

**MINUTES OF THE
BOARD OF WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Thursday, November 7, 2019**

The WPR Board of Directors meeting was called to order at 11:00am.

In attendance at the meeting were: Nick Abts, Niles Berman, Roy Christianson, Michael Cisler, Tim Coburn, Mike Crane, Dean Dietrich, Larry Graham, Pat Heim, Anne Katz, Amy Kocha, Pete Lundberg, Janan Najeeb, Mary Peterson, Fran Rauscher, Paul Sturgul, Susan Tikalsky

Others in attendance: Marta Bechtol, Kathy Beringer, Jason Butler, Hervin Centeno, Ellen Clark, Katie Cyrus, Sarah Fisher, Sarah Jacobs, Sarah Janes Ugoretz, Dean Kallenbach, Kate LaRocque, Lisa Nalbandian, Gene Purcell, Rick Reyer, Willa Schlecht, Matt Schoeffler, Cynthia Woodland

Members excused: Jeff Muse, Trina Keller

Welcome was given by Vice Chair Niles Berman. The Board expressed unanimous consent to participation by phone.

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

REMEMBERING BOARD CHAIR RON DUNLAP. The Board and staff shared fond memories of Ron Dunlap, Chair of the WPR Board, who recently passed away. Berman shared that Dunlap's seat and the office of the Chair will remain vacant for the time being, in his honor. The Governance Committee will convene in the coming weeks to determine if additional action will be taken. Berman invited Board members to share any input they may have with him, Crane, or LaRocque.

CONSENT AGENDA:

Motion to approve the consent agenda as presented, including approval of the Minutes of the September 12, 2019 Board meeting and acceptance of the following reports – September FY20 Financials, Director's Report, Board Liaison/Chief Development Officer's Report, Finance Committee Report, Investment Committee Report and Investment Summaries .

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

APPROVAL OF PROCLAMATION OF APPRECIATION FOR KATHY BERINGER. Jacobs greeted the Board and spoke of Beringer's 31 years of service to the WPR Development Department. Beringer thanked the Board for this honor. Berman remarked that Beringer is proof of how much the success of the organization depends on the contributions of very special people and thanked Beringer for all of her contributions.

Motion to approve proclamation of appreciation for Kathy Beringer approved by acclamation.

BOARD CHAIR’S REPORT. Vice Chair Berman delivered the Board Chair’s report. He highlighted Larry Meiller’s recent induction into the Milwaukee Press Club’s Media Hall of Fame, recognizing Meiller’s half century as a WPR broadcaster. Berman asked Board members to consider whether they would be available to meet on January 24 rather than on January 23. Janes Ugoretz will reach out with a final date.

DIRECTOR’S REPORT. Crane thanked Berman for stepping up in Dunlap’s heavily felt absence. Another loss is weighing heavy on many, as Phil Corriveau—who Crane attributes his arrival at WPR to—has also passed away. Corriveau played a major role in moving WPR’s work forward, including championing efforts aimed at building new signals and stations. A few Board members reflected on their memories of Corriveau over the years. With a staff member retirement, WPR will soon have two new voices recording Business Sponsorship spots. Crane praised LaRocque for the incredible work she and her team have done around the Constituent Relationship Management (CRM) transition. “Derailed,” WPR’s first limited podcast series, has launched and the Studio Rebuild is ongoing—with the second phase to begin after the New Year. PBS Wisconsin has launched, and November 7 marks the 52nd anniversary of the signing of the Public Broadcasting Act. Crane thanked Board members for their dedication to this mission.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER’S REPORT. LaRocque highlighted the Major Giving team’s efforts to build a strategic approach towards philanthropic giving. Team members are utilizing newly developed quarterly mailings and other stewardship tools to move away from transactional donations and towards transformative gifts. In their conversations with donors, staff members are also emphasizing the opportunities that exist with unrestricted giving.

DISCUSSION AND POSSIBLE ACTION TO ACCEPT WPRA AUDIT. Fisher reviewed the results of the June 30, 2019 audit, commenting that the process was clean, efficient, and well-run. CliftonLarsonAllen (CLA) expects to issue an unmodified opinion, which is the highest possible level of assurance that can be given. The Governance Letter will include no uncorrected statements or adjustments, though a few reclassifications were made. Fisher confirmed that her access to records or personnel had not been restricted in any way and that she had not found any evidence of fraud or impropriety. Graham and Berman thanked Fisher, Schlecht, and the Finance Committee for their work.

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

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

DISCUSSION AND POSSIBLE ACTION TO ACCEPT WPRA’S FORM 990. Graham called the Board’s attention to the two versions of the 990—the public document and the IRS full document which includes donor names. Schlecht emphasized the importance of confidentiality tied to the Form 990 and cautioned Board members against printing and/or sharing the document.

Schlecht highlighted a few important notes, including Crane’s classification as a non-independent Board member and a small increase (due to staff costs) in fundraising expense. Overall, however, there were no material changes from the previous year. WPRA is in compliance with IRS expectations, and the organization has also adopted key policies and best practices. Berman thanked Schlecht for her tremendous effort in preparing the Form 990.

Motion on behalf of the Finance Committee to accept Form 990 and approve its filing substantially as presented.

- a. Moved: Graham

- b. No discussion.
- c. Motion approved.

CONSTITUENT RELATIONSHIP MANAGEMENT (CRM) UPDATE. LaRocque highlighted the work that has been done up to this point, while pointing to the years of work still ahead as we continue to rebuild our membership program from scratch. After 10 days of “go dark” where the database was offline, staff members are now working to implement the new CRM and address any complications that arise. Work is ongoing.

ADVOCACY UPDATE. Purcell spoke about upcoming advocacy activities, including a Joint Advocacy Committee meeting on November 12 and an Advocacy Team meeting on November 25. The America’s Public Television Stations (APTS) Public Media Summit takes place in Washington, D.C. in late February, and Purcell, Bechtol, and Berman will attend. A date will soon be set for this year’s Advocacy Day event in Madison. Bechtol commented that an off-year for the state budget creates opportunities to advance issues that are highlighted during advocacy efforts. One example includes expanding rural broadband access. Purcell spoke of participating in UW-Madison’s budget process and expects he may have updates to share by summer. On the federal side, the Corporation for Public Broadcasting requested an increase in funds for the first time in 10 years. President Trump proposed no funding, while the House of Representatives restored the request, and the Senate is currently weighing in. Purcell also commented that the Continuing Resolution, which keeps the government funded, expires on November 21.

ADJOURNMENT. The Board adjourned by unanimous consent at 1:15pm.

These minutes submitted by Sarah Janes Ugoretz.