

**MINUTES OF THE
BOARD OF WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Thursday, May 27, 2021**

The WPR Board of Directors meeting was called to order at 11:05am.

In attendance at the meeting were: Nick Abts, Niles Berman, Roy Christianson, Mike Crane, Pat Heim, Katrina Keller, Pete Lundberg, Jeff Muse, Janan Najeeb, Mary Peterson, Paul Sturgul, Susan Tikalsky, Dan Van Daalwyk

Others in attendance: Marta Bechtol, Paul Breen, Ellen Clark, Katie Cyrus, Paul Damberg, Chris Dearing, Cindy Gillis, Sarah Janes Ugoretz, Kate LaRocque, Gene Purcell, Matt Schoeffler, Ezra Wall, Cynthia Woodland

Members excused: Tim Coburn, Larry Graham, Amy Kocha

Welcome was given by WPR Board Chair Niles Berman. The Board expressed unanimous consent to participation by Zoom or 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 January 21, 2021 Board meeting.

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

BOARD CHAIR'S REPORT.

Berman recognized this meeting as Peterson's last and Van Daalwyk's first. Board members and staff made introductions. Berman congratulated Najeeb on her recent presentation to PBS Wisconsin, during which she highlighted her work with the Milwaukee Muslim Women's Coalition (MMWC) and spoke about the celebration of Ramadan. Najeeb added that MMWC will be working with PBS Wisconsin as part of a [two-year grant](#) provided by the Doris Duke Charitable Foundation. Wisconsin Public Media participated in the annual America's Public Television Station summit, which took place virtually in February, as well as state advocacy efforts. Berman updated the Board that the proposal to rename an Appleton elementary school after the late Ron Dunlap is still under consideration. Board members can expect a report on cybersecurity during the September Board meeting, as an audit of WPM is currently underway. Berman thanked WPR staff for their ongoing efforts to keep all aspects of public broadcasting running smoothly over the last year despite numerous challenges.

DIRECTOR'S REPORT.

Crane emphasized that preservation of service and staff well-being has been the goal throughout the pandemic. Some staff will slowly move back into facilities starting this summer. Crane commented on WPM's cybersecurity efforts, adding that staff are now required to utilize LastPass to securely manage their passwords. The La Crosse bureau will be built out as the back-up network, which will provide

broadcast continuity if the Madison bureau were to unexpectedly shut down. Efforts are underway to hire a new Senior Regional Manager after Kallenbach's retirement. Finally, Crane commented on how WPR was recently recognized with numerous awards at the Milwaukee Press Club's annual ceremony, adding that WPR has been able to demonstrate our talent during this difficult time.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER'S REPORT.

LaRocque commented on a realignment of revenue streams in FY22, adding that doing so will allow for improved reporting to better analyze the efficacy of WPR's fundraising efforts. The Development Department is eager to activate canvassing efforts, an acquisition tool that contributes to a healthy fundraising program. LaRocque mentioned that moving forward, Dearing will be a more regular participant at Committee and Board meetings and will serve as the unofficial Business Sponsorship liaison. Starting June 1, WPR will welcome Johanna Gulke as the new Membership Director.

REVIEW SUPPLEMENTS TO WRITTEN REPORTS.

Berman invited questions about the enclosed materials.

Motion on behalf of the Finance Committee to approve the Investment Policy Statement (IPS) Checklist.

- a. Discussion: Berman emphasized that the IPS checklist reflects WPRA's rigorous oversight and scrutiny of the entire investment program.
- b. Motion approved.

REVIEW AND APPROVAL OF ALLOCATION AND OPERATING AGREEMENTS.

Bechtol commented that these agreements reflect no major changes from previous years.

Motion to authorize Berman, as Chair of the WPRA Board, to execute the Operating Agreement and acknowledge the Allocation agreement as presented.

- c. Moved: Christianson; Second: Peterson
- d. No discussion.
- e. Motion approved.

REVIEW AND APPROVAL OF FY22 WPRA BUDGET.

Breen highlighted that during the pandemic, WPR was able to maintain high quality service, and our revenue has exceeded what we budgeted. WPRA has created about \$3.67 million in unrestricted reserves since FY13, and the Finance Committee and Board have been identifying ways to deploy a certain portion of these reserves. The FY22 budget reflects a 3 percent increase over projected FY21 membership revenue, as trip and event revenue will increase slightly and canvassing will be activated. The endowment release will again be set at 4.5 percent, with an increase of \$65k going to the Licensees. Breen discussed the revenue reclassification, which will be based on what revenue stream prompted the gift. Purcell spoke about pending efforts to turn the La Crosse bureau into a back-up data center. The WPM finance team is continuing to identify new accounting software, and January 2022 is the expected go-live date.

Motion on behalf of the Finance Committee to approve the FY22 budget as presented that provides for accounting software replacement estimated at \$50k implementation cost and \$25k annual maintenance, Licensee payments totaling \$7,925,238 which includes \$500k additional release of unrestricted reserves and a Tier 1 distribution to WPRA of \$1.5 million prior to the 76%/24% allocation, \$350k Capital Designation for the back-up data center in La Crosse, and an endowment spending release of 4.5 percent on a 20-quarter average.

- a. Discussion: Abts complimented the thoroughness and skill with which staff have approached this work and thanked them for their careful stewardship. Breen added that this budget, though still conservative, is based on the assumption that canvassing efforts will be activated. If that does not occur, there will be cost savings. Berman asked what challenges and

opportunities exist in the coming year. Breen highlighted LaRocque's ongoing efforts to engage major donors and accurately evaluate success. Remaining nimble will be crucial, as WPR will need to continue evolving to reach new members in a post-COVID world. Investing in new technology will be a key part of these efforts.

