

**WISCONSIN PUBLIC RADIO ASSOCIATION
BOARD OF DIRECTORS**

Minutes of:

Approved January 30, 2015

X Full Board

_ Executive Committee

_ Joint Advocacy Committee

_ Operations Committee

_ Development Committee

_ Finance Committee

Date: Wednesday, November 12, 2014

Start Time: 10:30 am

Location: Pyle Center, 702 Langdon Street, Madison WI

Members Present:

Dean Dietrich, Mary Korkor, Joan Rudnitzki, Mike Crane, Katrina Keller, Anne Katz , Susan Tikalsky, Barbara Gilmore, Ronald Dunlap, David Utley, Chris Powless, Chet Gerlach

Present by phone:

Amy Kocha, Michael Sigman, Larry Graham

Others Present:

Malcolm Brett, Jason Butler, Rebecca Dopart, Michael Arnold, Kari Jensen

Members Excused:

Tim Coburn, Mary Peterson, Laura Jasper, Jeff Muse

1. Welcome and Introductions
2. Report from WPRA President Dean Dietrich

Dietrich said that he's looking forward to the new program changes for WPR. He also said that he talked to consultants HHYL. He asked Brett to provide an update on federal funding issues for public radio later in the meeting.
3. Report from WPR Director Mike Crane
 - a. Crane discussed "clocks" and changes to scheduling for each hour of NPR as a result of changes to NPR underwriting to lengthen spots to 15 seconds.
 - b. NPR CEO Jarl Mohn has announced an initiative to increase frequency of promotion of Morning Edition with the goal of increasing listening to Morning Edition and then for all other NPR and WPR shows.

- c. Crane said that corporate support/underwriting is doing well this year and that midlevel 9XM Circle giving was praised by WPR's DonorCentric consultants.
 - d. Crane described the success of the last pledge drive, due in part to inclusion of a trip giveaway.
 - e. Rudnizki asked about the hiring of the new Major Giving Manager, Dan Fallon. Crane praised his hire and described the search process.
4. Public Comment Period (15 minutes total, 5 minutes per person): no members of the public made a comment.
5. Approval of All Previously Unapproved Meeting Minutes: Minutes October 3, 2014.
 - a. Discussion: none
 - b. Moved: Gilmore; Seconded: Powless
 - c. Result: Approved
6. Committee Reports
 - a. Development Committee – Utley said that Development Committee is working on fundraising for the 100th anniversary. Questions include: why fundraise now, what is a feasible goal, case articulation, how do we evaluate prospects - both those we know about and don't know about, etc. He noted that having a 100th anniversary is a reason to celebrate but not necessarily a reason to raise money and so that reason will need to be articulated. Rudnizki asked Dopart how the board members can help her. Dopart said that the first step is for her to talk with the board members individually.
 - b. Finance Committee – Rudnizki described Investment Committee activity to streamline the approval of the Investment Policy Statement (IPS) checklists so that Finance is working on behalf of the Board and that the Board does not need to review in detail the investments held by WPRA. Stockdale began review of "green sheet" financial statements and described the transition in accounting to tracking sustaining donors (sustainers) on a single line. Utley noted that the transition, which re-cast some donations from one line item to another has resulted in a decline in the major giving line. Dopart agreed and affirmed that the major giving sustainers are being accounted for differently but that this accounting is sensible because sustainer giving is changing very rapidly, and is new to the station's experience so is best monitored carefully on a single line of the financials. Kocha asked how donors respond to levels of giving. Crane said that our outward facing amount for a major gift is \$1200 annually, but that Leadership for Philanthropy recommended that WPR consider a threshold of \$10,000 representing a different type of giving than the currently tracked 9XM threshold. Utley asked if sustainers locked in at too low a rate; Dopart replied that WPR has created a new workflow and that asking for increased sustaining donations happens after three months.

- Stockdale noted that Whad'ya Know? has changed the way it works with local stations to stage "roadshows". WPR has reduced risk and administrative costs by transferring cost and revenue risk to the host station. She also said that trip revenue is doing well. Rudnitzki said that Finance will, along with Operations, bring a board training by the WPRA's audit and tax firm Clifton Larson Allen to the January board meeting.
- c. Joint Advocacy Committee: March 18, 2015 is Advocacy Day. Gerlach said that make up of the state legislature is mostly unchanged and mostly Republican but that there are 30 new members of the legislature and that this is an opportunity for advocacy. Brett said that US Congress has turned over and includes 11 new Senators. The federal appropriation for public broadcasting is in place through 2016, though subject to Congressional prospective federal budget changes in Congress. A major issue for public broadcasting is the pending rebuild of "interconnection" - the delivery system for programming to stations. The periodic update is due to be renewed in the next couple years for TV and shortly after for radio and is a concern because it represents a significant, but only occasional expenditure by Congress. National advocacy will happen at the end of February. Brett said that Cathy Sandeen has been named as the new UWEX Chancellor and that he will ask for support from the board to orient her.
 - d. Operations Committee – Korkor described recent activity of the committee including that the committee reviewed a Memorandum of Understanding that defines how staffing structure approved by WPR and WPRA is implemented. The committee also reviewed the WPR Director of Development position; and began implementing the Action Plan. Korkor said that next the committee meeting will include review of a WPRA board survey, and of the bylaws, foundational documents, and terms and titles used to refer to board leadership. She mentioned the tour of Oneida Reservation lead by Powless and that it was enjoyed by members of the committee.

