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Code of Conduct of WPRA Board of Directors

(Part VI Q.13

**WHISTLEBLOWER POLICY refers to
Code of Conduct)**

This statement affirms our belief and commitment to ethical, honest and sound business practices. The WPRA Board of Directors holds a position of trust and is responsible to the WPRA members. The Board will conduct business in a conscientious and open manner and will not engage in any action that compromises WPRA, its licensees, or Wisconsin Public Radio. All directors will adhere to high moral, ethical, and legal standards, comply with applicable laws and observe the following rules of conduct.

- A director will attend all scheduled Board and assigned Committee meetings according to the Board attendance policy described in WPRA's Bylaws.
- A director will not accept employment or engage in any business or professional activity that might reasonably be expected to induce him/her to disclose confidential information acquired as a board member.
- A director will not seek, offer or accept any financial benefit as a result of Board membership except for the reimbursement of reasonable, legitimate expenses as described in the WPRA's Bylaws and policies. This includes but is not limited to:
 - acceptance of gifts above nominal value
 - self-dealing
 - establishment of individual financial dealings or investments with any organization doing or seeking to do business with WPRA, its licensees, or Wisconsin Public Radio.
- A director will not engage in any activity that conflicts or appears to conflict with the unbiased conduct of WPRA business. These activities include but are not limited to:
 - employment or directorships with contractors or organizations that provide service to WPRA, its licensees, or Wisconsin Public Radio
 - employment or directorships with contractors or organizations that compete with WPRA, its licensees, or Wisconsin Public Radio,
 - any activity that may impair a director's independent judgment of the issues of WPRA, its licensees, or Wisconsin Public Radio
- A director will make all decisions in keeping with the best interests of WPRA, Wisconsin Public Radio, and WPRA's membership.

The Board shall investigate and evaluate any actual, alleged or potential violation of these rules of conduct and will take any appropriate corrective action, including sanctions and the initiation of legal action.

Approved by the Board of Directors on May 19, 2009

Committee Meetings Minutes
(990 Part VI Q. 8)

Wisconsin Public Radio Association shall maintain minutes for all committee meetings which have board members actively participating in the discussions or decision making. Minutes from each meeting shall include descriptions of any action taken, when it was taken, and who made the decision. The meeting minutes shall be approved in the next meeting of the committee and of the board during committee reports.

The following committees shall have the authority to take action on behalf of the Board of Directors:

- The Executive Committee shall carry out the operation of the Association between meetings of the Board. Action(s) of the Executive Committee shall be reported to the Board in a timely manner.
ARTICLE VII, 7:02
- No other committees shall have the authority to act on behalf of the Board.

COMMUNITY and BOARD RELATIONS

As stated in the WPRA Mission, a significant part of the responsibility of the organization is:

Through regional committees, to serve as liaison between the licensees and listeners; to sponsor projects that involve public participation throughout Wisconsin Public Radio's listener area; and through public awareness activities, to promote the service so as to attract additional member support.

To accomplish this goal, contact between listeners and Board members is encouraged. To be most effective, and to protect both Wisconsin Public Radio and individual Board members, the following policies will guide listener/Board contact:

1. Board members are encouraged to attend regional and statewide events, when appropriate; identifying themselves as Board members and interacting with listeners and members.
2. Regional and statewide staff are encouraged when appropriate to involve Board members as officials in public events.
3. Regional and statewide staff will give out personal e-mail addresses or phone numbers of Board members in the way in which Board members agree to be contacted. Board members who do not wish to be contacted via personal e-mails or phone can so inform the WPRA Board and appropriate WPR staff of their wishes.
4. Personal e-mail addresses and phone numbers of Board members will not be publicly posted on the WPRA website or elsewhere. However, a WPR e-mail account will be established in each region for public comments that staff can monitor and forward to Board.
5. Board members are encouraged to interact with listeners and receive feedback. However, Board members should not provide proprietary information to listeners with regard to information that has not yet been made public by WPR, WPRA or ECB, or issues that are still under consideration by these bodies.
6. When communicating with listeners in official capacity, Board members should not express personal opinions that differ from public positions of WPR or WPRA or from matters that have been voted on in WPRA meetings.
7. Board members should inform listeners whenever possible that WPRA is not the governing board of Wisconsin Public Radio, and that they can pass along feedback regarding programming in an advisory capacity only.

Compensation Review of Executive Director

(990 Part VI Q.15)

The Executive Director is an employee of the University of Wisconsin and the Educational Communication Board. His or her total compensation package, including salary and benefits, is negotiated with the Executive Directors of the licensees of WPR and consistent with University of Wisconsin and State of Wisconsin compensation policies. The licensees shall periodically conduct comparative salary surveys to align executive compensation within public radio markets. The surveys will typically use data supplied by the Corporation for Public Broadcasting.

Approved by the Board of Directors on May 19, 20079

CONFLICT OF INTEREST POLICY FOR WPRA BOARD OF DIRECTORS

The Wisconsin Public Radio Association is organized as a 501 (c) (3) public charity under IRS rules.

