



**KUOW/PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE**

August 8, 2016

APPROVED MEETING MINUTES

Upon notice duly given, a meeting of the Governance Committee ("Committee") of the KUOW/Puget Sound Public Radio Board of Directors was held on August 8, 2016 via conference call. Attending were: Nelson Dong, Chris Higashi, Bob Stokes, Wier Harman, and Dennis Kenny (Chair). Also attending was Judy Endejan, Board Chair; and Caryn Mathes, CEO.

CALL TO ORDER

The meeting was convened at 12:05 p.m.

DISCUSSION OF BOARD RECRUITING PROCESS

The committee went down the prospect list. Various interim steps were reported as described on the attached updated list. In particular:

- The committee discussed the get acquainted meeting with Andy McGovern and will recommend his nomination to the Executive Committee
- Indranil Ghosh is asked to set up a follow up session with Nicholas Patrick
- The committee was introduced to a new candidate, Virginia Anderson, who has been suggested by Steve Havas. Caryn is following up to schedule an opportunity to meet.

STATUS OF NEGOTIATIONS REGARDING THE UW-PSPR OPERATING AGREEMENT

Nelson and Dennis will meet with Norm to work through the proposed changes to the UW/PSPR Operating Agreement. Companion changes may be necessary or desirable for the PSPR Articles of Incorporation and Bylaws.

NEXT COMMITTEE MEETING

The committee will next gather via conference call at Noon, Tuesday, August 30. Call and dial in information is:

Log-in option: <https://global.gotomeeting.com/join/968082981>

Dial-in option: (872) 240-3212; Access Code: 968-082-981

ADJOURNMENT The meeting adjourned at 1:15 p.m.

Respectfully submitted,
Dennis Kenny, Chair

Approved on 08.30.16

KUOW/PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE
August 30, 2016
APPROVED MEETING

Upon notice duly given, a meeting of the Governance Committee ("Committee") of the KUOW/Puget Sound Public Radio Board of Directors was held on August 30, 2016 via conference call. Attending were: Nelson Dong, Chris Higashi, Bob Stokes, Wier Harman (who excused himself to deal with a family emergency), Dennis Kenny (Chair) and Caryn Mathes, CEO (*ex officio*). Also attending was Judy Endejan, Board Chair.

CALL TO ORDER

The meeting was convened by Dennis at 12:05 p.m.

APPROVAL OF MINUTES

On motion made, minutes of the committee's previous meeting on August 8 were approved.

DISCUSSION OF 2017 OFFICER AND COMMITTEE CHAIR NOMINATES

Dennis presented a tentative slate of officers and committee chairs. He indicated that Caryn Mathes, Norm Arkans, and Judy Endejan had provided input and were supportive of the draft slate. After discussion, the slate as circulated was unanimously approved, subject to follow up calls by Dennis to two of the proposed officers to confirm their willingness and availability to serve. [As a post-meeting note: those calls were made and in each case the person responded affirmatively and with enthusiasm.] The slate, as approved is contained in the attached report.

NOMINATIONS OF ADDITIONAL AN RENEWING COMMUNITY DIRECTORS

The committee reviewed the updated board prospect short list as circulated and took the following actions:

- Virginia Anderson and Nicholas Patrick were each approved as a nominees for community director positions with a three year term ending in 2019. NOTE: Andy McGovern was previously approved.
- Dennis related that Wier Harmon and Bob Stokes will both need to be formally re-nominated and re-elected for three year terms ending in 2019

These actions are also reflected on the attached draft report.

STATUS OF AMENDMENT OF THE BYLAWS

Nelson gave a report and described the final bylaws changes, as approved in principle by the Executive Committee and as presented for review and approval by University of Washington legal counsel. Nelson agreed to circulate clean and red-lined copies of the final changes. These will be circulated to the full board 14 days in advance of the Board's September 15 meeting, as required in the Bylaws.

