

**WISCONSIN PUBLIC RADIO ASSOCIATION BOARD OF DIRECTORS
RETREAT & BUSINESS MEETING**

UW-Superior Yellowjacket Union
1605 Catlin Avenue Superior, WI 54880

APPROVED MINUTES

Thursday, September 26, 2013

WPRO Retreat

Members present: Mike Crane, Dean Dietrich, Dean Gagnon, Chet Gerlach, Barbara Gilmore (phone), Larry Graham, Laura Jasper, Amy Kocha, Mary Korkor, Jeffrey Muse, Mary Peterson, Chris Powless, Joan Rudnitzki (phone), Catherine Schneider (phone), Michael Sigman, David Utley.

Members absent: Anne Katz, Katrina Keller, Ronald Dunlap

Others present: Jason Butler, Mary Kay Dadisman, John Gaddo, Rick Reyer, Dean Kallenbach, John Munson, Lisa Nalbandian, Gene Purcell, Patty Stockdale

Dietrich called the meeting to order at 12:40 p.m.

Guest Speaker: Mike Simonson (Superior-based WPR News reporter)

Welcome from UW-Superior Chancellor Renee Wachter

1:45 Retreat agenda

Pursuant to Section 19.85(1)(e), Wis. Stats., a motion was made to adjourn into closed session for the purpose of considering the investment of public funds which for competitive reasons requires a closed session, including discussion regarding fundraising activities of the Association.

Moved by: Powless

Seconded by: Graham

All voted yes (roll call vote).

Strategic Planning Session with *Hansen, Henley, Yoder, & Lamb*
Brigid Hansen and Ann Hovland, presenters

A motion was made to adjourn from Closed Session without Reconvening into Open Session.

Moved by: Graham

Seconded by: Powless

Approved.

The meeting recessed at 5:15 p.m.

**WISCONSIN PUBLIC RADIO ASSOCIATION BOARD OF DIRECTORS
RETREAT & BUSINESS MEETING**

UW-Superior Yellowjacket Union
1605 Catlin Avenue Superior, WI 54880

Friday, September 27, 2013

WPRA Retreat

Members present: Mike Crane, Dean Dietrich, Ronald Dunlap (phone), Dean Gagnon, Chet Gerlach, Larry Graham, Laura Jasper, Amy Kocha, Mary Korkor, Jeffrey Muse, Mary Peterson, Chris Powless, Joan Rudnitzki (phone), Catherine Schneider (phone), Michael Sigman, David Utley.

Members absent: Anne Katz, Katrina Keller, Barbara Gilmore (phone)

Others present: Jason Butler, Mary Kay Dadisman, John Gaddo, Rick Reyer, Dean Kallenbach, John Munson, Lisa Nalbandian, Gene Purcell, Patty Stockdale, Michael Arnold, Michael Leland, Malcolm Brett (phone).

Dietrich reconvened the meeting at 8:31 a.m.

Pursuant to Section 19.85(1)(e), Wis. Stats., a motion was made to reconvene in closed session for the purpose of considering the investment of public funds which for competitive reasons requires a closed session, including discussion regarding fundraising activities of the Association.

Moved by: Gagnon

Seconded by: Rudnitzki

All voted yes (roll call vote).

Discussion on proposals from the Ad Hoc Strategic Planning Committee on Core Strategies and Tactics; WPR's Journalism and Media Innovation Fund, and reviewing the previous day's work.

A motion was made to adjourn from Closed Session at 11:55 a.m.

Moved by: Sigman

Seconded by: Powless

Approved.

WPRA Business Meeting

Friday, September 27, 2013, 12:00-1:30 PM

Members present: Mike Crane, Dean Dietrich, Ronald Dunlap (phone), Dean Gagnon, Chet Gerlach, Larry Graham, Laura Jasper, Amy Kocha, Mary Korkor, Jeffrey Muse, Mary Peterson, Chris Powless, Joan Rudnitzki (phone), Michael Sigman, David Utley.

