

**MINUTES OF THE BOARD OF
WISCONSIN PUBLIC RADIO ASSOCIATION BOARD MEETING
HELD ON
Thursday, May 23, 2019**

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, Barbara Gilmore, Larry Graham, Pat Heim, Anne Katz, Amy Kocha, Pete Lundberg, Jeff Muse, Mary Peterson, Fran Rauscher, Kathie Schneider, Michael Sigman, Paul Sturgul, Susan Tikalsky

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

Members excused: Katrina Keller

Welcome was given by Chair Ron Dunlap. Dean Kallenbach welcomed the Board to Eau Claire and the Pablo Center, and introduced the Eau Claire Bureau staff.

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

CONSENT AGENDA:

Motion to approve consent agenda as presented.

- a. Moved: Gilmore; Second: Sturgul
- b. No discussion.
- c. Motion approved.

BOARD CHAIR'S REPORT. Dunlap highlighted a recent meeting he had with Nalbandian, LaRocque, and Board candidate Janan Najeeb in Milwaukee. LaRocque, Crane, and Lundberg also met with Board candidate Roy Christianson in Madison. Dunlap spoke about the success of Advocacy Day 2019 and gave an overview of the WPR Listener Appreciation event in Appleton, which was attended by 200 guests.

DIRECTOR'S REPORT. Crane shared an update on the studio rebuild and touched on WPR's recently aired High Tolerance series. The series was well received and sparked a good deal of feedback from listeners. Crane mentioned that WPR's Glen Moberg will be honored as a "Local Legend" by the Wisconsin Broadcasters Association.

BOARD LIAISON/CHIEF DEVELOPMENT OFFICER'S REPORT. LaRocque briefly reflected on her first year with WPR and highlighted three strategic initiatives that are currently underway—unified, mission-driven storytelling, the development of strategic tools to advance major giving efforts, and structural changes within the Development Department. Collaboration with Marketing is increasing around the development of new tools, and the Development Department is looking for ways to increase cross-training.

ADVOCACY REPORT. Bechtol thanked members for their participation in Advocacy Day and shared that discussions were very positive. Participants advocated for the ECB budget directly, as proposed by the Governor, and for an additional \$200k in education funding. Although this additional request was dismissed, Rep. Nygren clarified that the ECB budget as a whole would move forward. Purcell provided an federal update, and mentioned the Corporation for Public Broadcasting requested a funding increase

for the first time in 10 years. This request was for \$50 million, plus an additional \$30 million in Ready to Learn Funding and \$20 million for the Interconnect. President Trump proposed zero funding for CPB, but Rep. Pocan made advocating for the CPB budget one of his key items to highlight. The House has fully funded all requests, and the budget will now move on to the Senate Appropriations Committee for review. Purcell highlighted the work of Wisconsin Public Media, which serves the entire state, promotes civic engagement, and supports public safety and education.

APPROVAL OF AFFILIATION AGREEMENTS.

Motion to approve the Allocation Agreement and the Affiliation Agreement.

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

REVIEW AND APPROVAL OF FY2020 WPRA BUDGET. Schlecht touched on the projected revenue shortfall, which is anticipated to be about \$50-\$75k. LaRocque added that despite the shortfall, WPR has grown compared to last year, just not as much as projected. Trends impacting revenue include the new tax law, softening listenership, weaker pledge results, and the stock market decline. FY20 Budget will focus on the CRM implementation, an email survey to identify major donors' philanthropic capacity, segmentation of the membership list for larger asks, and a return to four Pledge Drives. Regarding staff, there are no new Development FTEs for FY20. Allocation of Marketing and Events FTEs (1.8) will come over as a cost transfer from UW. Schneider wondered if projected revenue tied to Pledge Drives makes sense, if listenership is softening. Schlecht commented that Pledge remains the primary means of gaining new members. Schneider also wondered about the role of the canvassing team. Schlecht commented that canvassing is one of the top three ways to gain sustainers, and that it has been overproducing. Potter spoke about The Ideas Network marketing campaign, which is focused on reaching new audiences.

Motion, on behalf of the Finance Committee, to recommend the approval of the FY20 budget as presented with the Licensee Payments totaling \$7,277,852 including Designations for Capital of \$50,000 and which includes an additional distribution of prior year reserves to Licensees of \$300,000.

- a. Discussion: Dunlap thanked Graham and Schlecht for this leadership.
- b. Motion approved by unanimous consent.

