

**WISCONSIN PUBLIC RADIO ASSOCIATION
BOARD OF DIRECTORS**

Minutes of:

APPROVED 5/21/2015

X Full Board

_Executive Committee

_Joint Advocacy Committee

_Operations Committee

_Development Committee

_Finance Committee

Date: Friday, January 30

Start Time: 11:00 am

Location: Educational Communications Board, Madison, WI

Members Present:

Dean Dietrich, Mary Korkor, Joan Rudnitzki, Mary Peterson, Mike Crane, Anne Katz , Susan Tikalsky, David Utley, Chris Powless, Chet Gerlach, Amy Kocha, Tim Coburn, Katrina Keller, Ron Dunlap, Larry Graham

Present by phone:

Michael Sigman, Jeff Muse

Others Present:

Malcolm Brett, Jason Butler, Rebecca Dopart, Michael Arnold, Kim Anderson, Steve Johnson, Patty Stockdale

Members Excused:

Barbara Gilmore, Laura Jasper

1. Welcome and Introductions
2. Public Comment Period – One member of the public made comments to the board about WPR and WPT coverage of the state capitol celebration of Martin Luther King Day
3. Board Governance Training by Clifton Larson Allen. Discussion included: budget approval process; WPR Director as WPR Board member; 990 approval and internal controls and what a “clean” audit letter from the audit firm means; policies of the board for WPR staff include whistleblowers in the unlikely event of fraud; difference for WPR between political lobbying for a specific candidate or bill - which is prohibited - and advocacy - which is allowed.
4. Discussion of Clifton Larson Allen board training. Discussion included: to what extent do members need to understand documents and materials forwarded from staff and committees;
5. Presentation by David Hyland, Director of Online Content regarding online activities of WPR.
6. Approval of Minutes from November 12, 2014 meeting.

- a. Discussion: Include Gerlach as present at the meeting; change item 6.d. to reflect that Operations Committee reviewed the Memorandum of Understanding.
 - b. Motion to approve by Dunlap; seconded by Kocha
 - c. Approved

- 7. Report from WPRA President Dean Dietrich. The President handed out the Vision Statement, Mission Statement, and Core Strategies and emphasized their importance.

- 8. Report from WPR Director Mike Crane. Discussion included update on hiring of WPR Director of Development; Journalism Innovation Fund; NPR One; and community engagement sessions.

- 9. Committee Reports
 - a. Development Committee.
 - i. Discussion of increase in membership revenue. Factors influencing increased revenue included: conservative budgeting, increased pledge drive time in December which is a time of increased giving for many organizations, and a gain in sustaining membership.
 - ii. Discussion of “Second Century” fundraising capital campaign. Development Committee is reviewing the possibility of hiring outside counsel to do a feasibility study and evaluating what the fundraising projects will be.
 - iii. Discussion of endowment, quasiendowment, restricted funds and how those funds are accounted for and used.
 - b. Finance and Investment Committee.
 - i. Discussion of “sustainer effect” and that WPR membership revenue is catching up from the sustainer effect.
 - ii. Discussion of decreased payments to UWEX and ECB last year in light of increased revenue so far this year.
 - iii. Discussion of membership fundraising and WPR’s use of CDP data analysis firm.
 - iv. Investment Committee – Discussion of question of performance of WPRA’s investments.
 - c. Operations. Discussion of three new appointments for board members in this fiscal year cycle.
 - d. Joint Advocacy Committee. Report from licensee representatives on potential effects of the next State of Wisconsin budget. Those who will be advocating will get an orientation session before Advocacy Day.

Action Items

- 10. Motion: Accept Recommendation of the Finance Committee to Rehire Clifton Larson Allen for the next WPRA Audit.
 - a. Moved: Rudnitzki ; Seconded: Graham
 - b. Result: Approved

11. Motion: Affirm WPRA/ECB/UWEX Affiliation Agreement.
 - a. Discussion and possible action to affirm WPRA/ECB/UWEX Affiliation Agreement.
 - b. Moved: Rudnitzki ;Seconded: Peterson
 - c. Result: Approved.

12. Motion: Approve the WPRA/ECB/UWEX Memorandum of Understanding
 - a. Moved: ;Seconded:
 - b. Result: No action taken.

13. Motion to Adjourn by Sigman; Seconded by Kocha

14. Adjourn: 3:49 pm

Minutes submitted by Jason Butler