

**MINUTES OF THE
BOARD OF WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Thursday, November 12, 2020**

The WPR Board of Directors meeting was called to order at 12:04pm.

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

Others in attendance: Marta Bechtol, Ellen Clark, Katie Cyrus, Sarah Fisher, Sarah Jacobs, Sarah Janes Ugoretz, Dean Kallenbach, Kate LaRocque, Lisa Nalbandian, Gene Purcell, Willa Schlecht, Matt Schoeffler, Ezra Wall, Cynthia Woodland

Members excused: Tim Coburn, Janan Najeeb, Fran Rauscher

Welcome was given by WPR Board Chair Niles Berman. The Board expressed unanimous consent to participation by Webex 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 September 16, 2020 Board meeting.

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

BOARD CHAIR'S REPORT. Berman highlighted the addition of two standing agenda items for future Board meetings—Diversity, Equity, and Inclusion (DEI) updates and a discussion of how the Board might continue to enhance its strategic involvement. Berman remarked on the departure of WPR Membership Director Sarah Jacobs and expressed gratitude on behalf of the Board. He also reminded Board members to send their completed Conflict of Interest Forms to Janes Ugoretz or Schlecht.

DIRECTOR'S REPORT. Crane remarked on the fantastic work of the news and talk teams surrounding the 2020 election, much of which remains ongoing. WPR continues to work through the side effects of the COVID-19 pandemic, from working remotely to adjusting fundraising goals and preparing for budget impacts. Staff completed an initial round of furloughs and will begin a second round in the early 2021. However, due to staff largely operating outside of Vilas Hall, the studio rebuild—a major undertaking—was able to move forward with greater speed and is now finished. Crane commented that at the start of this crisis and to this day, there were two major goals: protect the health of our staff and preserve the service WPR provides. However, preserving this service does not mean doing the exact same things in the exact same way. WPR is learning to pivot and reinvent as it looks ahead.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER'S REPORT. LaRocque thanked Jacobs for her many years of service, acknowledging that “it is impossible to communicate the scope of Sarah’s impact.” In turn, Jacobs thanked the Board for their passion and dedication. LaRocque spoke about the Development Department’s fundraising progress as well as NPR’s Collaborative Fundraising Pilot

Program. During a national webinar, WPR was one of two stations invited to discuss their programs and share materials. With the most recent mailing to major and planned givers, LaRocque mentioned that her team is continuing to find ways to utilize these carefully crafted materials more widely—such as by the Business Sponsorship team. Berman asked about the role of the Development Committee in this work, and LaRocque and Nalbandian plan to convene the Committee in early 2021.

DISCUSSION AND PROPOSED ACTION TO ACCEPT WPRA AUDIT. Fisher highlighted the impacts of the pandemic on the audit procedures, remarking that it was conducted entirely remotely this year. She thanked Schlecht and other WPR staff for their work, commenting that the process went very smoothly. In their review, CliftonLarsonAllen (CLA) found no internal control comments to note. Financial statements were presented fairly and in accordance with generally accepted accounting principles. CLA plans to issue a clean opinion, and Fisher noted that there will be no corrected or uncorrected adjustments in the Governance Communication letter. Berman commented that while this annual process and presentation may feel routine, that is in large part due to how capably it is handled by Schlecht and other WPR staff members. Board members may review the complete audit in Dropbox.

Motion on behalf of the Finance Committee to accept the audit as presented.

- a. Moved: Graham
- b. No further discussion.
- c. Motion approved.

REVIEW SUPPLEMENTS TO WRITTEN REPORTS. Schlecht provided additional commentary to the Finance Committee and Investment Sub-committee reports. Currently, membership revenue YTD is \$70k ahead of target, but Schlecht reminded Board members that this year's revenue target is 5 percent less than our previous year's goal. Sustainers remain strong, along with vehicle donations and bequests. Berman asked why the fall member drive is typically the largest. Schlecht shared that it is the longest in terms of number of days and, across the entire system, there is usually an uptick in fall activity. The IRS Form 990 will be reviewed at the January Board meeting and filed shortly thereafter. Schlecht mentioned that the Wisconsin Public Media (WPM) finance team has begun discussing the likelihood of replacing its current financial accounting software. The pandemic has underscored the shortcomings of the current system, which is no longer supported and requires the purchase of add-on modules that can become expensive. The team may need a selection consultant and will certainly need an implementation consultant. It is not clear yet whether any expenses will be incurred in FY21. Management will provide updates on the process as it progresses.

