

**MINUTES OF BOARD OF
WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
November 9, 2016**

Approved January 27, 2017

The WPRA Board of Directors Meeting was called to order at 11:03 a.m. at the ECB.

Board members in attendance at the meeting were: Niles Berman, Mike Cisler, Tim Coburn, Mike Crane Dean Dietrich, Ron Dunlap, Anne Katz, Katrina Keller, Mary Peterson, Joan Rudnitzki, Paul Sturgul, Susan Tikalsky. Members present by phone: Amy Kocha, Jeff Muse, Fran Rauscher, Kathie Schneider,

Other present at the meeting: Dora Zúñiga, Malcolm Brett, Gene Purcell, Dan Fallon, Michael Arnold, Sarah Jacobs, Willa Schlecht, Connie Beam, Steve Johnson of Clifton Larson Allen (WPRA's financial audit firm), Jason Butler

Members excused: Barbara Gilmore, Michael Sigman

Welcome was given by President Dean Dietrich

Public Comment Period: No members of the public made comments to the Board of Directors.

CONSENT AGENDA

Motion to approve consent agenda. Minutes of September 15 and 16, 2016; FY17 September Financial Statements; Director's Report; Board Liaison Report

- a. Moved: Sturgul; Second: Coburn
- b. Discussion: The Board discussed the new practice of approving a consent agenda. Board members appreciate the value of a consent agenda but request that the materials be delivered at least a week ahead of the meeting. There was discussion about whether financial statements need discussion and should therefore be removed from the consent agenda. The President agreed to take it under advisement. Also noted was that Board members appreciate the oral Director and President's reports. Board members also wished to see Committee Reports in the consent agenda.
- c. Motion approved.

President's Report. Dietrich celebrated three Board member career moves: Kocha to the Mediation Center of Greater Green Bay; Muse to Northwest Wisconsin Concentrated Employment Program; and Keller to Vice President of Business Development at Wells Fargo. Executive Committee met to act on the recommendation of the Joint Advocacy Committee (with WPT) to engage The Capitol Group lobbying firm. Board members discussed the role of the Executive Committee in approving budget items; Dietrich said that it is uncommon for the Executive Committee to approve budget items in such a way but this it was done because it was a pressing matter.

Director's Report. Crane said that WPR will begin a new marketing and advertising effort for the Ideas Network mostly focusing on Milwaukee. He said that Centennial planning is well underway with event planning beginning in earnest.

Board Liaison Report. Zúñiga thanked the Board for a great Retreat. She said the new endowment gift options – that she'll talk about later in the meeting – have brought in \$75,000.

Motion to accept WPR 2016 audit as presented

- a. Moved: Rudnitzki ; Second: Coburn
- b. Discussion: Steve Johnson presented the financial audit findings of Clifton Larson Allen. He noted that CLA required no adjusting entries, provided no management letter comments, found a clean audit, and gave the highest level assurance that they can give. The Board discussed concentration of funds in a single bank, and it was noted that this is a common practice. Johnson noted a change in accounting law that in coming years there will only be two types of accounts: with donor restrictions, and without donor restrictions. Rudnitzki thanked accountant Willa Schlect for her diligent work on behalf of the members of the WPR.
- c. Motion approved.

Motion to approve WPR form 990

- a. Moved: Rudnitzki ; Second: Peterson
- b. Discussion: Schlecht reviewed the form 990 and her notes from preparing it. A Board member asked a question about program expenses against fundraising expenses and that 76% program expenses is not as high as some other charities. Schlecht will prepare additional materials for next year that will compare WPR to other charitable and public broadcasting organizations. Berman said that Schlecht's presentation and materials were outstanding.
- c. Motion approved.

During the Lunch Time: Michael Arnold presented on WPR's audience ratings, highlighting recent very successful ratings in spring 2016 when WPR had the best average audience numbers of any station in Madison.

CENTENNIAL ENDOWMENT INITIATIVE

Rauscher and Zúñiga presented on the Centennial Endowment Initiative and the materials that were given to the Board. They discussed that for an endowed gift of \$100,000 donors could designate that their gift be applied to a program area from one of four areas. Zúñiga described how those endowed gifts would work. She emphasized that while donors giving an endowment gift may stop giving regular annual membership gifts, WPR encourages donors to continue to give annual membership gifts. WPR holds roughly \$3 million in endowment funds currently, mostly from bequest gifts.

Zúñiga and Rauscher encouraged Board members to make donor visits on behalf of WPR with WPR staff. Schneider shared with the Board her experience going on a donor visit. She said it

was positive and that she would do it again. Rauscher said that the Development Committee has recommended that each Board member make two donor visits per year. She asked if Board members were comfortable with making two visits per year. The Board members committed to accompanying staff on at least two donor visits annually.

Motion to affirm change the working titles/names of current endowments: Change “Board Designated Endowment” to “Second Century Endowment Fund;” and change “Permanent Endowment” to “Earle M. Terry Endowment Fund” including granting officers authorization to sign documents to execute these title changes with the investment company as needed.

- a. Moved: Rauscher; Second: Cisler
- b. Discussion - Berman asked that the motion include granting officers authorization to sign documents to execute these changes as needed.
- c. Motion approved

Committee Reports

Operations Committee Reports – Dunlap said that the Bylaws Committee is working to implement the changes recommended by consultant Dave Sternberg that the WPRA Board should become a self-perpetuating board.

Finance-Investment Committee Report – Rudnitzki said that the Finance Committee continues to meet regularly to review financials. The Finance Committee will be reviewing changes to the Investment Policy and that the full WPRA Board will see those recommended changes at its January meeting.

Joint Advocacy – Graham reported that ECB submitted a proposed FY 18-19 budget option reflecting a 5% decrease as requested by the Governor for all state agencies. Advocacy efforts will happen again in the spring 2017.

ADJOURNMENT

Motion to adjourn: Sturgul; second: Coburn. Meeting adjourned at 2:19 pm.

These minutes submitted by Jason Butler

FY2017 WPRA Board Meetings

- Friday, January 27, 2017 in Madison, 3319 W Beltline Hwy, Madison, WI 53713
- March 2017 (specific day to be determined based on Capitol advocacy visits)
- Thursday, May 25, 2017 in Madison, 3319 W Beltline Hwy, Madison, WI 53713

FY2018 WPRA Board Meetings

- Fall retreat – 12:00 pm, Thursday, September 28 to 1:00 pm, Friday, September 29, 2017. Location to be determined.