



KUOW, Executive Committee: November 3, 2022 Meeting

Zoom & UW Tower

Nov 3, 2022 at 4:30 PM PDT to Nov 3, 2022 at 6:30 PM PDT

Agenda

I. Welcome and Call to Order

4:30 PM

Presenter: Christopher Jay

A. Meeting Objectives

B. Invitation to Disclose Possible Conflicts of Interests

C. Invitation for Additional Agenda Topics

D. Approval of the September 8, 2022 Executive Committee Meeting Minutes

II. Committee Business & Updates

4:35 PM

A. DEI Committee Update

Presenter: Ian Warner

1. October 6th Meeting Minutes

2. DEI Draft Philosophy Statement

B. Reach and Resource Committee

Presenter: Claire O'Donnell

1. October 25th Meeting Minutes

2. Board Engagement Plan

3. R&R Staff Presentation

C. Finance & FISC Committee

1. October 20th FISC Meeting Minutes

Presenter: Mark Ashida

a. Bernstein Q3 Investment Report

2. October 27th FIN Meeting Minutes

Presenter: Liam Lavery

a. BDO Audit Presentation

D. Governance Committee Update

Presenter: David Landau

1. October 4th Meeting Minutes

2. Board Officer and Committee Slate Approval

E. Strategic Planning Committee

Presenter: Andy McGovern

1. October 12th Meeting Minutes

a. KUOW TikTok Pilot

b. Digital Product FY23 Strategic Priorities

III. Executive Committee Update

A. Annual Meeting Update

Presenter: Shawnteasha Crow

IV. Station Business & Updates

5:35 PM

Presenter: Caryn Mathes

A. 2023 CEO Goals

B. FY YTD Financials

1. Cash Flow Navigation

2. Dashboard Report

3. Tonnage Report

C. Racial Equity Team Update

5:55 PM

Guest: Amelia Peacock

V. Other Business

6:00 PM

A. Committee Attendance

Presenter: Shawnteasha Crow

B. Workplans & Transition Planning

Presenters: Shawnteasha Crow, Ryleigh Brimhall

C. Orientation Update

Presenter: Shawnteasha Crow

VI. Public Comment

6:15 PM

VII. Open Session Adjourn

VIII. 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.

IX. Executive Session Adjourn



APPROVED KUOW, Executive Committee: November 3, 2022 Meeting Minutes

KUOW – Zoom & In-Person | Nov 3, 2022 at 4:30 PM PDT

In-Person Location: UW Tower Board Room: 4333 Brooklyn Ave NE, Seattle, WA 98105

Virtual Location: Zoom

Attendance

Members Present (Remote): Mark Ashida, Irwin Gorman, Randy Hodgins, Christopher Jay, David Landau, Heidi de Laubenfels, Liam Lavery, Andy McGovern, Claire O'Donnell, and Ian Warner

Staff Present (Remote): Caryn Mathes, Fieta Robinson, Kerry Swanson, Janice McKenna, Steve Alexander, and Amelia Peacock

Staff Present (In-Person): Shawnteasha Crow

Guests Present (Remote): Paige Browning, Matthew Martin, and Natalie Newcomb

I. Welcome and Call to Order

- i. Mr. Gorman called the meeting to order at 4:34pm
- ii. Invitation to Disclose Possible Conflicts of Interests
 - i. Mr. Gorman asked the Committee to disclose any possible conflicts of interest, and none were expressed.
- iii. Approval of the September 8, 2022 Executive Committee Meeting Minutes
 - i. **Motion:** Mr. Gorman called for a motion to approve the September 8, 2022, Executive Committee meeting minutes.
Motion moved by Heidi de Laubenfels and motion seconded by Ian Warner. The motion was carried and the September 8, 2022 Executive Committee meeting minutes were approved.

II. Committee Business & Updates

i. DEI Committee Update

- i. Mr. Warner discussed the Draft DEI Philosophy Statement with the committee. The committee focused on defining fiscal DEI efforts and our fiduciary duties to KUOW, and the guiding thoughts for members when engaging in DEI work with the Board.

