 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	1. **Call to Order and Welcome**		Virginia & Colleen
	2. **Invitation to Disclose Possible Conflicts of Interests**		
	3. **Overview of Meeting Purpose**		
	4. **Invitation for Additional Topics**		
(ACTION)	5. **Approval of August 6, 2019 Meeting Minutes**	Exhibit 1	
3:35 – 4:00 PM	6. **Board Recruitment** - Feedback on Board Prospects - Finalize Slate - Discuss Committee member only option	Exhibit 2a-2e	Virginia & Colleen
4:00 – 4:10 PM (ACTION)	7. **Board Member and Officer Nomination** - Discuss and Finalize Board Leadership Slate - Review proposed re-election slate - Review 2020 proposed board committee leadership	Exhibit 3a-3b	Virginia Members
4:10 – 4:25 PM	8. **Committee Taskforce Updates** - Board Norms		Aaron and Virginia
4:25 – 4:30 PM	9. **Next Steps / Additional Topics** - Board Orientation - Schedule November Meeting	Exhibit 4	Members
4:30 PM	10. **Adjourn**		

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

Location: KUOW, 2nd 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

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.

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

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
October 10, 2019 MEETING
3:30 PM – 4:30 PM

KUOW Radio (PSPR) Governance Committee meeting was held at the KUOW Office, 2nd 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)

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:

- 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)

KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, JANUARY 14, 2020
3:00 PM – 4:30 PM

KUOW, **3rd Floor Large Conference Room** (Meeting Room Change)

Dial-In: 1 408 638-0968 or 1 646 876-9923

Meeting ID: 347 220 8105

Zoom Meeting: https://washington.zoom.us/j/3472208105

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 Orientation
2. Discuss 2020 Work Plan
3. Set Timeline for Board Retreat

MEETING AGENDA

3:00 – 3:05 PM	1. **Call to Order and Welcome** 2. **Invitation to Disclose Possible Conflicts of Interests** 3. **Overview of Meeting Purpose** 4. **Invitation for Additional Topics**		Sharon/Virginia
(ACTION)	5. **Approval of OCTOBER 10, 2019 Meeting Minutes**	Exhibit 1	
3:05 – 3:20 PM	6. **Board Orientation Feedback**		Sharon/Virginia Members
3:20 – 3:40 PM	7. **Governance Committee 2020 Work Plan**	Exhibit 2	Sharon/Virginia Members
3:40 – 4:05 PM	8. **Committee Taskforce Updates** - COI - Board Norms	 Exhibit 3 Exhibit 3a	Sharon/Virginia
4:05 – 4:20 PM	9. **Board Retreat** - Purpose - Timeline		Sharon/Virginia
4 :20 -4:25 PM	10. **Next Steps** - Action Items & Assignments		Sharon/Virginia

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KUOW, **3rd Floor Large Conference Room** (Meeting Room Change)

Dial-In: 1 408 638-0968 or 1 646 876-9923

Meeting ID: 347 220 8105

Zoom Meeting: https://washington.zoom.us/j/3472208105

4:25 -4:30 PM	11. **Next Meeting Topics/Suggestions**	Sharon/Virginia
4:30 PM	12. **Adjournment**	

Next Scheduled Governance Committee Meeting: Tuesday, March 10, 2020

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
January 14, 2020 MEETING
3:00 PM – 4:30 PM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the "Committee") of KUOW, Puget Sound Public Radio (PSPR) meeting was held at the KUOW Office, 3rd Floor Marconi Conference Room on January 14, 2020 at 3:00 PM.

PRESENT: Virginia Anderson (Co Chair), Sharon Kioko (Co Chair), Colleen Echohawk, David Landau, Paul Butler, Erika Nesholm and Aaron Rocke

ABSENT: None

ALSO ATTENDING (STAFF): Fieta Robinson (Manager, Admin & Board Liaison) and Michele Patience Staal

GUESTS: None

I. Meeting Called to Order

Sharon Kioko called the meeting to order at 3:05 PM.

II. Conflict of Interests

There were no conflict of interest expressed.

III. Approval of Minutes

Dr. Kioko called for the approval of the minutes of October 10, 2019, Executive Committee Meeting. A motion was duly made by Ms. Anderson and seconded by Mr. Landau. The Committee approved the minutes as presented. The minutes from the August 7, 2019 were tabled to next meeting.