The purpose of this conflict of interest policy is to protect the Wisconsin Public Radio Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the WPRA. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

It is the policy of the Wisconsin Public Radio Association Board of Directors that no Director, nor anyone to whom the Board of Directors may delegate authority to act on its behalf, may, either directly or indirectly, profit, personally, from actions taken by the Board of Directors where that Director or delegate may have influenced that action.

Further, it is the duty of members of the Wisconsin Public Radio Association Board of Directors to disclose any such conflicts whenever they may exist, and to excuse themselves from voting or commenting on any action such as is described in the previous paragraph. Such conflict of interest disclosures will be documented in the minutes of the appropriate Board of Directors meeting.

A voting member of the Board of Directors who receives compensation either directly or indirectly from the WPRA will excuse himself or herself from voting on any matter directly related to said compensation.

Each Board Member or delegate will annually sign a statement affirming the principles of this policy statement. Such signed statements will be maintained by the Secretary of the Board of Directors of the Wisconsin Public Radio Association.

Printed Name

Signature

Date

**Disclosure of Documents
(990 Part VI Q.19)**

In the spirit of transparency and disclosure, Wisconsin Public Radio Association shall provide the following documents either at the request of third parties or by public disclosure in the method as indicated below:

Document

Method

Articles of Incorporation	www.wpra.org or upon request
Bylaws	www.wpra.org or upon request
IRS Form 990 *	www.wpra.org or upon request
IRS Form 1023/1024 *	www.wpra.org or upon request.
Annual Report	www.wpra.org or upon request
Conflict of Interest policy	www.wpra.org or upon request
Code of Conduct	www.wpra.org or upon request
Policies and Procedures	www.wpra.org or upon request
Board Meeting Minutes	www.wpra.org or upon request
Committee Meeting Minutes	Any committee resolutions are formally considered in the board meeting. Committees cannot enact resolutions.
Audited Financial Statements	www.wpra.org or upon request

* Required by IRS

**Disclosure of Fraud
(990 Part VI Q.5)**

According to requirements of the Internal Revenue Service on Form 990, the organization shall report all fraud that the organization becomes aware of during the tax year exceeding \$250,000 or 5% of the organizations gross receipts or total assets for the year or as of the end of the tax year.

For purposes of reporting, the organization shall report the nature of the diversion, amounts or the property taken, corrective actions taken to address the matter, but not the name of the individual, in Schedule O of the form in the year that the diversion became known.

**Disclosure of Outside Income Policy
(990 Part VII Q.5)**

No officer, director, trustee, or employee of Wisconsin Public Radio Association should receive any compensation from an unrelated organization for services rendered to WPRA, its licensees, or Wisconsin Public Radio. Such compensation received is required to be reported to the Director of Radio or, if received by the Director of Radio, to the Board President.

Gift Acceptance and Endowment Policies

Gift Acceptance Policy

The purpose of these guidelines is to govern acceptance of gifts and provide guidance to donors and their advisors in completing gifts.

The Wisconsin Public Radio Association (WPRA) is a not for profit organization organized under the laws of the State of Wisconsin, and encourages the solicitation and acceptance of gifts for the purposes of fulfilling its mission to support the work of Wisconsin Public Radio (WPR). WPRA has fiduciary responsibility for contributions intended for WPR; and the WPRA understands that all gifts to WPRA will be evaluated on a case-by-case basis by the Director of WPR to determine acceptability

The WPR Director will evaluate all gifts which are subject to donor restrictions, directives, or expenditure requirements, and the WPR Director may reject gifts that are subject to unacceptable requirements, and once a gift is accepted, any directives or restrictions imposed by the donor(s) will be honored by WPR.

In addition, the following policies will be in effect:

1. WPRA will accept gifts of cash and securities (except as noted below).
2. WPRA will accept bequests, retirement plan beneficiary designations, and life insurance beneficiary designations.
3. WPRA will accept gifts of real estate if a buyer for that real estate has been identified and that buyer is prepared to enter into a contract for the purchase of the real estate, subject to WPRA acquiring title and the buyer furnishing a satisfactory Environmental Impact Statement; or WPRA has received appropriate assurances that such assets can be liquidated with a time frame and with expenses acceptable to WPRA. It is assumed that the buyer or donor would assume the costs associated with the real estate transaction.
4. Gifts of Charitable Remainder Trusts or Charitable Lead Trusts will be directed to the University of Wisconsin Foundation to provide the resources required to effectively manage and maintain the trust.
5. WPRA will accept donations of securities of closely held corporations or limited partnership interests only if WPRA has received appropriate assurances that such assets can be liquidated, and will be done so as quickly as possible

Endowment Funds Policy

The Wisconsin Public Radio Association (WPRA) wishes to ensure effective and efficient cultivation and stewardship of bequests, other planned gifts and long-term contributions to Wisconsin Public Radio (WPR). To that end, WPRA maintains both quasi and true endowments accounts on behalf of its licensees, the Educational Communications Board (ECB) and the University of Wisconsin -- Extension (UWEX), according to a formula agreed upon by ECB and UWEX, unless specifically designated otherwise by the donor.

