

**MINUTES OF THE BOARD OF
WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Thursday, January 24, 2019**

The WPR Board of Directors Meeting was called to order at 11:04am.

In attendance at the meeting were: Nick Abts, Niles Berman, Tim Coburn, Mike Crane, Dean Dietrich, Ron Dunlap, Barbara Gilmore, Larry Graham, Anne Katz, Katrina Keller, Amy Kocha Peter Lundberg, Jeff Muse, Mary Peterson, Fran Rauscher, Kathie Schneider, Michael Sigman, Paul Sturgul, Susan Tikalsky

Others in attendance: Connie Beam, Marta Bechtol, Ellen Clark, Katie Cyrus, Paul Damberg, John Gaddo, Sarah Janes Ugoretz, Dean Kallenbach, Kate LaRocque, Staci McNatt, Lisa Nalbandian, Gene Purcell, Rick Reyer, Willa Schlecht, Cynthia Woodland

Members excused: Pat Heim, Michael Cisler

Welcome was given by Chair Ron Dunlap.

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

CONSENT AGENDA:

Motion to approve consent agenda as presented.

- a. Moved: Graham; Second: Dietrich
- b. Discussion:
- c. Motion approved.

BOARD CHAIR'S REPORT. Dunlap highlighted key parts of the agenda, including updates on the progress of the Policy Manual review process and advocacy efforts as well as presentations on an overview of WPR finances and the WPR financial statements. He also discussed a resolution for WPR's Glen Moberg.

DIRECTOR'S REPORT. Crane shared that the WHID Green Bay Transmitter has been installed and turned on, providing WPR with a reliable transmitter with excellent processing equipment. Reports on the sound are positive. He highlighted the 39th Annual State of Wisconsin Tribute and Ceremony honoring the lift and legacy of Dr. Martin Luther King, Jr., and spoke of WPR's involvement. Lundberg asked about equipment and transmitter back-ups, and Crane shared that the long-term goal is to have a back-up for every system. The relationship WPR has with commercial broadcasters is strong, and WPR is able to draw on engineering assistance throughout the state.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER'S REPORT. Crane spoke on LaRocque's behalf, as she was engaged in kick-off meetings related to the new constituent management relationship (CRM) system. Work is understand to replace the current database with the new one by July 31, 2019. Moving forward, efforts will center on building WPR's capacity to engage with members and strengthen relationship management. Crane shared that Nalbandian has moved into the role of Director of Major and Planned Giving, but will continue to serve in her capacity as Milwaukee's Regional Manager. He also highlighted the great work of the underwriting team, sharing that they are finalizing more contracts than ever before.

UPDATE ON POLICY REVIEW MANUAL. Berman highlighted the work of the Policy Review Sub-committee over the last several months, during the course of which they twice reported their progress to the Governance Committee. Moving forward, the Policy Review Sub-committee will meet again to review remaining policies and complete its work. The Governance Committee will compile a complete packet for the Board to review in advance of the May 23, 2019 WPRA Board meeting. Members will be asked to review and approve the amended Policy Review Manual at the May Board meeting.

Highlighted changes to policies include, in brief:

1. Appointments/Elections: includes opportunity for members to self-identify their interest in serving on the Board; includes a response commitment to those who express interest in Board service; schedule adjusted to match Board meeting schedule; accommodations made for different manners of voting; proposing to move timetable and process details to the Appendix
2. Public Records: clarifies that WPRA follows public records legal requirements without explicitly conceding to being subject to the law
3. Travel Reimbursement: clarifies no allowable reimbursement for spouses or other travel companions
4. Accounting and Reporting: represents a new policy
5. Code of Conduct: new policy that combines the following policies—Code of Conduct, Conflict of Interest, Disclosure of Fraud, and Disclosure of Outside Income; clarifies that WPRA encourages reporting on any suspected fraud regardless of amount
6. Board Member Position Description: updated to reflect current Bylaws; clarifies that a member's personal contribution to WPRA may come in various forms
7. Gift Acceptance/Endowment: ultimate decision on acceptance of non-liquid gifts rests with WPR Director
8. Open Meetings: clarifies that WPRA follows open meeting legal requirements without explicitly conceding to being subject to the law; clarifies when individual member votes are to be recorded
9. Standards for Attendance: proposed for elimination due to lack of coverage in Bylaws; expectation is covered in the Board Member Position Description
10. Uniform Distribution: adjusted language to say "up to 5 percent" in place of "5 percent"
11. Whistleblower: clarifies that policy does not apply to program concerns but instead deals with ethical types of complaints—WPRA members or members of the public
12. Review of Form 990: confirms Finance Committee review as part of the process; stipulates an opportunity for any Board member to raise concerns; states that any unusual disclosure items need to be highlighted
13. Record Retention: extends retention period for insurance documents