IV. KUOW PSPR Board of Directors Board Orientation

Orientation Feedback

Members discussed the new member board orientation held in December. Updates were made to the orientation material and shared with all Directors. The consensus was that the orientation went well. Members will encourage those directors who could not attend to review the zoom recording. Members also discussed detaching the new director photo opportunity from the program to allow more time for conversation.

V. Governance Committee Work Plan

2020 GOV Work Plan

The committee reviewed and discussed the timeline, work load and commitments for 2020. The document will be updated and routed to members for review before providing a draft to the Executive Committee.

Annual D&O Insurance

Members discussed the timing for reviewing and recommending the D&O insurance. They agreed to shift D&O Insurance review to the month of October prior to its auto-renewal in January.

Conflict of Interest Policy

The Conflict of Interest Policy acknowledgment is sent annually every January. After a brief discussion on the timing, members decided to keep the schedule as is. The 2020 acknowledgement and signage of the Conflict of Interest Policy was electronically sent to board directors who did not attend the Board orientation meeting.

Board Recruitment & Terms FY2021- FY2022

The Committee discussed the board recruitment process and timeline for 2021 and 2022. The prospects list will be updated for possible vacancies and one open seat based on expertise, the number of available seats determined the re-election of directors whose second term expires this year and board size.

VI. Board Retreat

The board retreat will be held on May 16, 2020. The Committee established a taskforce to assist in developing a purpose, theme and to secure guest speakers. Members assigned to the task forces are Dr. Kioko, Mr. Butler, Ms. Echohawk and Mr. Landau. Management will provide the FY20 board retreat budget for the members to discuss. Members agreed to review the retreat goals, speakers and program at the next committee meeting in March. There was a brief discussion on surveying the board for possible retreat topics. The Committee agreed to meet with the Board Chair and GM for guidance on industry and relevant topics.

Racial Equity Training

There was a brief discussion on racial equity training for the board. Members agreed to recommend to the Executive Committee that the board receives racial equity training. A motion was duly made by Ms. Anderson and seconded by Mr. Landau. The Committee approved the recommendation.

VII. Board Survey

The Committee discussed the possible methods for surveying standing committees on the board. Mr. Butler will provide sample questions for the survey at the next meeting. Members decided to recommend to the Executive Committee to conduct an anonymous mid-year check-in survey for the Board. A motion was duly made by Mr. Landau and seconded by Dr. Kioko. With no objections, the motion was approved.

VIII. Committee Taskforce Updates

Conflict of Interests

Mr. Landau gave a brief status update developing a new conflict of interest policy and guidelines for 2020. The Committee will be provided a draft to review at the next meeting.

Board Norms

Ms. Anderson gave a brief recount of the origin for establishing a board norms document. The committee will finalize the draft at their next meeting to move forward for full board review and discussion.

IX. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:45 pm.

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

KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, MARCH 10, 2020
3:00 PM – 4:30 PM

KUOW, **2 Floor Large Conference Rooms**

Dial-In: 1 408 638-0968 or 1 646 876-9923

Meeting ID: 347 220 8105

Zoom Meeting: https://washington.zoom.us/j/3472208105

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. Outline the format for the Board Retreat
2. Approved the 2020 Work Plan
3. Discuss the Board Committee Survey
4. Determine where to include the Racial Equity Training for the Board

MEETING AGENDA

3:00 – 3:05 PM	1. **Call to Order and Welcome**		Sharon/Virginia
	2. **Invitation to Disclose Possible Conflicts of Interests**		
	3. **Overview of Meeting Purpose**		
	4. **Invitation for Additional Topics**		
(ACTION)	5. **Approval of January 14, 2020 Meeting Minutes**	Exhibit 1	
3:05 – 3:35 PM	6. **Board Retreat**		Sharon/Virginia Members
	➢ Retreat Timeline, Theme and Topics		
	- Board Norms		
	- Strategic Framing Speaker	Exhibit 2	
	➢ Keynote Speaker – Tom Webster, Edison Research	Exhibit 3	
	➢ Retreat Facilitator – Ostara Group	Exhibit 4	
3:35 – 3:45 PM	7. **Governance Committee 2020 Work Plan**	Exhibit 5	Sharon/Virginia Members
3:45 – 4:00 PM	8. **Board Committee Survey**	Exhibit 6?	Sharon/Virginia Paul
4:00 – 4:20 PM	9. **Committee /Taskforce Updates**		
	➢ Conflict of Interest	Exhibit 7	David Landau
	➢ Racial Equity Training	Exhibit 8	Sharon