For the purposes of this policy, the term "endowment" encompasses: 1) true endowments wherein the corpus cannot be accessed under any circumstances; and 2) quasi-endowments wherein the corpus can be accessed using specific protocols.

Furthermore, True Endowments are donor-restricted endowment funds that are established by gifts from donors for restricted purposes into permanent endowments to provide either permanent sources of income or income for a specified period via term endowment. State law requires the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. WPRA classifies as permanently restricted net assets the original value of gifts donated to the permanent endowment and the original value of subsequent gifts to the permanent endowment. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure.

Quasi endowments are established by the WPRA board from its unrestricted net assets as board-designated endowments to be invested to provide income for a long but unspecified period. A board-designated endowment, which results from an internal designation, is not donor-restricted and is classified as unrestricted net assets. As of July 1, 2009, in the absence of known donor intent and by default, planned gifts and bequests will be deposited into the UWEX and ECB quasi-endowments according to a formula agreed upon by ECB and UWEX.

WPRA will occasionally, in concert with the Director of WPR, establish endowment funds to support the long-term financial security of Wisconsin Public Radio. WPRA will deposit into the endowment funds any gifts designated by donors as endowment gifts.

Ability to access the corpus of quasi-endowment funds is limited to a recommendation by the Director of WPR and approval of the licensees that the corpus of one or more endowment funds be accessed; and a two-thirds vote of the WPRA Board of Directors. All three of these conditions must be met before the corpus of a quasi-endowment can be spent. No funds will be directed to a quasi-endowment if there is a donor restriction that the corpus of the gift must be protected.

Uniform Distribution Policy

A uniform distribution policy will bring clarity to Wisconsin Public Radio Association (WPRA) Board members and Wisconsin Public Radio (WPR) staff when soliciting and managing gifts from donors

Several true and quasi endowment funds are maintained on behalf of WPR which share a distribution policy based on best practices.

Budgeted expenditures from these accounts for the subsequent fiscal year (beginning July 1) will be set at five percent (5%) of the average value of the accounts over the prior twelve quarters ending on March 31 of each year. Until the third year, the fund's value from inception will be considered as the 12-quarter average. The WPRA understands that these funds may be budgeted within the annual budget process, or that the Director of WPR may recommend not budgeting these funds, wherein the funds will be maintained in the endowment account, available for the subsequent year's distribution.

This calculation of available funds to be applied to operating budgets does not supersede policies regarding possible expenditures of any account's corpus, as approved by each organization.

Resolution #1: ECB Quasi-Endowment Account

Whereas: WPR accepts funds and maintains accounts on behalf of both the Educational Communications Board (ECB) and the University of Wisconsin Extension (UWEX) as licensees; and

Whereas: WPRA maintains a quasi-endowment account for University of Wisconsin Extension purposes pertaining to WPR;

Therefore: WPRA will establish a quasi-endowment account for the deposit of funds for ECB purposes pertaining to WPR.

Resolution #2: WPRA True Endowment Accounts

Whereas: Wisconsin Public Radio Association's (WPRA's) mission is to enhance the long-term financial health of Wisconsin Public Radio (WPR); and

Whereas: Donors' expectations may include the ability to give endowment gifts, wherein the corpus remains in perpetuity and only the interest is used in conformance with the Uniform Distribution Policy.

Therefore: WPRA will establish two true endowment accounts for the deposit of endowment funds; one for ECB purposes pertaining to WPR, and one for UWEX purposes pertaining to WPR.

Investment Guidelines for Cash and Savings

OVERVIEW

WPRA staff and management would invest designated assets in accordance with the following investment guidelines. The intention of these guidelines is to provide guidance to manage designated assets allowing for changing economic, business and investment market conditions. Designated assets include (1) cash not required for ongoing obligations for 3 months or longer and (2) segregated bequests which cannot be commingled with other assets.

INVESTMENT PURPOSE

Designated assets of the Wisconsin Public Radio Association, Inc. shall be treated as available for short-term and long-term investment. Varying investment terms allow liquidation without penalties if funds are required for ongoing operations or distribution. Income from these assets accumulates tax-free and will be invested in a manner that would achieve the greatest risk-adjusted total return within the investment guidelines using the acceptable investments outlined below.

INVESTMENT GUIDELINES AND ASSET ALLOCATION

The portfolio will be invested using asset classes with the goal of minimizing risk and maximizing potential return within the following guidelines.

Asset Classes:

Cash Equivalents (Money Market)

Fixed Income (Certificates of Deposit and Bonds)

<u>Asset Allocation:</u>	<u>Target</u>	<u>Acceptable Range</u>
Cash Equivalents Target	0%	0-25%
Fixed Income (CDs and Bonds)	100%	75% -100%

Re-balancing will be done on a semi-annual basis or more frequently if deemed necessary.

