

**MINUTES OF THE
BOARD OF WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Wednesday, May 20, 2020**

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

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

Others in attendance: Marta Bechtol, Hervin Centeno, Paul Damberg, Samantha Greener, Sarah Jacobs, Sarah Janes Ugoretz, Dean Kallenbach, Kate LaRocque, Christie Mole, Gene Purcell, Rick Reyer, Willa Schlecht, Matt Schoeffler, Ezra Wall, Cynthia Woodland

Members excused: Tim Coburn, Jeff Muse, Janan Najeeb

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.

CONSENT AGENDA:

Motion to approve the consent agenda as presented, including approval of the Minutes of the January 24, 2020 Board meeting and the Updated Investment Policy Statement (IPS) Checklist.

- a. Moved: Dietrich; Second: Graham
- b. No discussion.
- c. Motion carried.

BOARD CHAIR’S REPORT. Berman spoke of the challenges brought on by the COVID-19 pandemic. He mentioned how these times have underscored the extraordinary importance of Wisconsin Public Radio across the state and thanked WPR staff for promptly and effectively rising to the challenge. The pandemic has and will continue to impact programming and fundraising, as well as some Board operations. In February, Berman, Purcell and Bechtol attended the American Public Television Stations Public Media Summit in Washington, D.C. Berman mentioned that during legislative visits, it was clear how respected WPR is across the industry and by our elected representatives. This is the final meeting of the fiscal year and is the final meeting for Dietrich and Katz, two of WPRA’s long-serving Directors.

DIRECTOR’S REPORT. Crane announced that WPR has been awarded the Social & Digital Media Operation of the Year award in the category of Large Market Radio by the Wisconsin Broadcasters Association. He shared high praise for the staff’s ability to rapidly adjust to near-total remote operation, adding that all but 2 program hosts are operating out of their homes. Recently, call screening has also moved to an entirely remote endeavor. Crane shared that staff are working to develop plans for an eventual staged and safe return to offices.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER’S REPORT. LaRocque spoke of the significant reimagining required to fundraise during a pandemic. All messaging—print, online, on-air—has been changed to reflect an appropriate tone. Though the pandemic has required major changes across the organization, LaRocque mentioned that the Development Department continues to keep its long-term

strategic priorities in mind—including a shift towards encouraging philanthropic, transformational giving. LaRocque and others discussed the Business Sponsorship team’s efforts to continue to support community partners.

REVIEW OF SUPPLEMENTS TO WRITTEN REPORTS. Schlecht shared an update to the WPR Non-Endowment Investment Summary, stating that as of March 31, investment assets outside of Johnson Bank total about \$2 million, with \$1.5 million in liquidity within the next 6 months. She added that progress against benchmarks has been impacted by the extremely challenging investment environment. Preliminary results for May FY20 look favorable at this point, despite a catastrophic March. Schlecht emphasized that we do not know how the changing economic environment will impact revenue. Board members had no comments or questions about the Committee reports.

REVIEW AND APPROVAL OF ALLOCATION AND OPERATING AGREEMENTS. Bechtol stated that there have been no significant changes to these agreements in light of the pandemic.

Motion to approve the FY21 Allocation and Operating Agreements.

- a. Moved: Dietrich; Second: Rauscher
- b. No further discussion
- c. Motion carried

REVIEW AND APPROVAL OF BOARD CORPORATE RESOLUTION. Schlecht explained the purpose of the Board Corporate Resolution, which annually reauthorizes Crane to open bank accounts on short notice when necessary.

Motion to approve the FY21 Board Corporate Resolution.

- a. Moved: Dietrich; Second: Graham
- b. No further discussion
- c. Motion carried

REVIEW AND APPROVAL OF FY2021 WPR BUDGET. Schlecht spoke of strong financial performance in January, February, and April, but commented that March was a very challenging month with a single-month shortfall of \$130k from budgeted operating revenue. Sustainers are off by 4.3 percent for the year—about \$220K short of what was projected on an annualized basis. Cancellations were mainly prior to the onset of the COVID-19 pandemic. April cancellations have not increased but staff continue to monitor this. In response to the current economic environment and related lower budgeted revenue, this budget requests \$300k additional distribution of unrestricted reserves. This release will help maintain stable levels of payments to the licensees. Schlecht commented that staff have taken a conservative approach to this budget, given the significant economic uncertainty we are facing. If necessary, a revised budget may be presented to the Finance Committee and the Board in January. Schlecht added that this could be triggered by a significant impact to unrestricted cash reserves. The budget has no new FTEs and has a 1.5 FTE vacancy rate incorporated.