NEXT COMMITTEE MEETING

The committee will next gather via conference call at Noon, Monday, October 17



KUOW/PUGET SOUND PUBLIC RADIO
GOVERNANCE COMMITTEE
August 30, 2016

APPROVED MEETING

ADJOURNMENT

The meeting adjourned at 1:00 p.m.

Respectfully submitted,
Dennis Kenny, Chair
Approved on 10.07.2016



KUOW PUGET SOUND PUBLIC RADIO October 7, 2016 Governance Committee

APPROVED MEETING MINUTES

Upon notice duly given, a meeting of the **Governance Committee ("Committee") of the KUOW/Puget Sound Public Radio Board of Directors** was held on **October 7, 2016 via conference call**. Attending were: Nelson Dong, Wier Harman, Dennis Kenny (Chair) and Caryn Mathes, CEO (*ex officio*). Also attending was Fieta Robinson, Board Liaison.

CALL TO ORDER

The meeting was convened by Chair Dennis Kenny at 11:05 a.m.

APPROVAL OF MINUTES

Dennis Kenny called for the approval of the minutes of the July 21, 2016 and August 30, 2016 Governance Committee Meetings. With no objections, a motion was duly made and seconded; the committee approved the minutes as presented.

BOARD RECRUITMENT UPDATE

The Committee discussed the Board prospects list, providing feedback from the meet and greet meetings with prospects. Directors provided feedback, expressing their concerns regarding the current composition of the Board. The Committee agreed that pending further discussion of board diversity, they will hold off recommending additional prospects from the list until next year, with exception of the UW Nominees. Dennis and Bob Stokes will get back to the candidates recently interviewed by the Board. Caryn also reported that a meet and greet session has been scheduled with Zithri Saleem.

NOMINATIONS OF COMMUNITY DIRECTORS

Caryn Mathes gave a report on the meet and greet with the two UW Representatives nominated by President Cauce. After a brief discussion, Nelson Dong motioned that Randy Hodgins and Hanson Hosein be advanced as community directors in the selection put forth to the full board at the November 3, 2016 Annual meeting; Weir Harman seconded; the committee unanimously approved:

- Randy Hodgins and Hanson Hosein as a nominees for community director positions with a three year term ending in 2019.

UW OPERATING AGREEMENT

Nelson Dong gave a report and described the proposed changes in the UW Operating Agreement (OA) that was presented for review and approval by University of Washington legal counsel; current language in the OA ties termination of facility lease to dissolution of the PSPR Board of Directors. The Committee discussed the red-line version provided by UW that included a 90-day right to terminate clause. Nelson explained that they were not able to reach an agreement. Nelson and Dennis discussed the implications of the red-lined agreement which would give both parties the ability to terminate the OA upon a 90-day notice.

Caryn Mathes expressed her concerns about waiting to update the clause that ties the facility lease to the dissolution of PSPR; stating that the language would paralyze the station if there was in emergency that affects the occupancy of the KUOW facility. She asked the Committee to consider recommending to the Board that a change be made to eliminate the clause.

Following further discussion, Nelson Dong moved and Dennis Kenny seconded a motion recommending to the full Board:



KUOW PUGET SOUND PUBLIC RADIO
October 7, 2016 Governance Committee

APPROVED MEETING MINUTES

(1) that it immediately approve amendment of paragraph 4.1 of the Operating Agreement by deleting the words, “earlier of (a) the termination of the Lease, or (b) the;” and

(2) that it continue discussion with the University concerning possible further amendment of the Operating Agreement that would could include other triggers for termination of the Agreement.

The motion was voted on and unanimously approved.

NEXT COMMITTEE MEETING

To be determined

ADJOURNMENT

The meeting adjourned at 11:49 a.m.

Respectfully submitted,

Dennis Kenny, Chair

Approved on 02/09/2017

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

February 9, 2017 MEETING

12:00 p.m. – 1:30 p.m.