- ii. **Motion:** Mr. Goverman called for a motion to approval this Board DEI Philosophy Statement with minor revisions to be presented to the Full Board for approval.

Motion moved by David Landau and motion seconded by Liam Lavery.
With no objections, the motion was carried with minor revisions.

- ii. **Reach and Resource Committee**

- i. Ms. O'Donnell presented the board engagement plan for 2023 and the committee discussed corrections and clarity for the plan and form before presenting to the Full Board.

- iii. **Finance & FISC Committee**

- i. Mr. Ashida highlighted on the current increase of all short and long-term investments to 60% ESG and the annual review to increase this percentage. Due to the diversification of investments, KUOW investments have been minorly insulated from the current stock market value decrease.
- ii. Mr. Lavery presented the annual BDO financial audit, and KUOW received an unqualified, or “clean,” opinion with no adjustments nor the issuance of a management letter for this year. Due to high incidents of financial scams for their clients this year, BDO strongly advised higher cyber and financial security protocols and vigilance.
- iii. **Motion:** Mr. Goverman called for a motion to accept the audit and to move it to the Full Board for the full approval.
Motion moved by David Landau and motion seconded by Mark Ashida.
With no objections, the motion was carried to the full board.

- iv. **Governance Committee Update**

- i. Mr. Landau briefly provided an overview on the resolutions relating to re-elections of members, board officers, and committee structure.
- ii. Board Officer and Committee Slate Approval
 - a. **Motion:** Mr. Goverman called a motion to approve Resolutions of Re-Election of members, Board Office Slate, and Recommendation of Committee Structure.
Motion moved by Heidi de Laubenfels and motion seconded by Mark Ashida. With no objection, the motion was carried to the full board for approval.

v. Strategic Planning Committee

- i. Mr. McGovern presented on the recent staff deep dives on TikTok and updated Digital Strategy. Both of the presentations are being included as staff presentations at the Annual Meeting.

III. Executive Committee Update

- i. Ms. Crow provided an overview of the Annual Meeting, including the current agenda and answering FAQs for members.

IV. Station Business & Updates

- i. Ms. Mathes presented on her 2023 GM Performance Goals. There was continued focus on maintaining the wellbeing of staff, execution of Strategic Impact Framework, hiring C-Suite staff members, communicating Digital Integration benchmarks and targets, and facilitating Board's engagement with staff.
- ii. FY YTD Financials
 - i. Ms. Mathes highlighted on YTD Financials. There was some softness in September Financial with Business Support's national spots, but there was some relative success with the recent Pledge Drive and membership. She also presented the current hiring efforts.
- iii. Racial Equity Team Update
 - i. At this point of the meeting, Mr. Goverman turned the meeting over to Mr. Jay to continue leading.
 - ii. Ms. Peacock presented on the Staff Racial Equity Team (RET). She mentioned the completion of the TOCA (Transforming Organizational Cultural Assessment), and initially, the results have shown improvement in awareness since the first TOCA. Both of the Race-Based Caucuses met in October and November, with a final meeting with a joint caucus meeting in December. RET was also reprioritizing the REDI (Racial Equity Diversity & Inclusion) Plan goals for 2023 and focused on further developing structures of accountability.

V. Other Business

- i. Ms. Crow highlighted committee attendances and past discussions on virtual-only vs. hybrid committee meetings in 2023. She reminded the committee to meet for transition and workplan meetings between exiting and entering committee chairs and vice chairs. Finally, she updated the committee on the orientation and presented the draft of the orientation presentation.

VI. Public Comment

- i. Mr. Jay asked if there were members of the public that wanted to provide a comment. None were in attendance at the UW tower for public comment.
- ii. Of the guest that attended virtually via Zoom, Paige Browning made a public comment encouraging the Board to follow University of Washington's Labor Relations salary negotiations with the Content team at KUOW.

VII. Open Session Adjourn

- i. Mr. Jay adjourned the Open session of the meeting at 6:14pm.

VIII. Executive Session

- i. Mr. Jay called for an Executive Session at 6:14pm to discuss privileged proprietary information.

IX. Executive Session Adjourn

- i. Mr. Jay adjourned the Executive Session at 6:48pm.