

**MINUTES OF THE  
BOARD OF WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING  
HELD ON  
Thursday, January 21, 2021**

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

In attendance at the meeting were: Niles Berman, Roy Christianson, Mike Crane, Larry Graham, Pat Heim, Katrina Keller, Amy Kocha, Pete Lundberg, Jeff Muse, Janan Najeeb, Mary Peterson, Paul Sturgul, Susan Tikalsky

Others in attendance: Marta Bechtol, Paul Breen, Ellen Clark, Katie Cyrus, Samantha Greener, Sarah Janes Ugoretz, Dean Kallenbach, Kate LaRocque, Lisa Nalbandian, Gene Purcell, Rick Reyer, Willa Schlecht, Matt Schoeffler, Ezra Wall, Cynthia Woodland

Members excused: Nick Abts, Tim Coburn

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 November 12, 2020 Board meeting.

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

BOARD CHAIR'S REPORT. Berman commented on WPR's extraordinary efforts to keep people connected during the pandemic and expressed hope that by fall, in-person meetings and events will be a possibility. Today's meeting includes several finance-related agenda items, and it appears that despite challenging times, there is no need to revisit the FY21 budget. Berman remarked on the possible expansion of the Board's role to include identifying business sponsorship opportunities, which will be discussed over time. In closing, Berman acknowledged the passing of Crane's father and the impending retirement of Kallenbach. A resolution was read in honor of Kallenbach's 34 years of service.

**Motion** to approve proclamation of appreciation for Dean Kallenbach approved by acclamation.

DIRECTOR'S REPORT. Crane shared that things feel very effortful right now, but staff continue to learn new skills and new methods of connecting. WPR launched a new Alexa smart speaker skill with great success, and conversations are underway to explore blended virtual and in-person events for when it is safe to convene again. Crane mentioned the new COVID-19 testing procedures that will soon take effect on UW-Madison campus and spoke of the efforts to ensure the safety of WPR staff and reporters during this turbulent time.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER'S REPORT. LaRocque commented on the favorability of the FY20 financials. The December member drive was a great success, and LaRocque spoke of the crucial role that members of the Engineering team play as these drives continue to occur

primarily remotely. During the pandemic, WPR's Business Sponsorship partners have been particularly hard hit. Staff has remained focused on building long-term relationships, reaching out to partners, affinity groups, and organizations that work in the health care industry to see how we can serve them. The Major and Planned Giving team is preparing to launch a survey focused on connecting with members around their philanthropic and planned giving interests. The phased rollout will begin in January.

#### REVIEW SUPPLEMENTS TO WRITTEN REPORTS.

Schlecht made one comment regarding the Finance Committee report. Efforts to replace the WPM finance team's accounting software are underway and the first phase, software selection, is expected to cost \$10k. The cost of the software implementation will be brought to the Finance Committee and then the Board for approval. A special brief meeting may be needed, as the implementation would ideally begin before the traditionally scheduled May meeting.

VERBAL UPDATE ON FY21 DECEMBER REVENUE. Schlecht shared that we are \$205k favorable to budget for the month and \$263k favorable year to date. Year over year, this is a 3% increase. Schlecht reminded Board members that the FY21 goal was set 5% lower than the FY20 goal. The projection for sustainer giving was very conservative, but their giving remains strong, along with vehicle donations, bequests, and member drives. The membership team has a new lock box in place that will assist with a clean monthly cutoff in terms of when gifts come in, which will be especially beneficial between December and January. Schlecht shared that members are responding to challenge requests, but right now this money remains below the line in the budget until it is deployed. The member drive team is coming up with plans to deploy this pool, which currently amounts to \$200k, as well as to continue generating new funds.

DISCUSSION AND POSSIBLE ACTION TO ELECT NEW BOARD MEMBER. Keller shared that the Governance Committee met earlier in the month to recommend that the Board elect a new member, Dan Van Daalwyk. Van Daalwyk will assume Ron Dunlap's position, which ends in FY22. At that point, he will be eligible to serve up to 3 consecutive terms. LaRocque provided an overview of Van Daalwyk's work and involvement in the community and with WPR, and Crane commented on his extensive business experience.

**Motion** on behalf of the Governance Committee to approve Van Daalwyk's election to the Board, to become effective at the adjournment of this meeting, and to fill the remainder of Dunlap's current term.

- a. Discussion: Kocha requested that the Board be provided with Van Daalwyk's email address so members can welcome him.
- b. Motion approved.