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on February 9, 2017 at 12:00 PM.

PRESENT: Bob Stokes (Chair), Virginia Anderson, Wier Harman, Haeryung Shin, Judith Endejan, and Caryn Mathes (President & CEO)

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Bob Stokes welcomed the Committee members and called the meeting to order at 12:05 pm.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Mr. Stokes called for the approval of the minutes of the October 7, 2016 Governance Committee Meeting - Ms. Endejan motioned and Ms. Anderson seconded to approve. With no objections, the Committee approved the minutes as presented.

IV. Directors’ Ethics & Conflict of Interest Policy

The Committee discussed the proposed changes to the June 2004 Ethics & Conflict of Interest Policy (“COI”). Mr. Stokes motioned to approve and recommend the revised COI be ratified by the Board at the March 3, 2017 meeting; Ms. Endejan seconded. With no objections, the Committee approved the revised COI.

V. Board Committee Member Recommendation

Mr. Stokes gave a brief history on the role and membership of the Board Chair on Ad hoc Committees. He proposed a board resolution to elect the Board Chair as a voting Member to all Committees to be congruent with the current practice and Board Governance and Structure document. Committee members agreed to move forward on the recommendation to nominate and elect the current Board Chair as a member to all Board Committees with the provision that she/he cannot concurrently Chair additional committees other than Executive.

VI. PSPR Bylaws (Amended and Restated 09/15/2016)

The Committee discussed possible revisions to the PSPR Bylaws. Mr. Stokes suggested that a sub-committee be created to examine PSPR governance documents and recommend changes to the Committee at the next meeting. Ms. Endejan will work with the Mr. Stokes on reviewing the bylaws.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

February 9, 2017 MEETING

12:00 p.m. – 1:30 p.m.

VII. Board Governance Structure

Mr. Stokes provided a copy of the revised Board Governance and Structure document for Committee approval. Members suggested a minor change to the Governance Committee Charter. Final draft will go to the Executive Committee to recommend for Board approval.

VIII. Governance Committee Work Plan

Mr. Stokes informed the Committee that its annual work plan will be redrafted to reflect a timeline corresponding with Committee and Board meetings necessary for input and approval on governance documents and tasks.

IX. Board Member Duties & Acknowledgement of Receipt

The Committee reviewed and discussed the revised Board Member Duties & Acknowledgment. Mr. Stokes will make the suggested changes to the document and route to Members for input and approval. A final draft will be presented at the next committee meeting.

X. Board Retreat

PSPR Board Retreat is scheduled for March 11, 2017 at the UWClub. The Committee discussed the duration of the meeting, agenda and speakers for the event. Mr. Stokes will meet with the race and equity speaker to discuss a training presentation tailored to assist the Board in its goals and support for the station. Ms. Haeryung reported that she is working with Hanson Hosein on a panel discussion regarding digital media.

XI. Adjournment

There being no further business, Mr. Stokes adjourned the Governance Committee meeting at 1:37 PM. *The next meeting of the Committee will take place on 13 April 2017.*

Respectfully Submitted by
Bob Stokes, Chair &
Fieta Robinson, Board Liaison
Approved on 04.13.17

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

April 13, 2017 MEETING

12:00 p.m. – 1:30 p.m.

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on April 13, 2017 at 12:00 PM.

PRESENT: Bob Stokes (Chair), Virginia Anderson, Judith Endejan, and Caryn Mathes (President & CEO)

ABSENT: Haeryung Shin and Wier Harman

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Bob Stokes welcomed the Committee members and called the meeting to order at 12:05 pm.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Mr. Stokes called for the approval of the minutes of the February 9, 2017 Governance Committee Meeting - Ms. Endejan motioned and Ms. Anderson seconded to approve. With no objections, the Committee approved the minutes as presented.

