

## Minutes

### WISCONSIN PUBLIC RADIO ASSOCIATION BOARD OF DIRECTORS MEETING Educational Communications Board, 3319 West Beltline Highway, Madison, WI Monday, May 16, 2011

BOARD MEMBERS PRESENT: Crane, Dietrich, Gagnon, Gerlach, Gilmore, Graham, Katz, Korker, Merrick, Powless, Rosewall, Rudnitzki, Schneider, Sigman, Utley

#### Welcome and introductions/Report of WPRA Board President

Rosewall welcomed new members Mary Korker and Larry Graham; she acknowledged this is her last meeting as President and recognized Bill Merrick's final meeting.

#### Report from WPR Director

Crane acknowledged and thanked Rosewall for her years of service as president. He referred members to his written report and commented on some of those points; the ECB's Gene Purcell gave a brief update of the status of current state and federal budget matters.

#### Public Comment

One member of the public – Randy Christianson – shared comments and suggestions about WPR programming.

No additional comment was received from the public.

#### Business Meeting

Called to order at 2:18 by President Rosewall.

#### Approval of minutes

Gagnon moved/seconded by Graham to approve the March 23, 2011 Board meeting minutes. APPROVED as amended (changing "new member" to "prospective member" in introductions).

#### Committee Reports and Actions

##### I. Operations Committee – Dietrich

Items currently under review:

- WPRA Policies and Procedures under review for September meeting
- Will also look into updating bylaws
- Will draft descriptions of board officers' duties and responsibilities for future board review

##### 1. Election of Officers

Schneider moved/seconded by Dietrich to elect the following slate of officers for the 2011-12 year: Katz, president; Dietrich, vice president; Rudnitzki, treasurer. APPROVED.

The committee, together with the incoming president, will review nominees for secretary and present to the board for ratification in September.

## 2. Discussion and Possible Action on Board Appointments

Dietrich moved/Powless seconded to appoint Shahanna W. McKinney-Baldon to the WPRA Board CONTINGENT on a follow-up interview and her stated willingness to accept the appointment (this fills the four-year appointed position left open by Merrick's retirement from the board). APPROVED.

Dietrich also announced that Margie Shurgot has resigned; the committee will review candidates to fill the final two years of that term and forward nominations to the board for consideration in September.

## 3. Discussion and Possible Action on Creation of Investment Committee

The committee is considering the creation of an Investment Committee, to be comprised of board and/or public members; board discussion helped to clarify and inform the committee's review; the committee will report back to board in September.

## 4. Discussion of Proposed Electronic Voting Process

The board discussed pros and cons of changing the membership voting process to include electronic voting. Consensus was that further consideration of the possibilities is warranted given the possible cost savings and as a way to increase participation in the voting process. The committee will continue to pursue the options.

## 5. Discussion and Possible Action on Establishment of Future Board Meeting Dates

Future meeting dates:

- Mon/Tues Oct. 3 & 4, 2011 *Revised Retreat dates*
- Friday, Jan. 20, 2012
- Thursday, March 8, 2012 Advocacy Day and possible joint meeting with Friends of WPT
- Monday, May 21, 2012
- Thurs/Fri Sept. 28 & 29, 2012

Please report conflicts or comments on these dates to Mike Crane and Mary Kay Sherer.

## II. Finance Committee – Merrick

### 1. Discussion and Possible Action on the Corporate Resolutions to Acquire and Liquidate

Dietrich moved/Gerlach seconded: WHEREAS, the Board of Directors of the Wisconsin Public Radio Association ("WPRA") has determined that it is in the best interests of the Corporation to acquire shares of Transamerica Life Insurance, owned by Donnamae Klotz, who passed away in 2011 and left WPRA a portion of her estate; RESOLVED, that the Corporation hereby requests its shares as a cash lump sum payment; RESOLVED FURTHER, that the President or Treasurer or Director of the Corporation is solely authorized to complete any and all documentation required by Transamerica Life Insurance Company to receive the bequest of funds from the Donnamae Klotz Estate to Wisconsin Public Radio Association. APPROVED.

Dietrich moved/Gerlach seconded: WHEREAS, the Board of Directors of the Wisconsin Public Radio Association (“WPRA”) has determined that it is in the best interests of the Corporation to acquire shares of RiverSource Life Insurance Annuity Policy and IRA, owned by Phillis Hyde, who passed away in February 2011 and left WPRA a portion of her estate; RESOLVED, that the Corporation hereby requests its shares as a cash lump sum payment; RESOLVED FURTHER, that the President or Treasurer or Director of the Corporation is solely authorized to complete any and all documentation required by Ameriprise Financial Services and/or RiverSource Life Insurance Company to receive the bequest of funds from the Phillis Hyde Estate to Wisconsin Public Radio Association. APPROVED.

2. Discussion and Possible Action on the FY12 WPRA Budget

Dietrich moved/seconded by Katz to accept proposed preliminary budget. APPROVED.

At the request of the board, staff will prepare a report on WPRA reserves for the September meeting. Staff will also provide information to assist with the board’s “big picture” view of expenses and revenues for WPR.

3. Discussion and Possible Action on Recommendation of the Board 2011 Auditors

Sigman moved/seconded by Dietrich to approve Clifton Gunderson LLP as WPRA auditors for fiscal years 2011, 2012 and 2013. APPROVED. This was the recommended outcome from the committee’s research of firms to serve both WPRA and the Friends of WPT.

III. Development Committee - Utley

Membership gifts are on track, year-to-date; anticipate slightly exceeding annual goal which will help balance the overall revenue goals. The committee will continue to work with staff on plans to increase individual giving, especially in the area of major gifts; staff will seek board member assistance and support in additional cultivation work. The committee has also reviewed proposed FY12 projects for major gifts.

IV. Joint Advocacy Committee - Gerlach

Advocacy work has been very successful this year; state and federal support is still not fully secure, so it’s important for board members to continue to encourage elected officials to support funding for public broadcasting on all levels. Joint efforts this year with the Friends of WPT, Milwaukee Public TV and WUWM has also been helpful in creating greater awareness among state officials; now looking ahead to next year’s efforts. A special thank-you was extended to board members Dietrich and Katz who both took time to join staff in meeting with elected officials in Washington D.C.

New Business

There was no new business.

Adjournment

There being no additional business, Graham moved/seconded by Dietrich to adjourn. APPROVED.

The meeting was adjourned by Rosewall at 4:15 p.m.