ACCEPTABLE INVESTMENTS

Acceptable investments will typically fall into one or more of three general categories:

- Money Market/Cash Equivalent Funds
- Certificates of Deposit in Wisconsin-based FDIC insured financial institutions.
- Fixed Income (Bond quality as expressed by the bond rating services as Moody's and Standard & Poor's.)

Limits on percent holdings for individual issues include:

- Fixed income securities of any one issuer-or Bond may not exceed 15% of the market value of the entire portfolio at the time of purchase. United States Treasury Securities and FDIC-insured CDs can be any portion of the portfolio.

CRITERIA FOR SELECTING INVESTMENTS

The following criteria will be evaluated when selecting investments:

Performance:

- Performance versus appropriate benchmarks
- Performance during various market cycles

Allowed Institutions for Investment

- Wisconsin-based Insured Banks and Credit Unions
- Wisconsin Companies with the highest bond ratings. Companies with significant Wisconsin operations.
- United States Treasury Securities and United States Government Agency Securities.

GUIDELINES AND PROCEDURES FOR INVESTMENTS

The WPRA finance committee and Board are responsible for reviewing the investments, and their performance. Written reports are made to the full Board at each meeting with initial review at Finance Committee meetings; interim to Board meetings, financial statements are provided the Finance Committee monthly. Review is performed by applying the above criteria keeping within allowable investments outlined by this investment guideline. Performance will be measured by using the comparable benchmark listed in this investment guideline.

The following benchmarks will be used for performance measurement in each of the above listed investment categories.

<u>ASSET CLASS</u>	<u>BENCHMARK</u>
Cash Equivalents, Short Term Bonds/Funds	U.S. 3 Month T-Bill
Intermediate Term Bonds/Funds	Lehman Intermediate Gvmt

PROCEDURES FOR INVESTMENTS THAT FAIL TO MEET CRITERIA

If an investment is not meeting the criteria contained within this investment guideline then corrective actions will be taken to conform to this guideline.

PROHIBITED INVESTMENTS

Wisconsin Public Radio Association, Inc. prohibits investing or holding any portfolio assets in the following types of investments:

- Investments considered to be derivatives or contain derivatives in their portfolio
- Letter stocks
- Private placements
- Options/Speculation
- Warrants
- Futures or managed future funds
- Margin transactions
- Commodities
- Bonds below investment grade at the time of purchase.
- Life Insurance contracts
- Tangible assets such as gold and silver

RECORD RETENTION POLICIES

Copies printed reports and important communication are kept by WPRA staff in the WPRA office at 821 University Ave, Madison, WI 53706. As a public entity, anyone has access to these files. Notification to review these files must be received 3 weeks before desired review.

Wisconsin Public Radio Association, INC

Investment Policy Statement

For Quasi and True Endowments

- I. DEFINITIONS
 - II. OBJECTIVES
 - III. IMPLEMENTATION
 - IV. GUIDELINES/RESTRICTIONS
 - V. MONITORING
 - VI. ACKNOWLEDGEMENT
-

I. DEFINITIONS

PURPOSE

This Investment Policy Statement was adopted by the Board of Directors of Wisconsin Public Radio Association (the "Board") to direct the prudent investment of its investment portfolio (the "Portfolio") in a manner consistent with the investment objectives stated herein. The Board has delegated financial oversight of the Portfolio to the Finance Committee. Duties and responsibilities of the Finance Committee are defined in Wisconsin Public Radio Association's (WPRA) bylaws.

This Investment Policy Statement shall be used by the Finance Committee in executing its duty to oversee in managing, monitoring and reporting on the investment portfolio and the performance of any Portfolio's Custodian, Investment Managers, and Investment Advisor.

It is expected that this document will be reviewed annually by the Finance Committee. Any revisions will be recommended to the Board for approval.

SCOPE

This Policy applies to all assets that are included in the WPRA investment portfolio of quasi and true endowments for which the Finance Committee has been given oversight. Quasi and True endowments are defined by the Endowment Policy. All Finance Committee decisions are subject to Board approval.

FIDUCIARY DUTY

In seeking to attain the investment objectives set forth in this policy, the Finance Committee must act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person in like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims.

The prudent investor standards require that funds are invested in a manner that considers the following factors:

- The duration and preservation of the fund,
- The needs of the organization and the funds to make distributions and to preserve capital,
- General economic conditions,
- The possible effect of inflation and deflation,
- The expected total return from income and the appreciation of investments,
- Other financial sources of the organization,
- The investment policies of the organization, and
- An asset's special relationship or special value to the purposes of WPR.

All investment actions and decisions must be based solely in the interest of the WPRA. Fiduciaries must provide full and fair disclosure to the Finance Committee of all material facts regarding any potential conflicts of interests.