IV. Board Composition and Vacancies

The Committee discussed the upcoming vacancies on the Board. There was a discussion of the ideal size and appropriate characteristics regarding diversity and skills. They reviewed the current composition of the board and discussed an action plan for reaching out to various prospects. The Committee agreed to expand the skillset list and build survey that includes county and ideology. Management will send survey to the Board accordingly.

V. Board Candidate Discussion

Mr. Stokes gave an update on board candidacy and recruitment. The Committee review and discussed the Community Director Prospect Dashboard. Members committed to reach out to various prospects aligned with KUOW social and racial equity goals.

VI. PSPR Bylaws (Amended and Restated 09/15/2016)

The Committee discussed the revisions to the PSPR Bylaws. Ms. Endejan outlined the proposed changes that included Finance/Audit and Governance Committees as standing committees in the Bylaws. Mr. Stokes suggested that a diversity statement be included in the PSPR governance documents. Members were requested to send their comments on the redline version before the next Board meeting.

APPROVED MEETING MINUTES

KUOW Puget Sound Public Radio

GOVERNANCE COMMITTEE

April 13, 2017 MEETING

12:00 p.m. – 1:30 p.m.

VII. Board Duties and Commitment Acknowledgement

Mr. Stokes provided a copy of the final draft of the Board Member and Expectation of duties acknowledgement. The Committee agreed to move the revised document to the Executive Committee to recommend for Board approval.

VIII. Adjournment

There being no further business, Mr. Stokes adjourned the Governance Committee meeting at 1:37 PM. *The next meeting of the Committee will take place on 8 June 2017.*

Respectfully Submitted by
Bob Stokes, Chair &
Fieta Robinson, Board Liaison
Approved on 06.08.17

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
June 8, 2017 MEETING
12:00 p.m. – 1:30 p.m.

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on June 8, 2017 at 12:00 PM.

PRESENT: Bob Stokes (Chair), Haeryung Shin, Virginia Anderson, Judith Endejan, and Caryn Mathes (President & CEO)

ABSENT: Wier Harman (Excused)

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Bob Stokes called the meeting to order at 12:21 pm.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Mr. Stokes called for the approval of the minutes from the April 13, 2017 Governance Committee Meeting. Ms. Anderson motioned and Ms. Endejan seconded; with no objections, the Committee approved the minutes as presented.

IV. Board Attendance

The Committee reviewed the aggregated attendance grid for Board and Committee meetings YTD. Members discussed the number of committee members vs. attendance and concerns about establishing quorum. They recommended that Committee Chairs designate a member to facilitate their meetings when participating by phone and in unexpected absences. Directors will be encouraged to make an effort to attend meetings in person rather than conferencing in.

V. Additional Meeting

Committee members agreed to schedule an additional Governance Committee Meeting on July 17, 2017 to discuss Board Prospects.

VI. PSPR Bylaws (Amended and Restated 09/15/2016)

Ms. Endejan provided a copy of the red-lined version of the draft revised PSPR Bylaws. The Committee will discuss their feedback at their next meeting. Members agreed to present a final draft to the Executive Committee at the August 2017 meeting for recommendation to the Board in September 2017.

VII. Board Recruitment Update and Recruitment Timeline

The Committee reviewed potential prospects for the Board. Mr. Stokes gave an overview of the nomination process, recruitment guidelines and timeline. Members were assigned to reach out to

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
June 8, 2017 MEETING
12:00 p.m. – 1:30 p.m.

those prospects recommended for potential board candidacy. Directors from other committees will be invited to the board candidate breakfast meetings. The Committee will discuss and evaluate the recruitment slate at the meeting in July.

VIII. Other Business

2018 Board and Committee Schedule

Ms. Shin discussed the process for determining the 2018 Board and Committee Schedule. A draft schedule will be provided to Committee Chairs and Management for finalization.