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KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, MARCH 10, 2020
3:00 PM – 4:30 PM

KUOW, **2 Floor Large Conference Rooms**

Dial-In: 1 408 638-0968 or 1 646 876-9923

Meeting ID: 347 220 8105

Zoom Meeting: https://washington.zoom.us/j/3472208105

4 :20 -4:25 PM	10. **Next Steps** - Action Items & Assignments	Sharon/Virginia
4:25 -4:30 PM	11. **Next Meeting Topics/Suggestions**	Sharon/Virginia
4:30 PM	12. **Adjournment**	

Next Scheduled Governance Committee Meeting Tuesday, April 14, 2020

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

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
March 10, 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 March 10, 2020 at 3:00 PM via Zoom conference.

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

ABSENT: Colleen Echohawk

ALSO ATTENDING (STAFF): Fieta Robinson, Ryleigh Brimhall and Michele Patience Staal

GUESTS: None

I. <u>Meeting Called to Order</u>

Sharon Kioko called the meeting to order at 3:10 PM.

II. <u>Conflict of Interests</u>

There were no conflict of interests expressed.

III. <u>Approval of Minutes</u>

Dr. Kioko called for the approval of the minutes of January 14, 2020 Executive Committee Meeting. A motion was duly made by Ms. Anderson and seconded by Mr. Landau. With no objections, the minutes were approved as presented.

IV. <u>KUOW Board Retreat</u>

Retreat Facilitation and Timeline

The Committee discuss the logistics, themes, program, timeline and responsibilities of the facilitator for the May 2020 Board Retreat. Members decided that the retreat would be cover the strategic reframing topics, board norms and a distillation of the speaker series provided by Ostara. A draft program agenda will be presented at the next committee meeting.

V. <u>Board Committee Survey</u>

The Committee review the timeline for several board related surveys. Members were concerned about survey fatigue and lack of participation due to survey length. They agreed not to combine the Board Biennial Board Survey with the committee feedback survey. The committee feedback survey would include board leadership questions and be announced at the board retreat.

VI. <u>Board Training</u>

Racial Equity Training

Mr. Landau proposed that the Committee focus on board prospects and recruitment this year and elect new directors the following year, staggering the recruitment process. Members agreed to utilize the December 2020 New Director Orientation meeting to have a racial equity training for the board.

VII. Committee Taskforce Updates

Conflict of Interests

Mr. Landau gave a brief status update on restricting a new conflict of interest policy and guidelines for 2020. The Committee will be provided a draft to review at the April meeting. Members would like to present final draft at the Annual Board Meeting.

VIII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:32 pm.

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

KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE
MEETING TUESDAY, APRIL 14, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Zoom Meeting: https://washington.zoom.us/j/164716753
Dial-In: **+16027530140,,164716753# US**
+16692192599,,164716753# US
Meeting ID: 164 716 753

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. Determine Virtual Structure and Rundown for Board Retreat
2. Discuss the Board Committee Survey and determine timeline
3. Establish plan for securing 2021 Board Committee leadership and recruitment

MEETING AGENDA

3:00 – 3:05 PM	1. **Call to Order and Welcome**		Sharon/Virginia
	2. **Invitation to Disclose Possible Conflicts of Interests**		
	3. **Overview of Meeting Purpose**		
	4. **Invitation for Additional Topics**		
(ACTION)	5. **Approval of March 10, 2020 Meeting Minutes**	Exhibit 1	
3:05 – 3:35 PM	6. **Board Retreat**		Sharon/Virginia
	➢ Virtual Restructure		
	- Date and Time		
	- Multiday vs All Day		
	➢ Topics	Exhibit 2	
	- Board Norms		
	- Strategic Framing Speaker		
	➢ Retreat Facilitator mtg w Ostara Group		
3:35 – 3:45 PM	7. **Board Recruitment/Assessment**	Exhibit 3	Sharon/Virginia
	➢ Review plan to engage committee chairs on recruitment needs		
3:45 – 4:20 PM	8. **Committee /Taskforce Updates**		
	➢ Revision of Conflict of Interest Policy	Exhibit 4	David Landau
	➢ Revision of Board Member Duties	Exhibit 5	
	➢ Survey on committee /board engagement	Exhibit 6	Paul Butler