UPDATE ON POLICY REVIEW SUB-COMMITTEE. The Bylaws and Policy Review Sub-committee will soon reconvene to consider specific and necessary Bylaw and policy-related adjustments. During its September meeting, the Board approved the FY21 Committee Assignments, but a slight adjustment is being proposed for consideration today.

Motion to modify the action the Board took in September and approve the new Bylaws and Policy Review Sub-committee with the following members: Tikalsky (Chair), Coburn, Crane, Heim, and Keller.

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

DIVERSITY, EQUITY, AND INCLUSION (DEI) UPDATE. Crane mentioned that DEI has long been a strategic priority for WPR, but this year's racial reckoning has caused us to push forward and try to do better than we have. For instance, during strategic planning WPR is asking how we can look at our work through a DEI lens. Crane remarked on various activities and initiatives WPR is involved with that support our DEI efforts, as well as a reflection—how should our journalism change to reflect our modern

understanding of the Wisconsin Idea? LaRocque stated that we have a shared understanding of *why* a more racially diverse Board is something we need to strive for, and now we move to the *how*. Our efforts for a more diverse Board should be organic, and candidates should be deeply committed to and engaged with WPR's mission and service. As the regional managers highlighted during the September Board meeting, staff have been and continue to cultivate relationships with community members across the state, and because we have these relationships in various regions, they will foster our efforts to identify potential Board members. Berman commented that we will continue our efforts to identify the role the WPR Board can and should play. Keller added that the Governance Committee will keep this discussion at the forefront.

ADVOCACY UPDATE. Bechtol shared that the state budget process is underway, adding that due to the recent election, there are some new officeholders that she and Purcell will work to build relationships with. UW-Madison is making budget adjustments, including staff furloughs and hiring restrictions, and expects to deal with cuts in the FY22 budget as well. Bechtol said that we do appear to be in the ballpark of what we've already budgeted for at WPR. Purcell mentioned that WPM will be working with the Capitol Group on the state budget process, and Bechtol thanked WPR for continuing to support this. On the federal side of things, the current Congress will need to take action on the FY21 Appropriations Bill, as the Continuing Resolution currently in place expires on December 11, 2020. In early November, the Senate did approve funding for the broadband interconnect and Ready to Learn. Berman asked what sort of involvement the Joint Advocacy Committee would have in each of these activities during a typical year, and how that is being impacted by the pandemic. Purcell shared that the Committee would typically meet in August to begin planning for in-person advocacy visits in Washington, D.C. and Madison. These events will not take place in-person this year, but Purcell and Bechtol do plan to convene the Committee in early 2021. Berman asked about the progress of the Governor's Broadband Taskforce. Bechtol said the Taskforce met in October and has divided itself into a series of working groups for more in-depth conversations and work. The overall consensus of the group is that smaller, temporary solutions have a role to play, but it is critical to think on a larger scale about more wide-reaching solutions. She says they hope to convince the legislature that this is where the work needs to go. The crux of the matter is how to best meet the needs of the state.

WPR SPOTLIGHT AND STRATEGIC BOARD DISCUSSION: EVENTS AND COMMUNITY ENGAGEMENT. Potter spoke about WPR's events program and outreach. We have had three years to experiment with events, and though we've faced numerous challenges, we have given ourselves space to look at different revenue models and ways to make our events stand out. In that time, WPR has hosted 43 events, engaged 32,000 attendees, and netted \$263,000 in revenue. Community engagement has at times been prioritized over generating revenue, and diversity on stage as well as in the audience remains a key goal. Unsurprisingly, the pandemic completely upended our 2020 events program, but the team has continued to experiment. WPR has hosted 6 virtual events since June, with a mix of content types and partnerships. Potter commented on the wide reach of virtual events—in addition to the immediate, in-the-moment audience, we have found that many more—sometimes thousands—will tune in after the fact. Digital events also cost less, but they earn less as well. The team will continue looking at digital events as part of the mix even as we eventually move beyond the pandemic. Potter also highlighted the pending launch of WPR's smart speaker skill. Berman asked what role Board members might play when it comes to events. LaRocque mentioned that the Development Department has taken a break from events as it recenters itself around the idea of events being a means to an end, not an end in themselves. Her team has been crafting cultivation work plans and events, and the Board will have a more active role to play in Development efforts in the future.

ADJOURNMENT. The Board adjourned by unanimous consent at 2:22pm.
These minutes submitted by Sarah Janes Ugoretz.