IX. Adjournment

There being no further business, Mr. Stokes adjourned the meeting at 1:23PM. *The next meeting of the Committee will take place on **July 17, 2017.***

Respectfully Submitted by
Bob Stokes, Chair &
Fieta Robinson, Board Liaison
Approved on 07.17.17

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
July 17, 2017 MEETING
8:30 AM – 10:00 AM

Upon notice duly given, the **GOVERNANCE COMMITTEE** (the “Committee”) of KUOW, Puget Sound Public Radio (PSPR) meeting was held at on July 17, 2017 at 8:30 AM.

PRESENT: Bob Stokes (Chair), Haeryung Shin, and Caryn Mathes (President & CEO)

CONFERENCING IN: Virginia Anderson and Judith Endejan

ABSENT: Wier Harman (Excused)

ALSO ATTENDING (STAFF): Fieta Robinson (Executive Assistant & Board Liaison)

GUESTS: None

I. Meeting Called to Order

Chair Bob Stokes called the meeting to order at 9:06 am.

II. Conflict of Interests

There were no conflicts of interests.

III. Approval of Minutes

Mr. Stokes called for the approval of the minutes from the June 8, 2017 Governance Committee Meeting. Ms. Shin motioned and Ms. Endejan seconded; with no objections, the Committee approved the minutes as presented.

IV. Board Prospects

The Committee reviewed the list of prospects and discussed their candidacy for the Board. They agreed to put forth two candidates at the next Executive Committee meeting. Members will schedule additional meet & greets in August.

V. PSPR Bylaws (Amended and Restated 09/15/2016)

The Committee was provided with a copy of the red-lined version of the draft revised PSPR Bylaws. They recommended a few changes to provide clarity for directors regarding voting rights, constitution of quorum, nominations for election and re-election, and finance/audit responsibilities.

There was a discussion about the duties of the vice-chair and establishing a more meaningful role as officer on Board. Ms. Shin proposed that the vice chair be the past chair to maintain institutional knowledge. The Committee will continue to explore various options.

Members agreed that when vacancies on the board are filled, the incumbent’s term date starts when they are elected and counts towards a full term that ends in the third November. Board membership is renewed at the annual meeting each year.

APPROVED MEETING MINUTES
KUOW Puget Sound Public Radio
GOVERNANCE COMMITTEE
July 17, 2017 MEETING
8:30 AM – 10:00 AM

VI. Board Insurance

The Committee discussed the Board's Insurance. Members agreed that the insurance limit of liability is allow and that it needs to be updated. There were concerns regarding defamation insurance and overall clarity of its coverage. Management will work with insurance company to a get summary of coverage and with an insurance broker for benchmarking.

VII. 2018 Board Participation Results

Mr. Stokes briefly discussed the results of the 2018 Board and Committee Participation survey. He reported that Director and Secretary Steve Hill will resign at the end of his 1st Term but would like to remain as a non-voting member of the Finance Committee. The Committee recommended the following nominations for Executive Committee approval:

- Re-elect Director Haeryung Shin as Board Chair
- Re-elect Jon Schorr as Board Treasurer
- Elect Director Andy McGovern as Board Secretary
- Elect Director Virginia Anderson and Vivian Phillips as Co-chairs of Development Committee
- Re-elect Director Robert Stokes as Chair of Governance Committee
- Re-elect Director Jon Schorr as Chair of Finance/Audit Committee
- Elect Director Robert Stokes as Member of Finance/Audit Committee

Mr. Stokes will review the remainder of the surveys and get back to the Committee with final results for nominations.

VIII. Other Business

Finance & Audit Committee Members

Mr. Stokes reminded the committee that the Board is in need for candidates with Finance/Audit backgrounds. Members will send their recommendations to the committee.

IX. Adjournment

There being no further business, Mr. Stokes adjourned the meeting at 10:13 AM. *The next meeting of the Committee will be scheduled in August.*

Respectfully Submitted by
Bob Stokes, Chair &
Fieta Robinson, Board Liaison