Action Items

- 7. Motion: Submit the Form 990 as presented with the modifications made by the Finance Committee
 - a. Discussion: Rudnitzki noted the importance of the form 990. She highlighted that each board member is listed on the form. Stockdale discussed audit process by auditors Clifton Larson Allen. She described that the Finance Committee approved the form and made changes. Korkor asked what changes could be made by the Board. Rudnitzki described that the Finance Committee made changes to the narrative, for example, to remove mentions of "Executive Director." Because the narrative inaccurately referenced WPR's Director as being within WPRA's staffing structure. Jensen said that the IRS has made the form more extensive and that the IRS uploads the 990 to the website Guidestar.

Keller asked regarding page 3, question 4, how does WPRA justify that it does not engage in “lobbying?” Brett said that WPRA has not made specific requests of lawmakers. Recent advocacy efforts are not considered to be lobbying.

Question was asked about WPRA’s “temporarily restricted” funds and the IRS classified “donor advised” funds. Jensen replied that the funds held by WPRA are not “donor advised” because donors have no right to advise WPR at the time the funds are expended.

Gerlach asked if WPRA as a 501(c)3 entity can lobby. Brett said that a 501(c)3 can spend an “*insubstantial amount*” of its resources on lobbying. Jensen confirmed that grassroots efforts are allowed.

Rudnitzki asked what the definition is of a “disqualified person,” for the purpose of calculating public support. Jensen says that they are: board members, spouses of board members... Rudnitzki asked “who are the disqualified persons who made donations to the board?” Jensen said that it is the entire board.

- b. Moved: Rudnitzki; Seconded: Gerlach
 - c. Result: Approved
8. Consideration and possible approval of Memorandum of Understanding regarding WPR Development Director Duties
- a. Motion: No motion made.
 - b. Discussion: Dietrich said that he had a request for a motion to be table, but that he thinks the motions do not need to be tabled. Rudnitzki said that in light of board training scheduled for January and because the motions are major she thinks it would be best to table until after that. She suggested that the board would have a better platform to work off of after the training. Gerlach says that he is prepared to move forward but would give the courtesy to delay to a fellow board member. Kocha asked if there is detriment to delay. Dietrich said that he thinks the detriments are primarily of momentum and that he said that he doesn’t understand how January board training will better inform the board about these motions. Kocha asked Rudnitzki what she is opposed to. Rudnitzki said that she does not like the process of the work around the board manager. Utley said that he does not know how a training would inform a vote on the Board manager. Korkor said sometimes we don’t know what we don’t know and that she doesn’t have the information to make a decision. Katz concurs with Korkor and notes that she would abstain now. Crane said that Brett and Purcell created the MOU and Dir of Dev to describe current practice and that staff would like the WPR Dir of Dev to align with the WPT Dir of Dev who is also the Executive Director to the Friends of WPT. He

also notes that the previous WPR Dir of Dev was held to the responsibilities outlined in the documents described in the motions. Crane said that not approving today would likely result in a lengthier search, but that it's hard to know exactly how the search and screen would proceed. Gerlach said that he thinks that having a staff liaison to the board makes sense even if that person is not referred to as Executive Director.

- c. Moved: ;Seconded:
 - d. Result:
9. Consideration of recommendation from Operations Committee regarding duties of WPR Director of Development regarding WPRA Board
- a. Motion: A motion was made to approve the WPRA responsibilities of WPR's Director of Development as articulated in the position description as amended to remove the reference to this position serving as WPRA's Executive Director.
 - b. Discussion: Gerlach asked if the posting and hiring could go forward. Crane said he would move forward with concerns.
 - c. Moved: Rudnitzki; Seconded: Gilmore
 - d. Result: Approved
10. The Board meeting concluded with a presentation by WPR Associate Director Michael Arnold concerning WPR's audience and ratings.
11. Motion to Adjourn by Powless; Seconded by Gerlach
12. Adjourn: 3:29 pm

Minutes submitted by Jason Butler