Members absent: Anne Katz, Katrina Keller, Barbara Gilmore, Catherine Schneider

Others present: Jason Butler, Mary Kay Dadisman, John Gaddo, Dean Kallenbach, John Munson, Gene Purcell, Patty Stockdale, Malcolm Brett (phone).

Report from WPRA Board Vice-President *Dean Dietrich*

Dietrich complimented and thanked the board for its discussion and input during the retreat; he affirmed that there will be further discussion regarding the journalism fund.

Report from WPR Director *Mike Crane*

Crane referred members to his written report, highlighting the networks new WPR.org beta site; updates on WPR's new station—WHWA, Washburn—which could be on the air as early as December or January; recent successes in sponsoring travel trips; and an update on the NPR presidential search.

Purcell and Brett provided updates on national and regional advocacy and funding issues, including assurances that public media has not been singled out for funding cuts in Congressional legislation to date; confirmation that if the sequester continues into the new fiscal year, there could be a 1-2% reduction in federal support; and that they are following developments related to public television/CPB matters related to spectrum auction.

Public Comment

One member of the public addressed the board.

Business Meeting of WPRA Board of Directors

1. Approval of May 20, 2013 meeting minutes.

Moved by: Sigman
Seconded by: Muse
Approved.

2. Committee Reports

Development (Utley): Called attention to a FY13 year-end report that shows how the sustainer program is shifting member giving at WPR and how this resulted in a slight dip in overall individual FY13 giving that will be adjusted over the course of the next year or two. Overall, this is expected to be a one-time shift in where the income falls, and FY14 should return to an increase.

Operations (Dietrich): Reports will be presented during the action agenda part of the meeting.

Finance-Audit Report (Rudnitzki): Reports will be presented during the action agenda part of the meeting.

Joint Advocacy (Gerlach): The board was reminded that there will be an advocacy day at the state Capitol in March; details are still being developed.

3. Board Action Items

Affirmation of Investment Committee work: A motion was made that:

The Board of Directors of the Wisconsin Public Radio Association wishes to express its sincere appreciation for the superb and tireless work of the recently established Investment Advisory Committee. The Investment Advisory Committee includes individuals who are not members of the WPRA Board, yet their contributions exhibit equal dedication to the mission of WPR as would be found in any member serving on the Board.

Specifically, the Board thanks the Committee, especially non-Board members Cindy Storm Fisher, Terry Warfield, and Dick Egan as well as board members Joan Rudnitzki and Mike Crane for their thorough review of the WPRA Investment Policy Statement (IPS), development of an IPS review checklist for ensuring compliance with the IPS, and their advice concerning the investments held by WPRA.

Now therefore be it resolved that the Board of Directors of the Wisconsin Public Radio Association commend the work of the Investment Advisory Committee.

Moved by: Graham
Seconded by: Gerlach
Approved.

Motion made to accept the IPS Compliance checklist/report that indicates WPRA is in compliance with the guidelines of the investment policy of the association.

Moved by: Powless
Seconded by: Rudnitzki
Approved.

Discussion and action on final approval of WPRA audit: A motion was made to approve The Independent Auditor's Report and accept the Governance Communication letter.

Moved by: Peterson
Seconded by: Rudnitzki
Approved.

Discussion and action on final approval of WPRA budget: A motion was made to approve the FY14 budget as presented by the Finance Committee.

Moved by: Rudnitzki
Seconded by: Gerlach
Approved.

Discussion and action on final approval of WPRA policy manual: A motion was made to approve the WPRA Policy Manual as presented by the Operations Committee.

Moved by: Kocha
Seconded by: Peterson
Approved.

4. Other Business

2014 Meeting Dates:

Friday, January 24 (Madison)
Legislative Advocacy Day and meeting, TBA
Monday, May 19 (Madison)
Thurs/Fri Oct 2/3 (TBA)

5. Adjourn Business Meeting

Moved by: Powless
Seconded by: Gerlach
Approved.

The meeting adjourned at 1:26 p.m.