

**MINUTES OF
WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
May 26, 2016**

APPROVED June 24, 2016

The WPRA Board of Directors was called to order at 11:00 a.m.

Board Members in attendance at the meeting were: Dean Dietrich, Mike Crane, Susan Tikalsky, Amy Kocha, Mary Peterson, Joan Rudnitzki, Michael Sigman, Barbara Gilmore, Anne Katz, Larry Graham, Katrina Keller, Tim Coburn, Ron Dunlap. By phone: Katherine Schneider, Fran Rausher, Paul Sturgul.

Others present: Malcolm Brett, Gene Purcell, Dan Fallon, Sarah Jacobs, Connie Beam, Willa Schlecht, Paul Breen.

1. Welcome
2. Approval of minutes from January 29, 2016
 - a. Motion to approve the minutes: Dunlap; Second: Gilmore
 - b. Discussion: Tikalsky, please omit “waffling” portion of 2.b.. Omit one instance of Larry Graham. Omit 9.b.
 - c. Approved
3. President’s Report. – Dietrich noted that the WPRA Board Retreat will be near Green Bay on September 14 – 15, but that the venue has not been finalized.
4. Director’s Report – Crane shared a draft of the 2015 WPR Annual Report and thanked the Board for their help with advocacy efforts which are reflected in the Report. He also talked about the cancellation of Michael Feldman’s Whaddy Know show? He said that WPR Capitol Bureau Chief Shaun Johnson will be going to both political party conventions. He discussed public broadcasting’s Wisconsin Remembers efforts and a donation of 20 billboards to WPR by Adams Outdoor Advertising firm to promote this effort. He also discussed that the Centennial celebration is in the final planning stages. Graham noted generally that he was approached by an acquaintance who noted that he liked the debates between Ron Johnson and Russ Feingold and he’d like an additional debate broadcast by Wisconsin Public Television. Crane responded that the candidates have to agree to the debates. Dietrich asked about prospective broadcast challenges that might emerge relating to Michael Feldman’s dissatisfaction with the cancellation of his show. Crane noted that Michael is unhappy and uttered the “s” word during one broadcast but that it was “bleeped” before it could be broadcast on the air and that WPR management discussed it with him.

5. Board Liaison Report – Crane discussed the hiring of the WPR Director of the Development who is also the WPRA Board Liaison. He said that candidates have been interviewed and hopes to have a new person in place in July. Fallon shared that Wisconsin Life has a verbal commitment for a philanthropic gift of \$25,000 over five years. Jacobs noted that WPR has increased sustaining memberships to 40%, which is very high. Crane talked about WPR’s new canvassing effort. Board members described their experiences with canvassing and Purcell noted that public broadcasting ally state legislator Luther Olson received a visit from a public broadcasting canvasser and he had a positive experience. Crane said that he wanted the board to have advance notice that WPR will likely purchase a new membership database software in the future and that he would seek funding for this from the Board. Beam discussed a planned giving event in Ashland on July 28 at the Great Lakes Visitors Center. Crane said that he was happy to report that Brandi Funk will join Connie Beam in the area of Planned Giving.
6. Committee Reports
 - a. Development
 - i. Kocha said that the thank you note project is going well
 - ii. Kocha noted that Development Committee reviewed a very early plan for the Centennial celebration.
 - b. Operations – Dunlap named the candidates for the upcoming elections. He said there will be a Bylaw drafting group of Dietrich, Crane, Dunlap, and Tikalsky. The Bylaws drafting group will attempt to complete its work by July 18. A Board call will need to be held by June 30 to vote on a slate of Board Officers. Board members will be solicited for their interest in serving as an officer of the Board.
 - c. Finance- Investment Committee Report
 - i. Rudnitzki said that the committee proposed to postpone the vote to accept the IPS until the Board is presented an annotated IPS Checklist, investment performance reports, and supporting material
 - ii. Schlecht described the process of creating the budget. She highlighted Centennial marketing, Centennial set-aside, and Capital set-aside items in the proposed budget. She noted that the Finance Committee approved the budget as presented except funding for Centennial marketing and Centennial set-aside. The Board discussed major donor revenue definitions and targets. Schlecht noted that planned giving revenue is now being tracked separately in the budget.
 - d. Joint Advocacy – Purcell said that public broadcasting is engaging in advocacy efforts and that the Board should expect to be asked to participate in a March advocacy day. He noted that the Joint Advocacy committee would be meeting soon.
7. Action Items
 - a. Discussion and possible action to amend WPRA Bylaws to define a quorum as “a majority of the body” (Article 4.05.)

