

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

Minutes Approved 01/29/2016

Minutes of:

X Full Board

\_Executive Committee

\_Joint Advocacy Committee

\_Operations Committee

\_Development Committee

\_Finance Committee

Date: Wednesday, November 11, 2015

Start Time: 12:00 pm

Location: Educational Communications Board, Madison, WI

Members Present: Dean Dietrich, Mary Korkor, Susan Tikalsky, Amy Kocha, Anne Katz, Jeff Muse, Joan Rudnitzki, Fran Rauscher, Tim Coburn, Mike Crane, Mary Peterson, Kathie Schneider, Larry Graham, Ron Dunlap, Paul Sturgul, Katrina Keller, Michael Sigman

Others Present: Gene Purcell, Malcolm Brett, Rebecca Dopart, Paul Breen, Michael Arnold, Jason Butler, Bridgit Bowden, Parth Shah, Connie Beam, Dan Fallon, Kim Anderson (CliftonLarsonAllen), Steve Johnson (CliftonLarsonAllen)

Members Excused: Barbara Gilmore

1. Welcome and Introductions
2. Report from WPRA President Dean Dietrich
3. Report from WPR Director Mike Crane
  - a. Board members heard remarks from two WPR News Fellows, Bridgit Bowden and Parth Shah. Crane also discussed Anna Kramer, a Fellow working in the Marketing Department of WPR.
  - b. Crane also briefly discussed recent hires and position searches.
  - c. He discussed an event hosted by public radio station KUER with staffers of WPR show To the Best of Our Knowledge, and the recent Weekend in Washington which he attended with Board member Paul Sturgul.
  - d. Paul Breen, Finance Director of Broadcast and Media Innovations, gave an overview of the financial structure of WPR. Rudnitzki noted that WPRA mostly provides cash functionally to WPR and that WPRA provides nearly half of the total funds for WPR, Breen affirmed this. In response to a

question, Purcell discussed briefly ECB transmission and delivery costs especially in the context of the end of PTFP, a federal program that formerly provided capital money to purchase large dollar equipment such as transmitters. Brett discussed the Affiliation Agreement between the UW-Extension, ECB, and WPRA and the cyclical replacement of equipment. Responding to Dietrich's question about long term planning for capital equipment funding Brett noted that WPR has identified some income from investments as a prospective capital funding source and praised WPR's investment in increased fundraising in response, in part, to concerns about decreased capital revenue from federal and state sources.

4. Report from WPRA Board Liaison Rebecca Dopart.
  - a. Dopart discussed Second Century News Fellow gift of \$75,000.
  - b. Dopart reviewed her report. She discussed the recent pledge drive, the offer of Green Bay Packers tickets during the drive, and fundraising performance. She said that with 37% sustaining members that WPR is in the "high end of the middle" of peer public radio stations. Dopart recognized the Board members, most of whom participated in challenges during the October pledge drive.
5. Public Comment Period (15 minutes total, 5 minutes per person). No members of the public offered comment to the board.
6. Motion to approve open session minutes of September 24 & 25, 2015
  - a. Moved: Schneider; Seconded: Korkor
  - b. Result: Approved
7. Committee Reports
  - a. Development Committee – Kocha said that the committee has met and is working closely with Dopart to execute the goals from the September Retreat.
  - b. Finance Committee – Rudnitzki discussed the October financial statements and that WPRA is healthy with more revenue than expenses. Dopart added that with the increase of sustaining members that it is expected that other membership fundraising revenue lines will decrease, among these are: on-air, web donations, direct mail, and telemarketing.
  - c. Joint Advocacy Committee – the Committee has a meeting scheduled for November 23.
  - d. Operations Committee – Korkor said the committee has met and is working on finding a replacement for David Utley and preparing for the elections next calendar year.
8. Discussion of Open Meetings Policy by WPRA.
  - a. Dietrich outlined the guidelines for following State of Wisconsin Open Meetings statutes. The brief guidelines are: post open meeting notices in at least three places; give 24 hour notice of meetings; avoid "walking quorums" (discussion of a topic by more than one board member without a

meeting of the board.). To avoid creating a walking quorum, Board members were advised against using “reply all” when responding to email related to board business.

#### Action Items

9. Motion to accept Finance Committee recommendation to accept and file the IRS form 990 as amended.
  - a. Moved: Rudnitzki; Seconded: Peterson
  - b. Discussion: Rudnitzki said that the Finance Committee had asked that the 990 be amended to reflect that WPRA *supports* the work of WPR, rather than performing the work of WPR. Anderson discussed the draft of WPRA’s IRS form 990. After the vote, Rudnitzki asked Anderson how the WPRA can exercise accountability in the event that WPRA is not satisfied with the performance of the WPRA accountant. Rudnitzki suggested an agreement with UW-Extension, Anderson agreed that is a possibility.
  - c. Result: Approved
  
10. Motion to accept the Audit as forwarded by the Finance Committee
  - a. Moved: Rudnitzki; Seconded: Korkor
  - b. Discussion: Johnson said that CLA found WPRA finances in good order and that they said it was a “clean audit;” the highest assurance they can give.
  - c. Result: Approved
  
11. Motion to change WPRA policy to “the Executive Director or designee will submit a draft copy of the form [990] to the Board of Directors ~~at the earlier of either the Board meeting prior to the due date of the return or~~ no less than 15 days before the return is due.”
  - a. Moved: Kocha; Seconded: Rudnitzki
  - b. Discussion: The Board discussed that the IRS requires only that the Board be given the 990 prior to its filing.
  - c. Result: Approved
  
12. Motion to Adjourn
  - a. Moved: Rudnitzki; Seconded: Katz
  - b. Result: Adjourn at 2:42 pm

Minutes submitted by Jason Butler