DISCUSSION AND POSSIBLE ACTION TO ACCEPT WPRA'S FORM 990. Schlecht reviewed Form 990 highlights with the Board, emphasizing the following:

- a. Crane was previously listed as the only non-independent Board member due to his compensation from the Licensees, but a revised interpretation of independence has prompted a change in his status to independent.
- b. WPRA is in full compliance with IRS expectations for governance and tax compliance activities.
- c. WPRA has adopted the key policies and best practices that the IRS considers to be of value to a non-profit organization.
- d. Schlecht reminded Committee members that non-profits aim to have programmatic expenses be over 65%. WPR's programmatic expenses are currently 76.7%.

The Board reviewed Schedules A and B, which were withheld from the materials sent electronically in advance of the meeting in an effort to respect members' privacy. Schlecht requested that any changes be submitted to her, Crane, or LaRocque by January 22, 2021.

**Motion** to approve IRS form 990 and authorize its completion and filing as presented.

- a. Moved: Christianson; Second: Kocha
- b. No further discussion.
- c. Motion approved.

COMMENTS ON PUBLIC MEDIA'S CHANGING FINANCIAL LANDSCAPE. Crane shared that historically, during times of crisis, public radio members tend to maintain their support. This remains true, and Schlecht commented on WPR's role in providing a daily, critical service to its members. However, WPR's business sponsorship partners are struggling, and revenue is 30% below where it was last year. As advertising trends more towards digital spaces and away from broadcasting, WPR will need to be ready to react. LaRocque spoke of WPR's efforts to strengthen data analysis and data reporting, which will further allow staff to scrutinize trends. Breen shared that perhaps the biggest question is how things will look as we emerge from the pandemic. How will it have changed how people interact with WPR, and how will we need to respond? These are questions staff continue to discuss.

UPDATE ON POLICY AND BYLAW REVIEW. Tikalsky highlighted the Sub-committee's ongoing work to address policies that are silent, out-of-date, or inconsistent with the WPRA Bylaws. Specific policies currently under review include: the Board Member Position Description, Appointment to the Board, the Annual Calendar, Election Procedures, and Core Strategies. The Sub-committee is also reviewing Articles V and VII of the WPRA Bylaws pertaining to the election and composition of the Board of Directors and the mandate of the Board Governance Committee. Tikalsky said the Sub-committee plans to present suggested changes to the Board at its May meeting.

ADVOCACY UPDATE. Purcell commented that advocacy efforts are looking very different this year. In terms of state funding, Educational Communications Board (ECB) and University of Wisconsin budgets were submitted in the fall of 2020 and are awaiting the release of the Governor's budget in mid-February. At that point, the Joint Finance Committee will conduct statewide hearings before submitting a revised budget. Bechtol expressed hope that the budget will be approved for the new fiscal year. On the federal side, the FY2021 Omnibus Appropriations Bill allocates \$475 million for public broadcasting—including funding for Ready to Learn and the Interconnect—and reflects an increase of \$10 million from last year. Purcell mentioned that receiving an increase of any kind in this climate is a good sign and reminded Board members that federal funding for public broadcasting is approved 2 years in advance. This funding, which received bipartisan support, will therefore be spent in FY23. In terms of WPM's advocacy efforts, Board members are invited to participate in the upcoming America's Public Television Stations (APTS) Summit, which will be held virtually. Plans for statewide advocacy are underway.

WPR SPOTLIGHT AND STRATEGIC BOARD DISCUSSION: WPR STRATEGIC PLANNING. Crane spoke about WPR's strategic priorities, the first of which is to focus on diversity, equity, and inclusion, which is vital to the organization's success. In an effort to serve all of Wisconsin, Crane emphasized that this consideration is not exclusive to geographic considerations and involves reaching all demographic groups as well. He highlighted changes to WPR's classical music offerings, as well as WPR's diversity in sourcing project and its efforts to serve audiences beyond broadcast. Additional priorities include better competing in the news and information space, securing WPR's future with sustainable funding, and increasing resilience and accountability. Berman asked what WPR will do to communicate these strategic priorities to a larger audience. Crane pointed to the annual report, as well as through WPR's activities, statements, and work. Najeeb asked if there is any polling data to shed light on

effective strategies partner stations may have in place across the country. LaRocque highlighted that this is one of the goals and purposes of the NPR Collaborative Fundraising Pilot Project, which focuses on sharing resources, ongoing learning, and regular communication between stations.

**DIVERSITY, EQUITY, AND INCLUSION (DEI) UPDATE.** Crane commented that in terms of its Bylaws and policies, WPRA is better off when we have a diversity of viewpoints. LaRocque continues to steward a potential Board member, who is part of the Latinx community in Milwaukee, but emphasized that overall, the focus is on identifying people who are engaged in WPR's work and mission throughout the state. WPR's regional managers and members of the Business Sponsorship team play a critical role here, as they are deeply connected to their communities.

**ADJOURNMENT.** The Board adjourned by unanimous consent at 1:30pm.

These minutes submitted by Sarah Janes Ugoretz.