- i. Motion to table: Schneider; Second: Rudnitzki
 - ii. Motion to table does not pass.
 - iii. Motion to approve: Rudnitzki; Second: Muse
 - iv. Friendly amendment was moved by Dietrich; seconded by: Graham. “A quorum for the transaction of WPR business is defined as one more than 50 percent of the members of the board or committee. At all meetings, decisions shall be made by majority vote of those present and eligible to vote.”
 - v. Motion approved by more than 2/3 of Board as required to amend Bylaws.

- b. Discussion and possible action to amend WPR Bylaws to include the Development Committee Chair as a member of the Executive Committee (Article 7.02)
 - i. Motion to table: Dunlap; Second: Kocha
 - ii. Motion to table passed

- c. Discussion and possible action to approve WPR Budget.
 - i. Motion to approve FY17 budget with Centennial expenses excluded
 - ii. Moved: Rudnitzki; Second: Kocha
 - iii. Motion for amendment to approve FY17 budget including Centennial expenses of \$100,000.
 - iv. Moved: Kocha; Second: Keller
 - v. Discussion: Kocha said that as a listener she would want WPR to be able to move ahead with Centennial planning. She said that the Board should trust staff to spend the money wisely. Rudnitzki said that at the time that the Finance Committee was presented with the budget, there was no plan for the Centennial. Tikalsky said that she would have expected to see more revenue generation in the Centennial plan. Graham spoke in favor of the motion to include Centennial expenses. Katz said that she favors the plan to approve the Centennial money and that while the budget shows a loss, the Centennial is a fundraising opportunity and also a “friendraising” opportunity. Keller said that she was glad to participate in the Finance Committee’s action and that she does trust the WPR staff. Gilmore said that she’d like to see more involvement of the Board in Centennial planning. Rudnitzki expressed that the plan as presented was not specific. Sigman said that the Centennial is a revenue opportunity but that he would like to see specifics. When asked, Crane said that the current budget is not the entire amount that will be spent on the Centennial plan. He said that Centennial planning faced a road block when the previous director of development resigned and also that attention to the Centennial effort was drawn away as planning and marketing effort was used to defend ECB funding in the previous State of Wisconsin budget cycle. Muse said that he, too, wishes that the Board be more involved in WPR activities and supports a vote to include Centennial money in the budget. Tikalsky asked

why does the station need the money now rather than later. Crane said that it would be a good signal to staff and it would be hard for staff to proceed without a budget.

- vi. Motion to amend main motion to include Centennial funding: Approved by roll call vote, 12 yes; 5 no. See attached for record of votes.
- vii. Motion to amend the main budget motion to include: As part of the expenditure of Centennial expenses a report of expense and anticipated expenses shall be submitted to and discussed with Development Committee as appropriate.
- viii. Moved: Dietrich; Second: Sigman
 - ix. Discussion: Crane is confident that staff can provide this to the Development Committee. Schneider wondered if Development meets monthly.
 - x. Motion: Approved
 - xi. Motion to approve FY17 budget with Centennial expenses included and requirement to report to Development Committee
 - xii. Motion: Rudnitzki; Second: Kocha
 - xiii. Approved (Rudnitzki asks it to be noted that she voted “no”.)
- d. Discussion and possible action to accept IPS checklist
 - i. Motion to table: Rudnitzki; Second: Coburn
 - ii. Motion to table passed
- e. Discussion and possible action to approve of recommendation from Operations Committee of the Board elected and appointed slate of candidates
 - i. Motion to approve slate as presented by: Dunlap; Seconded: Peterson
 - ii. Approved

8. Adjourn

Adjournment – A motion was made by Kocha and seconded by Gilmore to adjourn at 3:00 pm. The motion was approved.

			amendment to budget motion	
Dean	Dietrich	President	y	
Ronald	Dunlap		y	
Anne	Katz		y	
Katrina	Keller		n	
Fran	Rauscher		y	
Kathie	Schneider		n	
Paul	Sturgul		y	
Mike	Crane	Licensee Representative	y	
Tim	Coburn		n	
Barbara	Gilmore		y	
Larry	Graham		y	
Jeffery	Muse		y	
Mary	Peterson	Secretary	y	
Joan	Rudnitzki	Treasurer	n	
Michael	Sigman		y	
Susan	Tikalsky		n	
Amy	Kocha		y	
			12 yes, 5 no	