

**MINUTES OF THE BOARD OF
WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Wednesday, November 7, 2018**

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

In attendance at the meeting were: Nick Abts, Niles Berman, Michael Cisler, Tim Coburn, Mike Crane, Dean Dietrich, Ron Dunlap, Larry Graham, Pat Heim, Katrina Keller, Peter Lundberg, Jeff Muse, Mary Peterson, Fran Rauscher, Kathie Schneider, 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, Matt Schoeffler, Cynthia Woodland, Sarah Fisher

Members excused: Barbara Gilmore, Amy Kocha, Michael Sigman, Paul Sturgul

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: Dietrich; Second: Cisler
- b. Discussion:
- c. Motion approved.

DIRECTOR'S REPORT. Crane welcomed Marta Bechtol to her new role as Executive Director of the Educational Communications Board and shared that Kate Archer Kent will be soon begin as the new host of The Morning Show on The Ideas Network. Election coverage by the WPR team was robust, with efforts designed to support democracy by informing citizens through initiatives and platforms like Beyond the Ballot, issue profiles, candidate interviews, WisconsinVote, and WisContext. On-air coverage was complemented by an informative live feed on wpr.org. Crane also spoke about progress made towards hiring a new Director of Major and Planned Giving.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER'S REPORT. LaRocque shared that a recent meeting with Blackbaud's Target Analytics highlighted the exceptional work of WPR's Membership team within the industry. Unique challenges accompany our position as an industry-leader, but the team continues to find ways to evolve while sustaining a nearly \$10 million Membership budget. Multiple opportunities will exist with the new Constituent Relationship Management (CRM) conversion. LaRocque thanked the Board for their work in meeting the Lee Ester News Fellowship Endowment Fund goal of \$100k and added that WPR will continue to fundraise. Peterson read Leota Ester's thank you letter to the Board.

BOARD CHAIR'S REPORT. Dunlap highlighted a recent Volume One piece that featured Schneider's crucial work around inclusivity in and beyond Eau Claire. Schneider shared her recent experience with the Executive Office at the White House, adding that her presentation for University of the Air was played at the White House.

FY19 MEMBERSHIP REVENUE DISCUSSION. Revenue for FY19 October is closed, with year-to-date membership revenue favorable by 2.8 percent. Schlecht added that removing the IRA gifts puts WPR

short of its goal. Schlecht spoke about sustainer cancellations, noting that typically 40 percent have been attributed to “member request.” As this number has risen to 55 percent, Schlecht and other staff members will be looking into this further to see what may be happening. There will be ongoing announcements for planned giving, major giving, and IRA gifts throughout November and December. Muse spoke about the loss of “fuzzy feelings” donors may experience as sustainers. Schlecht mentioned WPR’s new Member Journey position, which aims to actively address this.

DISCUSSION AND POSSIBLE ACTION TO ACCEPT WPRA AUDIT. Fisher spoke to the Board about the audit process, which was clean with no adjustments. Within the audit area of Internal Controls, there were no findings to bring to attention, which is impressive for an organization of this size. A clean opinion will be issued on the financial statements. Fisher mentioned that a new financial reporting model will be in effect for 2019 and commented that Membership revenue is up, with the number of givers remaining consistent as the average gift size continues to increase. The audit looks to make sure that accounting policies are significantly applied from year to year, and there are no observations of note to report. There are no corrected or uncorrected adjustments to outline in the Governance Communication Letter, and there have been no difficulties or disagreements with management. Schneider asked whether there will be any changes to the audit process with the transition to the UW. Schlecht said she does not expect any because all of WPRA’s requirements and compliance expectations will remain the same. Purcell agreed with this assessment.

Motion to accept the FY18 WPRA Audit Report.

- a. Moved: Graham; Second: Cisler
- b. Discussion: Berman asked Fisher to confirm there was no hint of fraud during the course of the audit. Fisher confirmed there was not and affirmed that had there been, it would have been brought to the attention of the WPRA Board. Berman asked if Fisher would comment on the advisability of an Executive session meeting with the auditor without staff present. Fisher acknowledged that this is a best practice and mentioned that this can occur at any point in time. Abts asked Graham if the Finance Committee might consider an Executive Session Option at its next meeting.
- c. Motion approved.

DISCUSSION AND POSSIBLE ACTION TO ACCEPT WPRA’S FORM 990. Schlecht clarified that \$7.4 million was applied to wages, engineering time with ECB, capitol items, equipment. Steps are taken to differentiate between programmatic and fundraising expenses. Programming expenses are any expense that fulfills the mission that is not management- or fundraising-related (for example, Audience Services). Schneider asked about overall programming costs, and Schlecht said that the ideal percentage is 65 percent or higher. WPR is at 76 percent. Abts wondered if donors inquire about and are engaged around this number, and Crane shared that at times they do. Berman inquired whether the organization had made any changes to its governing documents in the last year, and Schlecht confirmed that the last changes made were detailed in the prior year’s Form 990. Schlecht concluded that the organization is in full compliance.

Motion to accept the FY18 Form 990 as presented.

- a. Moved: Graham; Second: Coburn
- b. Discussion: The filing date is November 15. Please share any comments or concerns with Schlecht, Crane, or LaRocque by November 8 at the very latest.
- c. Motion approved.

POLICY REVIEW SUB-COMMITTEE UPDATE. Berman shared that the Policy Review Subcommittee has been hard at work, thanking members and staff for their contributions, as well as the Finance Committee, which provided input on financial policies. Berman highlighted a number of substantive proposed changes and mentioned that the goal is to provide the full Board with red-lined and clean versions of all policies ahead of the January Board meeting, when Board members may be asked to take action on this work. Crane added that some items included in the manual are practices and may be listed in an appendix or removed from the manual entirely.

CONSTITUENT RELATIONSHIP MANAGEMENT (CRM) UPDATE. Crane shared that costs budgeted for the CRM conversion may be lower than anticipated, and that the organization is effectively estimating staffing requirements. Adoption of ECRM, software that would allow us to have web-based interaction with members, may add additional costs. One of the major challenges the Audience Services department has continually faced is working in two distinct databases—one for Radio and one for TV. With the CRM conversion, they will be working from one. Crane shared that we are on track to have the new database in place by next summer.

VILAS HALL UPDATE. Crane gave a brief update about The Rebuild at Vilas Hall. Structurally, the floor of Vilas Hall could not support the weight of the new equipment, which triggered the consideration of various other options. Thanks to our new relationship with UW-Madison, we will be working with DoIT (Department of IT) on campus, which can fully support this process. Work is already underway. DoIT provides additional benefits, such as 24/7 service, failsafe systems, and they have a team of professionals working on security. Crane said he feels that ultimately, we have a more robust and future-proofed set-up ahead of us.

ADJOURNMENT. A motion was made by Graham and seconded by Heim to adjourn at 12.49pm. The motion carried.

These minutes submitted by Sarah Janes Ugoretz.