DEFINITION OF DUTIES

Board of Directors

The Board has the ultimate fiduciary responsibility for the Portfolio. The Board must ensure that appropriate policies governing the management of the Portfolio are in place and that these policies are being effectively implemented. To implement these responsibilities, the Board sets and approves the Investment Policy Statement and delegates responsibility to the Finance Committee for implementation and ongoing monitoring. At least annually the Board will receive a performance report and review of the Investment Policy Statement from the Finance Committee.

Finance Committee

The Finance Committee is responsible for implementing the Investment Policy. This responsibility includes recommending investment strategy, recommending the hiring and firing of investment managers, monitoring performance of the investment portfolio on a regular basis (at least quarterly), and maintaining sufficient knowledge about the portfolio and its managers so as to be reasonably assured of their compliance with the Investment Policy Statement. The Finance Committee will report recommendations to the Board for approval.

Investment Advisor

The Investment Advisor makes recommendations for investment strategy to the Finance Committee and invests assets in accordance with this Investment Policy. The Investment Advisor provides regular printed reports and significant communications to the Finance Committee. The Investment Advisor will advise the Finance Committee regarding investment strategy, hiring and firing of investment managers, performance of the investment portfolio, and investment managers' compliance with the Investment Policy Statement. The Investment Advisor will meet with the Board annually to review performance.

Accountant

WPRA's internal Accountant has daily responsibility for administration of the Portfolio and will consult with the Finance Committee and Board on all matters relating to the investment of the portfolio. The Accountant will serve as primary contact for WPRA's Investment Advisor and Custodian.

II. OBJECTIVES

The Performance Objective is to grow the market value of assets over a full market cycle (generally defined as a three year period) without undue exposure to risk. In quantitative terms, the objective is to earn a total return of 5% annually. Total return includes income from dividends and interest, as well as appreciation or depreciation in the price of the security, over a three year period. The Investment policy reflects practices that provide stable, maximum income and cash flow to meet obligations funded by WPRA, while allowing the conservation of principle. Capital appreciation of the investments may be used to meet these income and cash flow needs.

STRATEGY

Because the Portfolio is expected to endure into perpetuity, and because inflation is a key component in its Performance Objective, the long-term risk of not investing in growth securities outweighs the short-term volatility risk. As a result, the majority of assets will be invested in equity or equity-like securities. Fixed income securities will be used to lower the short-term volatility of the portfolio and to provide income stability, especially during periods of weak or negative equity markets. Cash is not a strategic asset of the portfolio, but is a residual to the investment process and used to meet short-term liquidity needs. Other asset classes are included to provide diversification (e.g. international equities) and incremental return (e.g. small cap equities).

ASSET ALLOCATION

The general policy shall be to diversify investments within both equity and fixed income securities so as to provide a balance that will enhance total return while avoiding undue risk concentration in any single asset class or investment category.

As a long-term policy guideline, equity and fixed income investments will each constitute a range of 40-60% of the total assets, as in the chart below.

ASSET CLASS	TARGET	ACCEPTABLE RANGE
Domestic Equity – Large	35%	30% - 40%
Domestic Equity – Mid	5%	0% - 10%
Domestic Equity – Small	5%	0% - 10%
International Equities	<u>15%</u>	<u>10% - 20%</u>
TOTAL EQUITY	60%	
Fixed Income	<u>40%</u>	35% – 45%
TOTAL	100%	

Rebalancing

In maintaining these asset allocation targets, the Finance Committee will strive to remain within the allocation ranges with the intent of rebalancing to targets annually, more frequently if necessary. The appropriateness of this allocation will be reviewed annually.

SPENDING POLICY FOR TRUE AND QUASI ENDOWMENTS

The distribution rate is based upon a total return approach, which utilizes both income and capital appreciation. The targeted allowable spending amount shall be up to 5% of the previous twelve-quarter average of the Fund Portfolio's market value. Until the third year, the fund's value from inception will be considered as the twelve-quarter average. The formula shall be applied to the twelve quarters ending on March 31 of each year. These funds may be budgeted within the annual budget process, or the Director of WPR may recommend not to budget these funds, wherein the funds will be maintained and available for the subsequent year's distribution.

In the event that the endowment funds are underwater, the board must determine what is prudent spending from the endowment. Underwater endowments are those where the market value ("MV") of the endowments are less than the historic value of the original donor-restricted gifts on the gift dates and any subsequent donor-restricted gifts on the gift.

Underwater quasi-endowments are those where the market value ("MV") of the quasi-endowments are less than the historic value of the original donor-restricted gifts on the gift dates and any subsequent donor-restricted gifts on the gift, less any principle spent for authorized purposes.

III. IMPLEMENTATION

The Finance Committee's intent is to select and retain the best investment managers to achieve targeted asset allocation and performance and to maintain long-term mutually beneficial relationships with these managers.