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KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING TUESDAY, APRIL 14, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

Zoom Meeting: https://washington.zoom.us/j/164716753
Dial-In: **+16027530140,,164716753# US**
+16692192599,,164716753# US
Meeting ID: 164 716 753

4 :20 -4:25 PM	9. **Next Steps** - Action Items & Assignments	Sharon/Virginia
4:25 -4:30 PM	10. **Next Meeting Topics/Suggestions**	Sharon/Virginia
4:30 PM	11. **Adjournment**	

Next Scheduled Governance Committee Meeting Tuesday, June 2, 2020

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

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
April 14, 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 March 10, 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

Dr. 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

March 10, 2020 Governance Meeting minutes were tabled until next meeting.

IV. KUOW Board Retreat

Retreat Facilitation and Timeline

The Committee agreed to postpone the Board Retreat to September due to COVID-19 stay-at-home requirements. The contracted strategic reframing speaker will be rescheduled to May 15, 2020. The retreat will be held on Thursday Sept 24th, 2020 two hours before the full Board meeting. Ostara Group will facilitate sessions focus on Board norms and values creation. Members prefer to host the retreat in person. Members will take guidance from public health officials before convening an in-person meeting.

V. Recruitment/Assessment

Recruitment

Eight board members 3-year term expires in November. Members of the Committee will check in with those members whose terms are up over the next month. In addition, Members will reach out to the remaining board members whose terms do not expire in 2020 to get a sense of how they are navigating the crisis and whether they expect to continue to serve on the board. If there are no new members to onboard, the Board Orientation meeting will be repurposed for diversity, equity and inclusion training.

Board Committee Survey

Dr. Kioko and Mr. Butler will create a board committee engagement survey. The purpose of the survey is to help map out a board member recruitment strategy, committee assignments, and orientation currently scheduled for December 11, 2020. Ideally, the survey would go out to Directors in June, two to three weeks after the GM survey is closed. Results from the board engagement survey will be presented at the July 28, 2020 Committee meeting for review and discussion.

VI. Committee Taskforce Updates

Conflict of Interests

Mr. Landau provided the Committee with a draft revised Board Members Responsibilities document and new COI Questionnaire that aligns with the Form 990. Members to review and provide feedback via email by July 21, 2020. The Committee will vote on these documents at the July 28, 2020 Governance Committee meeting.

VII. Adjournment

There being no further business, Dr. Sharon Kioko adjourned the meeting at 4:37 pm.

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

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	1. **Call to Order and Welcome**		Sharon/Virginia
	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**	Exhibit 1	
(ACTION)	6. **Approval of April 14, 2020 Meeting Minutes**	Exhibit 2	
	7. **Approval of July 31, 2019 Meeting Minutes**	Exhibit 3	
3:05 – 3:35 PM	8. **Board Governance Documents**		
	➢ Conflict of Interest Policy and Questionnaire	Exhibit 4	David Landau
	➢ Revision of Board Member Duties	Exhibit 5	
	➢ 2020 Governance Workplan	Exhibit 6	Sharon Kioko
3:35 – 3:45 PM	9. **Board Committee Assessment**		Paul Butler
	➢ Board Committee Survey	Exhibit 7	
3:45 – 4:20 PM	10. **Board Engagement and Recruitment**		
	➢ Directors Feedback for 2021 Participation and Engagement	Exhibit 8	Members
	➢ 2020 YTD Board/Committee Attendance Grid	Exhibit 9	Sharon/Virginia
	➢ 2021 Recruitment Plan and Prospects	Exhibit 10	Virginia Anderson
4 :20 -4:25 PM	11. **Next Steps**		Sharon/Virginia
	➢ Action Items & Assignments		

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

KUOW PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE MEETING
TUESDAY, JUNE 2, 2020
3:00 PM – 4:30 PM

VIRTUAL MEETING

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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.

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