LaRocque mentioned the Market Smart survey, which will be implemented in FY21. This is a powerful tool that allows the Development Team to explore interests in planned and major giving as well as philanthropy. Purcell spoke about the 1 percent PayPlan budgeted for January 2021, which may be eliminated. Berman asked how the 90-day cash reserve determination was established, with regards to keeping that amount of unrestricted reserves on-hand. Schlecht commented that the Finance Committee and the Board approved this within the last 2 years, but it would be appropriate for the Finance Committee to review this on an annual basis. Dietrich and Graham encouraged this review. Abts highlighted the current uncertainty of the economic environment and praised Schlecht for carrying forward concerns expressed during the Finance Committee meeting in early May. Keller asked whether

the WPRA audit firm has provided any COVID-related guidance. Schlecht responded that at this time, they have not. Current COVID-related audit guidance focuses on whether an organization is a “going concern” which is an assessment of whether the entity will be able to continue operations.

Motion on behalf of the Finance Committee: recognizing that the uncertain economic environment may dictate the need for an updated budget in January 2021, the WPRA Board of Directors approves the FY21 budget as presented with the Licensee payments totaling \$7,191,977 and requests that staff continue to keep the Finance Committee apprised of developments in the months ahead.

- a. No further discussion
- b. Motion carried

ELECTION UPDATE.

Motion, on behalf of the Governance Committee, that Abts, Berman, Cisler, Keller, Kocha, Lundberg, and Muse be nominated for election to the WPRA Board of Directors.

- a. Discussion: Berman commented that no new Directors will be on the FY21 ballot. Dietrich encouraged unanimous approval of the FY21 slate of nominees
- b. Motion unanimously carried

Motion to authorize the WPR Director or his designee to make arrangements to conduct the FY21 election when feasible, with the objective of completing this process by September 2020.

- a. Moved: Graham; Second: Kocha
- b. Discussion: Berman referenced an earlier correspondence shared with the Board that proposed adjusting the FY21 election timeline. Kallenbach provided additional context, adding that due to the pandemic’s impacts on normal operations, staff would have greater capacity to conduct the election in late July or early August. Berman added that statute allows Directors to continue in their positions until a successor has been elected, meaning delaying the election would not create any gap in service.
- c. Motion carried

Motion to include a member vote on the FY21 election ballot the proposed revision to Section 5.01 of the WPRA Bylaws.

- a. Moved: Dietrich; Second: Graham
- b. Discussion: In January, the Governance Committee proposed to the Board that Bylaw Section 5.01 be amended to allow for the election of Directors “by the Board” rather than by “secret ballot of the membership”—a common practice among non-profits. Doing so would require a vote by the membership. Berman explained that statute allows the WPRA to pursue this procedural change through written ballot provided to all members and articulated that this can be pursued in conjunction with the FY21 election ballot.
- c. Motion carried

DISCUSSION AND APPROVAL OF BYLAW AMENDMENTS. Berman discussed the amendments being proposed to sections 2.01, 4.05, and 6.02, as well as the creation of a new section 4.06 (all as attached). These amendments pertain to the definition of the terms of membership, quorum requirements for member meetings, quorum requirements for Board and Committee meetings, the allowance of a written ballot in lieu of a member meeting, and term limits for the Board Chair and Vice Chair.

Motion, on behalf of the Governance Committee, to approve these amendments as presented.

- a. No further discussion
- b. Motion unanimously carried

ELECTION OF WPRA FY21 OFFICERS.

Motion, on behalf of the Governance Committee, to approve the FY21 slate of officers, including Berman as Chair, Keller as Vice Chair, Peterson as Secretary and Graham as Treasurer.

- a. Discussion: Dietrich encouraged unanimous approval
- b. Motion unanimously carried

CONSTITUENT RELATIONSHIP MANAGEMENT (CRM) UPDATE. LaRocque summarized ongoing efforts with the CRM conversion. Staff will work to onboard the Business Sponsorship team this fall, which currently operates without a CRM. The team continues to work through data management and code building. As this work wraps up, efforts will turn to strategic goals within Major and Planned Giving.

ADVOCACY UPDATE. Purcell highlighted how well-received he, Bechtol, and Berman were during their legislative visits in Washington D.C. in February. As the COVID-19 situation has developed, public broadcasting has received federal funds through the CARES legislation. The ECB and UW-Madison have each received \$350k of the \$75 million in allocated funds. Purcell commented on the election of Rep. Tom Tiffany to Wisconsin's 7th Congressional District, adding that both he and Bechtol have met with him regularly in the past. Bechtol mentioned that the ECB was exempted from Governor Evers' and the Department of Administration's order that state agencies take a 5 percent lapse this year. The ECB is still waiting on new guidance for FY21 budget planning, and furloughs have not yet been issued. Purcell added that UW-Madison was instructed to incorporate a 5 percent cut, which it decided to handle centrally. Furloughs have been announced across campus, and a freeze on hiring, salaries, and bonuses is in place through October. Dietrich asked if Wisconsin Public Media planned to make any legislative visits in the fall. Purcell will work to reconvene the Joint Advocacy Committee soon to consider strategies.

RESOLUTIONS. Crane read resolutions honoring Dean Dietrich and Anne Katz for their Board service. Resolutions were unanimously adopted by acclamation.

ADJOURNMENT. The Board adjourned by unanimous consent at 1:27 pm.

These minutes submitted by Sarah Janes Ugoretz.