TIME HORIZON

The Finance Committee seeks to attain investment results over a full market cycle. It does not expect that all investment objectives will be attained in each year and recognizes that over various time periods investment managers may produce significant over or under performance relative to the broad markets. For this reason, long-term investment returns will be measured over a 5-year moving period. The Finance Committee reserves the right to evaluate and recommend necessary changes regarding investment managers over a shorter-term using the criteria establish under "Manager Performance Objectives" below.

MANAGER PERFORMANCE OBJECTIVES

All investment returns shall be measured net of fees. Each investment manager will be reviewed on an ongoing basis and evaluated upon the following criteria:

- a. Ability to meet or exceed the median performance of a peer group of managers with similar styles of investing;
- b. Ability to produce a total return of 5% of both income and capital appreciation
- c. Equity results, net of fees, to exceed the following benchmarks measured over a 5 year market cycle:

a. Large Cap	S&P 500
b. Mid Cap	Russell Midcap Index
c. Small Cap	Russell 2000 Index
d. International	MSCI EAFE Index
- d. Fixed income results to exceed those of the Barclay's Capital Intermediate Government/Credit Bond Index (A Rated or Better) measured over a 5 year market cycle.
- e. Adherence to the guidelines and objectives of this Investment Policy Statement; and,
- f. Avoidance of regulatory actions against the firm, its principals or employees.

Performance shall be evaluated based upon adherence to the stated philosophy and style of management at the time the investment manager was retained; continuity of personnel and practices at the firm; and, ability to outperform its respective target index.

IV. GUIDELINES AND RESTRICTIONS

All investment managers of (pooled/mutual or separate) are expected to achieve all performance objectives and other criteria below.

EQUITY INVESTMENTS

Equity investments may consist of common stocks, mutual funds, and/or exchange-traded funds and will be diversified in terms of industry, capital size, nation of origin, and styles (e.g. growth or value). Equity investments will include:

- a. No more than 20% of equity investments in companies not domiciled within the United States.
- b. No more than 5% of the equity assets invested in any one stock issue.
- c. Adequate diversification among economic sectors, maintained by investing no more than 40% of the portfolio in any one economic sector.
- d. No non-marketable securities;
- e. With the exception of international managers, no non-dollar denominated securities; and
- f. In the case of international managers, appropriate diversification with respect to currency and country exposure.

FIXED INCOME INVESTMENTS

Fixed Income Investments may consist of:

- a. Securities of the U.S. Government or agencies.
- b. Taxable fixed income securities with an overall weighted average credit rating of "Aa" or better by Moody's or "AA" or better by Standard & Poor's
- c. Commercial paper and variable rate demand notes of domestic corporations rated A-1 or P-1 at time for purchase, or if unrated, restricted to those issuers whose long-term debt is rated A or higher by one of the major rating agencies.
- d. Bankers' acceptances and certificates of deposit of major domestic banks and domestic subsidiaries of foreign banks meeting the quality criteria in item "c" above.
- e. Repurchase agreements 100% collateralized with respect to market value plus accrued interest in direct U.S. Government securities.
- f. Money market funds adhering to the quality guidelines described in items "a-e" above.
- g. Shares of open-end investment companies (mutual funds) and exchange-traded funds which meet the above stated guidelines and are consistent with the overall objective. Additional constraints on fixed income investments include the following:
 - Duration within +/-20% of the effective duration of the benchmark index under normal conditions;
 - With respect to the corporate sector of the portfolio, no more than **25%** of the portfolio in any one economic sector;
 - No position of any one issuer shall exceed 8% of the manager's total portfolio as measured at market value except for securities issued by the U. S. government or its agencies.

CASH EQUIVALENTS

Cash and cash equivalents must meet the following standards:

- a. Maintain a maximum weighted average maturity of less than one year.
- b. Invest no more than 5% of the manager's portfolio in the commercial paper of any one issuer. All commercial paper must have a minimum rating of A1/P1 by Standard & Poors' and Moody's, respectively
- c. Invest no more than FDIC covered limit (\$250,000 until that limit expires and returns to \$100,000) in bank accounts or certificates of deposit of any single issuer, unless the investments are fully collateralized by U.S. Treasury or agency securities. Any Certificates of Deposit purchased must have with the highest credit quality rating from a nationally recognized rating.
- d. Assure that no position of any one issuer shall exceed 8% of the manager's total portfolio as measured at market value except for securities issued by the U. S. government or its agencies.

ALTERNATIVE INVESTMENTS

Hedge Funds

It is understood that hedge funds have limited liquidity (typically annual redemption) and are private partnerships that can exhibit high variability of returns. Investments in hedge funds may not be used.

Derivative Securities

Derivative Securities may not be utilized outside of mutual funds. For definition purposes, Derivative Securities include, but are not limited to, Structured Notes, lower class tranches of collateralized mortgage obligations (CMO's) principal only (PO) or interest only (IO) strips, inverse floating rate securities.

