

**MINUTES OF BOARD OF
WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Tuesday, June 27, 2017**

The WPRA Board of Directors Meeting was called to order at 11:02 at the Pyle Center's First Floor Team Room.

In attendance at the meeting were: Michael Cisler, Tim Coburn, Mike Crane, Dean Dietrich, Ron Dunlap, Mary Peterson, Susan Tikalsky, Niles Berman, Larry Graham, Anne Katz, Jeff Muse, Amy Kocha, Joan Rudnitsi, Paul Sturgul, Barbara Gilmore, Michael Sigman

Others in attendance: Dora Zúñiga, Malcolm Brett, Gene Purcell, Jason Butler, Sarah Janes Ugoretz

Members excused: Kathie Schneider, Fran Rauscher, Katrina Keller

Welcome was given by President Dean Dietrich

Public Comment Period: No members of the public commented.

CONSENT AGENDA

Motion to approve consent agenda. Minutes of May 25, 2017 Board meeting

- a. Moved: Peterson; Second: Coburn
- b. No discussion
- c. Motion approved

Motion 1) to approve and adopt the proposed Bylaw amendments as included in the notice of, and presented at, this meeting with the correction of the obvious scrivener's error in Section 5.04 so that it correctly reads "third three-year term"; 2) to approve details necessary or convenient for the implementation of those amendments, including the following:

- (a) the current (fourth) terms of Barbara Gilmore and Michael Sigman, with their agreement and in order to accommodate a more evenly staggered expiration of Director terms, shall each be reduced from four years to three years, expiring in 2019;
- (b) the current first terms of Nick Abts and Peter Lundberg, who were appointed in 2017, shall be three-year rather than four-year terms;
- (c) the current terms of the other incumbent Directors, who were elected or appointed prior to 2017, shall remain at four years, and upon the expiration of each Director's current (four-year) term any future terms shall be three-year terms; and
- (d) no Director shall be barred by the term limitation in the amendments until s/he has served three consecutive full terms (whether four-year or three-year terms), so by way of example,
 - (i) Dean Dietrich and Anne Katz, both of whom are completing their second, four-year terms, shall each be eligible for election to third terms of three-years;
 - (ii) Michael Cisler, who is completing a partial term, shall be eligible for election to three full three-year terms beginning in 2017;
 - (iii) Katrina Keller, who is completing her first full term, shall be eligible for election to two additional, three-year terms beginning in 2017

- a. Moved: Berman; Second: Peterson

- b. Discussion: Rudnitzki shared her concerns with the Licensee serving as a voting member of the Board and the lack of reference to the Board's responsibility to the donor. Gilmore shared her uncertainty with section 5.02. Berman pointed out that the Licensee's role has been consistent for upwards of 35 years and isn't modified with these proposed Bylaws.
- c. Motion approved

Motion to re-nominate continuing Board members Dietrich and Katz, who are completing their second three-year term.

- a. Moved: Dunlap; Second: Muse
- b. Withdrawn upon discussion

Motion to authorize appointment of Dietrich and Katz to a limited term on the Board pending an election process to be conducted pursuant to direction of Governance Committee after its review of the matter under the new Bylaws.

- a. Moved: Rudnitzki; Second: Kocha
- b. Berman and Brett noted that a limited term appointment would allow and authorize the candidates to serve until an election for the seats could be held.
- c. Motion approved

Motion to elect the following nominees to serve as WPRA officers during FY18: Dietrich as Chair, Dunlap as Vice Chair, Peterson as Secretary, and Graham as Treasurer

- a. Moved: Dunlap; Second: Rudnitzki
- b. Discussion: Dietrich thanked Rudnitzki for her service to WPRA as Treasurer
- c. Motion approved

Advocacy Update: On the state-level, Joint Finance Committee met in May to approve ECB budget as proposed. Federally, almost no funding was recommended for CPB in the budget proposed to Congress by President Trump. Due to discussions tied to the health care bill and tax reform, there is no set timeline for federal level discussion and passage of the budget.

ADJOURNMENT

A motion was made by Sturgul and seconded by Peterson to adjourn at 12:04. The motion carried.

These minutes submitted by Sarah Janes Ugoretz.