

**WISCONSIN PUBLIC RADIO ASSOCIATION
BOARD OF DIRECTORS**

Minutes of:

Approved 9/25/2015

X Full Board

_ Executive Committee

_ Joint Advocacy Committee

_ Operations Committee

_ Development Committee

_ Finance Committee

Date: Thursday, May 21, 2015

Start Time: 11:00 am

Location: Educational Communications Board, Madison, WI

Members Present:

Dean Dietrich, Mary Peterson, Larry Graham, Anne Katz, Susan Tikalsky, David Utle, Tim Coburn, Ron Dunlap, Mike Crane, Joan Rudnitzki, Barbara Gilmore, Chet Gerlach, Mary Korkor, Katrina Keller

Present by phone:

Amy Kocha, Michael Sigman

Others Present:

Malcolm Brett, Jason Butler, Rebecca Dopart, Gene Purcell, Patty Stockdale, Dan Fallon, Heather Reese, James Steinbach, Jon Miskowski, Connie Beam

Members Excused: Laura Jasper, Chris Powless

1. Welcome and introductions
2. Public Comment Period – no comments
3. Approval of Minutes from January 30, 2015
 - a. Discussion: Graham asked to be included in the members present at the meeting.
 - b. Motion to approve by Rudnitzki ; seconded by Graham
 - c. Approved
4. Approval of Minutes from February 6, 2015
 - a. Discussion: Location should be corrected to Buck Studio Vilas Hall
 - b. Motion to approve by Rudnitzki ; seconded by Graham
 - c. Approved
5. Approval of Minutes from May 14, 2015
 - a. Discussion:
 - b. Motion to approve by Rudnitzki; seconded by Graham
 - c. Approved

6. Report from WPR President Dean Dietrich. – Dietrich recognized the dedicated service of outgoing board members Chet Gerlach, Chris Powless, and Laura Jasper.
7. Report from WPR Director Mike Crane. – Crane acknowledged the work of retiring WPT Director James Steinbach and introduced new WPT Director Jon Miskowski. Crane noted recent awards for news reporting work at WPR as well as progress on the Face for Every Name project. Crane shared video spots from the NPR Spark Project and Wisconsin Life. The board discussed the nature of the partnership between WPR and WPT.
8. Report from WPR and WPR Board Liaison – Dopart said that WPR staff will be looking for support from the WPR Board in the areas of Major and Planned Giving and possibly Underwriting.
9. Presentation by WPR Director Mike Crane on strategic alignment between WPR and NPR. Board members asked questions including about underwriting.
10. Committee Reports
 - a. Development Committee. Utley described that development committee work was on hiatus while the board did advocacy work. He said that he'd like to include WPR regions and regional managers more in development work. Dopart discussed that the focus of the WPR major giving staff will be on gifts of \$10,000 or more, but that 9XM/major giving level of membership in WPR will still be \$1200 per year.
 - b. Finance and Investment Committee – Rudnitzki said that the work of the committee will be discussed during the budget approval discussion later in the meeting.
 - c. Operations – Korkor said that Operations has been busy including vetting board member candidates and creating a survey to measure the satisfaction of board members.
 - d. Joint Advocacy Committee – Gerlach thanked the board for its advocacy work. Brett spoke on the work to address the reduction of the cut to the ECB budget. Purcell outlined legislative work and the Joint Finance Committee motions that set the budget for the ECB in fiscal year 2016. He said that ECB will try to maintain some capacity to do its Wisconsin Media Lab K-12 work despite the recent budget cut, and that while fundraising for Wisconsin Media Lab will likely occur, the shape of that fundraising is not yet known. Gerlach urged the board to consider moving away from funding by the state.

Action Items

11. Motion: Motion to thank Joint Finance Committee for partially restoring cut to ECB Budget pending consultation with WPR's lobbying firm.
 - a. Discussion and possible action to approve a statement on advocacy. Dietrich noted that budget is not yet law and suggested the amendment to

consult with the lobbying firm before taking any action. Keller suggested thanking JFC for their work rather than for the restoration. Purcell said that he would encourage a motion to thank JFC.

- b. Moved: Rudnitzki; Seconded: Coburn
 - c. Result: Approved.
12. Motion: Motion to approve WPRA budget for FY2016 as presented with the inclusion of a \$10,000 Board Discretionary expense line.
- a. Discussion and possible action to approve WPRA FY2016 Budget. Dopot highlighted the WPRA FY16 budget. She said that sustaining membership revenue is now being tracked on its own budget line so on-air (pledge) revenue has been fluctuating since FY 2014 due to this accounting change. On-air revenue surpassed expectations in FY 2015 due to budget news and increased pledging from listeners. The Board asked questions about revenue and expenses and discussed the budget.
 - b. Moved: Rudnitzki ;Seconded: Keller
 - c. Result: Approved
13. Motion: Motion to approve the rehire of auditing firm CliftonLarsonAllen for FY15
- a. Discussion and possible action to approve contract for auditor services
 - b. Moved: Rudnitzki ;Seconded: Graham
 - c. Result: Approved
14. Motion: Motion to accept the Investment Policy Statement checklist as submitted by the Finance Committee
- a. Discussion and possible action to accept the Investment Committee report. The board discussed that WPRA's domestic equity investments.
 - b. Moved: Rudnitzki ;Seconded: Keller
 - c. Result: Approved
15. Motion: Motion to adjourn into closed session under Sec 19.85(1)(e) Wis Stats for the purpose of conducting public business which for competitive and bargaining reasons requires a closed session including discussion regarding candidates for appointment as Board member.
- a. Moved: Gerlach; Seconded:Graham
 - b. Result: Approved.
16. Motion: Motion to reconvene into Open Session
- a. Moved: Graham; Seconded: Rudnitzki
 - b. Result: Approved
17. Motion: Motion to approve board members proposed by the Operations Committee – Katherine Schneider, Paul Sturgul, and Fran Rauscher.
- a. Discussion and possible action to approve the appointment of new board members.
 - b. Moved: Rudnitzki ;Seconded: Graham

c. Result: Approved.

18. Motion to Adjourn by Peterson; Seconded by Graham Adjourn: 3:23 pm
Minutes submitted by Jason Butler