Brokerage / Soft Dollar Use

Investment managers shall seek best price/execution when purchasing or selling securities at all times. As outlined by the CFA Institute for Soft Dollar Standards, each investment manager must recognize that investments are assets of the WPRA, not the investment manager. On an annual basis, the Investment Advisor must verify to the Finance Committee that investment managers comply with the "Required" sections of CFA Institute's Soft Dollar Standards; document and disclose any soft dollar use and its impact on the WPRA's portfolio; and disclose any affiliated broker relationships and the materiality of that relationship to the investment management organization.

Proxy Voting

Each investment manager shall handle the voting of proxies and tendering of shares in a manner consistent with the objectives contained in this policy and in the best interest of WPRA. Each investment manager shall provide a written report to the Finance Committee at least annually. The report should include company name; number of shares voted a description of the issues voted upon and how the shares were voted.

Securities Lending

Lending of any of the WPRA's portfolio of securities is expressly prohibited.

V. MONITORING AND REPORTING

CUSTODIAN

A custodian is a financial institution responsible for safeguarding a firm's financial assets and is an integral part of managing and overseeing the WPRA's portfolio. Open communications with the WPRA Finance Committee and its investment managers will ensure accurate and timely reporting, and may provide early detection of any unexpected compliance or reporting problems.

The custodian shall:

- a. Provide monthly transaction reports no later than the tenth business day following month end, and monthly asset reports no later than the tenth business day following month end.
- b. Provide the Finance Committee and Board special reports as reasonably requested; and
- c. Communicate immediately any concerns regarding portfolio transactions or valuation, or material changes in trustee personnel or procedures.
- d. Provide a copy of its privacy statement and a statement regarding its internal controls protecting client confidential data. Internal controls include proper authorization of employee access, documentation of procedures and/or practices of receiving, handling, storing, and destroying confidential client data, and ongoing physical control over confidential client data

WPRA retains the right to discontinue any relationship that does not meet expectations.

INVESTMENT ADVISOR

The Investment Advisor is responsible for assisting the Finance Committee in all aspects of managing and overseeing the WPRA's investment portfolio. The Investment Advisor is the primary source of investment education and investment manager information. On an ongoing basis the Investment Advisor will:

1. Provide the Finance Committee with quarterly performance reports within 30 days following the end of the quarter.
2. Meet in person with the Finance Committee at least annually and more frequently as needed;
3. Monitor the activities of each investment manager or investment fund;
4. Provide the Finance Committee with an annual review of this Investment Policy Statement, including an assessment of the WPRA's current asset allocation, spending policy, and investment objectives; and
5. A review of the understanding of investment guidelines and expectations and any suggestions to improve the policy or guidelines.
6. Supply the Finance Committee with other reports or information as reasonably requested.

In addition, the following is required of each Investment Advisor:

1. **Monthly** transaction and asset statements shall be provided to the Finance Committee no later than the **tenth** business day following month end;
2. **Quarterly** performance reviews; 15 days following the end of each quarter.
3. **Immediate notification** to the Finance Committee of any exceptions to this investment policy statement with a recommended plan of action to correct the violation;
4. **Annual** summary of proxy voting and soft dollar brokerage as defined in the respective sections of this Investment Policy Statement;
5. Other reports or information as may be reasonably be requested by the Finance Committee or the Board.

VI. ACKNOWLEDGEMENT

We recognize the importance of adhering to the mission and strategy detailed in this document and agrees to work to fulfill the objectives stated herein, within the guidelines and restrictions, to the best of our ability. We acknowledge that open communications are essential to fulfilling this mission and if at any time we wish to discuss improvements to this document they are welcome and should be referred through the WPRA or its consultant.

<WPRA>

(date)

< Custodian >

(date)

< Investment Advisor>

(date)

Approved by board of directors May 17, 2010

**Loans to Officers, Directors, Trustees, Key Employees, and Five Highest
Compensated Employees Policy
(Schedule L)**

Loans, including salary advances, other advances or receivables, to and from board members and staff are prohibited.

**Record Retention Policy
(990 Part VI Q.14)**

Accounting Records:	
General Ledger	Permanently
Cash receipts and disbursement journals	Permanently
Accounts receivable ledgers	6 Years
Accounts payable ledgers	6 Years
Billing files	6 Years
Expense reports	6 Years
Cancelled checks, bank statements, and deposit slips	6 Years
Time sheets	N/A all are University employees
Payroll records	N/A; all are University employees
Fixed asset ledgers	N/A; all owned by UWEX, WPBF
Administrative records:	
Articles of incorporation, bylaws	Permanently
Firm tax returns and annual financial statements	Permanently
Licenses	Permanently
Partnership agreements	Permanently
Partnership or corporate records	Permanently
Stock ledger and cancelled stock certificates	Permanently
Insurance documents	6 years after expiration or settlement
Interim financial statements	6 Years
Leases and contracts	6 years after expiration
Personnel Records: Before employment - N/A all are University employees	
Personnel Records: After employment - N/A all are University employees	

WPRA hires no employees. Employees of Wisconsin Public Radio are employees of the University of Wisconsin Extension or Education Communications Board, Madison, WI.