- b. Motion approved.

DISCUSSION AND POSSIBLE ACTION TO APPROVE WPRA FY22 OFFICERS AND TO ELECT BOARD MEMBERS.

Keller announced that the Governance Committee is recommending the reelection of Coburn, Heim, Graham, and Tikalsky and the election of Herrera. LaRocque shared information about Herrera's background and involvement with WPR. The Governance Committee also recommended the following FY22 Officers: Berman as Chair, Keller as Vice Chair, Graham as Treasurer, and Heim as Secretary.

Motion to elect the slate of Board members and approve the FY22 Officers as presented.

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

REVIEW AND APPROVAL OF BOARD CORPORATE RESOLUTION.

Breen reminded Board members that this document is related to the receipt and liquidation of assets gifted to WPRA. Routine action is taken each year to make this practice clear. Berman mentioned that the Gift Acceptance policy was recently revised to reflect this as well.

Motion to approve the FY22 Corporate Resolution as presented.

- a. Moved: Keller; Second: Najeeb
- b. Discussion: Tikalsky asked where this resolution fits into the WPRA Policies or Bylaws, as this is a one-time action. Berman commented that from a legal standpoint, this is likely a repetitive step that is already covered in the Gift Acceptance policy. The Board will consider at a future meeting whether this process needs to be continued in future years.
- c. Motion approved.

DISCUSSION AND POSSIBLE ACTION TO APPROVE POLICY MANUAL REVISIONS.

Keller and Berman thanked Tikalsky for her efforts to move this work forward, and Tikalsky thanked Policy Review Sub-committee members for their work as well. Tikalsky reviewed proposed changes, adding that adjustments will increase clarity and more accurately reflect current practices and realities. At its September meeting, the Board will consider additional amendments to the WPRA Bylaws.

Motion on behalf of the Governance Committee to approve proposed changes to the WPRA Policy Manual as presented.

- a. No further discussion.
- b. Motion approved.

SPOTLIGHT: WPR'S BUSINESS SPONSORSHIP EFFORTS DURING THE PANDEMIC.

Dearing provided a brief overview of the Business Sponsorship team's composition and location, emphasizing that their work is relationship-based. In FY19, the team invoiced over \$3 million, a 77 percent increase over the previous 7 years, and in FY20, they were on pace to meet their goal of \$3.25 million. However, when the pandemic hit, cancellations were sudden and massive. In many cases, WPR forgave invoices. In other cases, the team proposed that instead of cancelling, they put together a branding message to keep business's names in front of WPR's audience. In an effort to continue deepening relationships and provide support to partners during such a difficult time, the Business Sponsorship team provided 362 current clients additional free spots and reached out to 149 additional organizations to

provide Angel Grants. This outreach was focused on organizations in the healthcare industry, those doing diversity, equity and inclusion work, and others that were particularly hard hit—like restaurants.

ADVOCACY UPDATE.

Purcell reminded Board members that federal funding makes up about 10 percent of WPM's operating budget. Support provided through the CARES Act and the American Rescue Plan Act helped to offset some of the losses WPM incurred due to the pandemic, and Purcell commented that public broadcasting being specifically included in this legislation speaks to its reputation as a valuable service. This year's federal budget request for the Corporation for Public Broadcasting is \$595 million, up from \$475 million. As part of the infrastructure bill being considered, CPB requested a \$300 million allocation to help with capital expenses and based on needs identified through a 2017 study. On the state side, Bechtol shared that the Educational Communications Board submitted a flat budget request of \$42.5 million. Following several advocacy visits with members of the Joint Finance Committee, the Education Committee, and other key position holders, the request was lowered slightly but ultimately approved. Final state budget approval has not yet occurred. Berman asked for an update on the work of the state's broadband taskforce. Bechtol said the final report is being prepared, adding that state laws governing private and public partnerships are difficult to navigate but there has been strong collaboration throughout the process.

UPDATE ON DIVERSITY, EQUITY, AND INCLUSION (DEI) EFFORTS.

Crane referenced WPR's efforts to deepen relationships with organizations throughout the state committed to diversity, equity, and inclusion work. As the world marked the anniversary of the murder of George Floyd, The Morning Show spoke with [Toshira Garraway Allen](#), a Wisconsin woman who lost her child's father in an altercation with police and runs a support group for families who share that experience. Following the success of Lori Skelton's UW Badger Talks lecture on William Grant Still last year, Stephanie Elkins hosted a talk on composer [Florence Price](#). Crane said that changing ourselves is how we become more inclusive and welcoming, and that extends to hiring and retention. There are many things WPR can do immediately, including centering DEI efforts in our daily work. LaRocque added that diversifying sources, audiences, and content is an ongoing priority at WPR and across the industry.

UPCOMING BOARD MEETING DATES.

Berman said it is likely the Board will meet in person at its September 9, 2021 meeting. This annual meeting, which has traditionally spanned two days, will now take place entirely on Thursday. Meeting dates for 2022 include: January 20, May 26, September 8, and November 10.

RESOLUTION FOR MARY PETERSON.

Berman recognized all of the contributions Peterson has made to the WPRA Board as well as to WPR. Clark read a proposed resolution recognizing Peterson for her service. The resolution was unanimously adopted by acclamation. Peterson thanked everyone for their kind words, adding that WPR has been a part of her life since she was young. This experience has enriched her life and she is forever grateful to have had the opportunity to be part of something bigger. Crane added that Peterson and her husband are very longtime supporters of Wisconsin Life, both on TV and Radio.

ADJOURNMENT.

The Board adjourned by unanimous consent at 2:11pm.

These minutes submitted by Sarah Janes Ugoretz.