Berman encouraged Board members to share comments, questions, and feedback. Beam thanked the Policy Review Sub-committee and Governance Committee members for their hard work and reiterated the major role these policies play in supporting the everyday work of staff members.

Berman also commented that in December, he attended a Friends of WPT Board meeting on behalf of Dunlap and the WPRA. He shared basic background information on WPRA Board members and touched on some of the work the WPRA has recently undertaken, including revising the Bylaws and the ongoing Policy Manual Review project. The WPRA Board will extend an invitation to a Friends of WPT Member to attend the retreat in September 2019.

FY19 REVENUE UPDATE AND UNRESTRICTED CASH RESERVES DISCUSSION. Schlecht shared that December financials were short of budget and that overall, WPR is \$127k YTD short of

budget. Crane spoke about the current budget shortfall, adding that the tax law and market speculation may have affected end of year giving. Revenue is 6.7 percent ahead of last year, however. Moving forward, revenue projections and Pledge Drive goals will be refined and expense management measures are being put in place. At this point, expenses are \$100k favorable due to vacancies and savings from capitalizing labor for the new CRM. Schlecht commented that the Major Gifts team is 45 percent ahead of their goal at this point, and IRA gifts continue to come in, already doubling by December the amount received during the entire FY18. Schlecht is working with Jacobs and Hahn to investigate a web line shortfall, which had experienced very strong growth over the last two years. Moving forward, Finance Committee members will receive financial statements on a monthly basis for informational purposes.

Schlecht commented on the significant balance of unrestricted cash reserves, of which \$700k is considered available. Management is expecting to present proposals for deployment in the FY20 budget.

WPR FINANCIAL OVERVIEW. Breen spoke with the Board about the WPR budget process, highlighting the overlapping interaction and communication that consistently takes place. While the University of Wisconsin-Madison has very complex needs, WPR's needs tend to be smaller and less costly. This works in WPR's favor when a UW-Madison project comes out under budget and surplus funds can be directed to WPR projects. A timely example is found in the Studio Rebuild, which is currently underway. Maintaining a 6-year capital plan ensures that WPR leadership is thinking ahead and is prepared to accept and utilize unexpected capital funds.

CONSTITUENT RELATIONSHIP MANAGEMENT (CRM) UPDATE. Contracts have been finalized for a new credit card processor, eCRM, and CRM. Breen shared that the tentative go-live date is July 31, 2019. Costs are shared evenly between WPRA and the Friends of WPT. An updated estimate for the WPRA share of the cost is \$568k, which includes the software, consulting, staffing, and some contingency dollars.

ADVOCACY UPDATE. Purcell spoke about three main upcoming events: the Wisconsin Broadcasters Association Advocacy Day, the APTS Public Media Summit in Washington, D.C., and the Wisconsin Public Media Advocacy Day in Madison, which will take place in Madison on April 24, 2019. Each of these events provides an opportunity for Purcell, Bechtol, and others to meet with congressional representatives and make the case for supporting public broadcasting. Purcell and Bechtol shared that Governor Evers previously sat on the ECB Board of Directors and has experience with public broadcasting. They expect the capital to be much busier this year, due to the new administration and the fact that it is a budget year.

RESOLUTION FOR GLEN MOBERG. Kallenbach spoke about Glen's service to WPRA and read a resolution honoring his work. Moberg thanked everyone for their work as well and talked about how he has been given the time and the freedom to be creative throughout his career. Dunlap, on behalf of the Board, thanked Moberg for his incredible contribution. Graham added that Moberg is the best of the best.

Motion to Approve the Resolution for Glen Moberg

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

ADJOURNMENT. A motion was made by Coburn and seconded by Keller to adjourn at 1:03pm. The motion carried.

These minutes submitted by Sarah Janes Ugoretz.