**Review of IRS form 990
(Part VI Q.10)**

Wisconsin Public Radio Association requires all voting members of the Board of Directors to have access for review purposes of the IRS Form 990 prior to it being filed with the Internal Revenue Service. The Executive Director or designee will submit a draft copy of the form to the Board of Directors at the earlier of either the Board meeting prior to the due date of the return or 30 days before the return is due. Each board member will be given the opportunity to respond in writing or by e-mail to the Executive Director or designee asking any questions or objecting to any information presented on the form. In the event that the objection cannot be resolved between the Board Member and the Executive Director or designee then the return shall be extended and the subject is included as an agenda item at the next regularly scheduled Board meeting.

It shall be deemed sufficient for the Executive Director or designee to provide a draft copy to all voting members by e-mail, and requesting that approval is implied by a no response to the e-mail. The Executive Director or designee shall provide evidence in the 990 file that this policy has been complied with and copies of all correspondence, questions and objections.

Travel Reimbursement Guidelines (Schedule J)

Customary expenses for serving on the WPRA Board of Directors will be reimbursed from WPRA funds.

1. All mileage, parking, and meal expenses incurred in traveling to and from board meetings and to other events sponsored by the WPRA will be reimbursed, if any reimbursement is requested, based on State of Wisconsin guidelines currently in effect.
2. Any overnight accommodations (room and meals) may include the WPRA director and one other person.
3. Directors should pay all travel charges and submit receipts within 30 days after the meeting to the financial manager for reimbursement.
4. All reimbursement payments, except for routine expenses to attend board meetings, shall be approved by the treasurer.

The board member can choose to make an in-kind contribution of the amount of expense incurred on any given occasion. The expense voucher will provide a form for doing so.

Revisions per January, 2003, meeting

**WHISTLEBLOWER POLICY
(990 Part VI Q.13)**

1. Purpose.

WPRA requires board members, committee members and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all directors, committee members and employees to comply with all applicable laws and regulatory requirements.

2. Reporting Responsibility.

WPRA seeks to have an “Open Door Policy” and encourages board members and employees to share their questions, concerns, suggestions, or complaints regarding the WPRA and its operations with someone who can address them properly. In most cases, a board member or committee member should present his or her concerns to the President of the Board or designee. The Director of Radio or designee is generally in the best position to address an employee’s area of concern regarding WPRA since employees are employed by the University of Wisconsin or the State of Wisconsin and are protected by state statute (see reference below).

- If a board member is not comfortable speaking with the Board President or designee, or is not comfortable with the response of the Board President or designee response, or
- If an employee is not comfortable speaking with the Director of Radio or designee regarding a WPRA concern or if the employee is not satisfied with the Director of Radio or designee response regarding a WPRA concern, then
- The board member or employee is encouraged to speak with anyone on the Board whom the board member or employee is comfortable in approaching.

3. No Retaliation.

No board member or employee who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation, or adverse employment consequence. This Whistleblower Policy is intended to encourage and enable persons to raise serious concerns within WPRA prior to seeking resolution outside WPRA.

4. Compliance Officer.

WPRA’s Director of Radio or designee, working with the President of the Board or designee, will act as WPRA’s Compliance Officer. The Compliance Officer is responsible for investigating and resolving all board members’ or employees’ complaints and allegations concerning violations of the Code of Conduct. The Board President or designee will take on the Compliance Officer role if the complaint involves the Director of Radio or designee. If the complaint involves both the Director of Radio or designee, and Board President or designee, Vice President will carry out the functions of the Compliance Officer.

5. Accounting and Auditing Matters.

The Finance Committee of the Board of Directors shall address all reported concerns or complaints regarding WPRA accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Finance Committee of any such complaint and work with the Committee until the matter is resolved.

6. Requirement of Good Faith.

Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

7. Confidentiality.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

8. Handling of Reported Violations.

The Compliance Officer, or the person responsible for carrying out the Compliance Officer's role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Note: Protection from Retaliation for State of Wisconsin Workers is also known as the "Whistleblower Law." Under Sections 230.80-85 of the Wisconsin Statutes, an employee of the State of Wisconsin, except for certain exceptions listed in s. 230.80(3), may not be retaliated against for disclosing information regarding a violation of any state or federal law, rule or regulation, mismanagement or abuse of authority in state or local government, substantial waste of public funds or a danger to public health or safety. An employee may disclose information to any other person. However, before disclosing information to anyone other than an attorney, collective bargaining representative or legislature, the employee must do one of the following disclose the information in writing to the employee's supervisor, or disclose the information in writing to an appropriate governmental unit designated by the Equal Rights Division. Contact the Equal Rights Division for information about the appropriate governmental unit to disclose information to.

Victims of unlawful retaliation may file a complaint with the Equal Rights Division of the Department of Workforce Development within 60 days after the retaliation or threat of retaliation occurred.