

**MINUTES OF THE
BOARD OF WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Friday, January 24, 2020**

The WPR Board of Directors meeting was called to order at 11:02am.

In attendance at the meeting were: Nick Abts, Niles Berman, Roy Christianson, Michael Cisler, Mike Crane, Larry Graham, Anne Katz, Katrina Keller, Amy Kocho, Jeff Muse, Mary Peterson, Fran Rauscher, Paul Sturgul, Susan Tikalsky

Others in attendance: Ellen Clark, Katie Cyrus, Sarah Jacobs, Sarah Janes Ugoretz, Dean Kallenbach, Kate LaRocque, Lisa Nalbandian, Gene Purcell, Rick Reyer, Willa Schlecht, Matt Schoeffler, Cynthia Woodland

Members excused: Tim Coburn, Dean Dietrich, Pat Heim, Pete Lundberg, Janan Najeeb

Welcome was given by Vice Chair Niles Berman. The Board expressed unanimous consent to participation by phone.

PUBLIC COMMENT PERIOD. No members of the public made comments.

CONSENT AGENDA:

Motion to approve the consent agenda as presented, including approval of the Minutes of the November 7, 2019 Board meeting and acceptance of the following reports – November FY20 Financials, Director’s Report, Board Liaison/Chief Development Officer’s Report, Finance Committee Report, Governance Committee Report, and Joint Advocacy Committee Report.

- a. Moved: Sturgul; Second: Graham
- b. No discussion.
- c. Motion approved.

BOARD CHAIR’S REPORT. Vice Chair Berman delivered the Board Chair’s report. Berman referred to a question posed at the November Board meeting regarding the Form 990, clarifying that a zero in the financial contributions column for former and current Board members may indicate that either no gift was made during the fiscal year or that the individual was not on the Board during that time. With regards to the Consent Agenda, Berman mentioned that its composition may be adjusted moving forward, including only items that require formal action. Items that will be taken up separately later in the meeting may also be excluded. Berman highlighted upcoming WPR-sponsored events and recognized the opportunities for engagement they provide to Board members. In closing, Berman spoke about an early-January event celebrating Phil Corriveau’s life, commenting that we are all the beneficiaries of Corriveau’s efforts.

DIRECTOR’S REPORT. Crane offered additional reflections on Corriveau’s contributions to the WPR Board. Changes have been made to the WPR News and Music schedule, and new evening hosts and newscasts have been added. Sturgul asked if feedback has been received, and Crane said that the Audience Services team has received a wide range of responses. WPR has been broadcasting live coverage of the impeachment hearings and trial, which has also elicited feedback from members. The Studio Rebuild is ongoing, but work continues to advance steadily. Tikalsky asked about the “Generation Listen” project, and Kallenbach shared that goals revolve around exploring questions such as: How do

people use media?; Who is aware of public media?; and, How do people initially become aware of public media? Interviews and other efforts on UW-Eau Claire and UW-Madison campuses this semester will focus on gathering actionable information.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER'S REPORT. LaRocque discussed the Development team's ongoing efforts to craft a strategic approach to events, including clarifying goals, creating processes and tools, and recognizing that events are always a means to an end. LaRocque also spoke about WPR's participation in NPR's Collaborative Fundraising Pilot, a two-year project. Berman asked if there might be a role for the Development Committee to play, and LaRocque believes there will be. In closing, LaRocque commented on the Development Department's increased focus on philanthropy and strategic giving.

UPDATE ON DECEMBER 2019 FY20 FINANCIALS. December financials have been closed, and Schlecht will include an end of year projection before she sends the information to the Finance Committee. Schlecht commented that an incorrect estimate was delivered to the Finance Committee at its most recent meeting. For the month of December, there is a shortfall of \$67k. Overall membership revenue YTD is \$115k below budget—about half a percent below FY19. However, net margin is currently positive, in part due to expense savings tied to capitalization of labor. Schlecht also commented that a few revenue-generating tools did not go out this year as the Development Department had challenges with extracting mailing lists from the new CRM. The goal for June's financials will be to have a break-even net margin. Below the line is \$775k positive, largely due to bequests and net investment income on endowments. Tikalsky asked about staff follow-up with individuals who had expressed interest in including WPR in their estate plans. LaRocque commented that staff is actively following up with these individuals as they are able to and that Major and Planned Giving staff are being cross-trained on this work.

DISCUSSION AND POSSIBLE ACTION RE: DIRECTOR AND OFFICER VACANCIES. Per the Board's request at the last meeting, the Governance Committee has discussed at length whether to recommend Board action to fill Dunlap's Director position and/or the office of Chair. Berman reported that the Governance Committee recommends leaving both positions unfilled for the remainder of the current fiscal year. Based on input from Bechtol and Purcell, Berman will attend the remaining two ECB Board meetings as an observer. Tikalsky added that Dunlap left the Board in excellent shape and spoke of the dedication Berman brings to his role as Vice Chair. Board members did not have any issues with leaving these two positions unfilled, so no action by the Board is required.

DISCUSSION AND POSSIBLE ACTION RE: BYLAW AMENDMENTS. Berman reiterated that no action is being proposed at this meeting. Rather, the intention is to discuss and gather the Board's sentiment on whether to proceed at the next meeting with any of the items below as recommended by the Governance Committee.

1. Election Process.

- a. Berman commented that this topic was discussed at great length during the Bylaw review process in 2017. Members considered replacing the election of Directors by member vote with a process where the Board would elect its members, but it was ultimately decided that the timing was not ideal. Berman added that taking this approach is very common among non-profit boards.
- b. Factors being considered with regards to a possible amendment are the financial costs of an election by the membership, the low participation rates, and the opportunity to assist with compiling a Board with a diverse range of skills and networks to advance the purpose of the organization.
- c. Friends of PBS Wisconsin is currently pursuing this change.
- d. Board members expressed support for moving forward. Purcell added that pursuing this potential change now is ideal.

- e. Members will have an opportunity for input before any change is effected.
2. Officer Term Limits.
 - a. The Governance Committee proposed adding term limits of no more than three consecutive terms in either office for the Chair and Vice Chair of the Board. Berman commented that it is useful to have rotation in these positions. No limits are being proposed for the Treasurer or Secretary positions.
3. Quorum Definition
 - a. It is rather unusual for an organization's bylaws to stipulate a quorum for a committee meeting, as committees generally are not authorized to take action on behalf of the organization. The proposed action would eliminate quorum for WPRO Committees but uphold quorum requirements for full meetings of the Board.
 - b. Cislser commented that some boards may delegate authority to a committee to make decisions on its behalf and recommended that language be added to WPRO's Bylaws to take this into account. The proposal that will be brought back in May will include that change.
4. Regions for Board Representation.
 - a. The Governance Committee considered whether associated language should be adjusted but decided it would not recommend any changes at this point.
5. Membership Requirements.
 - a. The Governance Committee recommends making the term of membership more flexible, since members make gifts of varying sizes at various times. Specifics tied to membership could be taken up through policy or Board resolution. Board members expressed comfort with this proposed change.
6. The Board will consider each of these four items at its May Board meeting. Berman and WPRO staff will work together to share updates regarding Friends of PBS Wisconsin's action around adjusting its election process and articulating membership rights.

CONSTITUENT RELATIONSHIP MANAGEMENT (CRM) UPDATE. LaRocque shared that work around the CRM remains ongoing, and staff are still in the implementation phase. Records merging will occur in April, and discussions around onboarding the Business Sponsorship team are taking place. LaRocque shared a few images of Trello boards, which staff use to keep track of and resolve issues. Jacobs highlighted the uniqueness of WPRO and PBS Wisconsin, which introduced additional layers of complexity to these efforts. Tikalsky asked about privacy concerns associated with merging data with PBS Wisconsin. LaRocque said these concerns are always at the forefront of WPRO's work. Crane added that these member records exist under Wisconsin Public Media (WPM), and it is a core commitment of each organization to protect this data. LaRocque referenced a new user agreement that was created in response to this concern.

ADVOCACY UPDATE. Purcell shared that though President Trump proposed zero dollars in forward funding for the Corporation for Public Broadcasting, Congress restored the requested funds and approved an increase of \$20 million. An additional \$20 million was approved for the Interconnect, and Ready to Learn funding was increased to \$29 million. Purcell mentioned that the America's Public Television Stations (APTS) summit will take place in late February in Washington, D.C. and that Berman will attend with Purcell and Bechtol. Visits are being coordinated in part with Milwaukee PBS colleagues. Federal funding plays a major roll in supporting WPM's efforts to serve rural Wisconsin. On the state side, Purcell mentioned that 50 State, a lobbying organization that seeks to make connections with governors' offices, is working to set a meeting between him, Bechtol, and the Governor's office. The focus of this meeting would be the upcoming budget, as work will begin in earnest this coming summer. State Advocacy Day will take place on April 15 in Madison. Purcell reviewed the newly created Advocate Job Description.

ADJOURNMENT. The Board adjourned by unanimous consent at 1:35pm.

These minutes submitted by Sarah Janes Ugoretz.