REVIEW BOARD EVALUATION SPREADSHEET. Berman mentioned the Governance Committee's recent review of this document, and reminded Board members that it was originally adopted as a tool to provide additional information to the Governance Committee in making its recommendation for nominations for election to the Board for incumbent members. Revisions have been made, including most recently to eliminate specific information about level of financial contribution. Schneider mentioned that the tool does not currently capture information regarding endowed gifts. The Governance Committee will take this into consideration the next time it reviews the document. Abts asked that staff reach out to Board members if they can become more involved in outreach activities.

WPRA FY2020 ELECTION. Kallenbach provided an updated regarding this year's election process. Last year, some members objected to the use of an up or down slate. This year, the ballot includes write-in options. Ballots will be mailed or emailed on June 5, and members will have until June 24 to cast their votes. Kallenbach clarified that the membership constitutes one vote, so if a household consists of two individuals, that household receives only one vote.

Motion, on behalf of the Governance Committee, that Roy Christianson, Ron Dunlap, Janan Najeeb, Fran Rauscher, and Paul Sturgul be nominated to election to the WPRA Board of Directors.

- a. Discussion: Berman mentioned that not all vacancies are being filled between last year and this year. These positions will be filled in a deliberative fashion next year. Additionally, the willingness of incumbents to continue on the Board will be gauged earlier in the year, beginning next year.
- b. Motion approved by unanimous consent.

APPROVAL OF WPRA FY2020 OFFICERS. Berman shared that Board members were contacted individually and confirmed their willingness to continue serving in their capacity as officers

Motion, on behalf of the Governance Committee, to approve FY20 WPRA slate of officers.

- a. No discussion.
- b. Motion approved by unanimous consent.

REVIEW AND APPROVAL OF BOARD CORPORATE RESOLUTION. Beam commented that through this document, the Board authorizes signers on its behalf so it can accept gifts made out to WPR and WPRA.

Motion to approve the Board Corporate Resolution.

- a. Moved: Gilmore; Second: Peterson
- b. Discussion: Schneider asked if authorized signers are bonded. Beam confirmed that Crane and Arnold are.
- c. Motion approved.

REVIEW AND POSSIBLE ACTION TO APPROVE REVISED POLICY MANUAL. Berman reminded the Board members that this is a continuing work in progress. Today's product is the result of a highly collaborative effort and numerous meetings of the Policy Review Sub-committee and the Governance Committee over the last year and a half. The Finance and Investment Committees reviewed related policies as well.

Berman highlighted the following:

- Board Member Position Description: now conforms to current Bylaws and recognizes that contributions may vary
- Code of Conduct: new policy that combines Disclosure of Fraud Policy, Code of Conduct Policy, Whistleblower Policy, Outside Income Policy, and Loans Policy; clarifies that any suspected fraud should be reported
- Election of Board Members: Procedures and Timeline were moved to the Appendix
- Open Meetings Policy: reiterates that the WPRA Board commits to follow Wisconsin Open Meetings Law without conceding the legal point of whether WPRA is or is not subject to it; clarifies when to record individual member votes
- Policy for Appointments to the Board: invites members to express interest in service; commits WPRA and staff to respond to members contacted during the nomination and election process
- Review of IRS Form 990: confirms that the Finance Committee reviews this before the Board
- Travel Reimbursement Policy: clarifies that reimbursement of meal expense for travel companions is not allowed
- Accounting and Reporting Policy: new policy
- Gift Acceptance and Endowment Policies: language from existing Endowment Policy was added
- Uniform Distribution Policy: clarifies that expenditures are not an automatic 5 percent but instead may be as much as 5 percent
- Record Retention Policy: recommends retaining insurance records for a longer period

- Sale or Trade of Mailing List: reflects lengthy discussions about appropriate and allowable use of information
- Investment Policy Statement and the Conflict of Interest form will be included in the Appendix

Motion to approve the WPRA Policy Manual as presented, and with the understanding that new versions of updated supporting documents included in the Appendix will be replaced once updated without approval by the Board.

- Moved: Muse; Second: Gilmore
- Discussion: Dunlap thanked Berman, the Policy Review Sub-committee, the Governance Committee, and staff for their leadership. Beam added that having solid policies in place makes staff members' work easier and communicates to members that these policies—which are reviewed regularly—guide our work.
- Motion approved.

CONSTITUENT RELATIONSHIP MANAGEMENT (CRM) UPDATE. LaRocque highlighted that this is a shared project between WPR and WPT, with project oversight by WPM. The Core Team is working hard to make sure WPR is ready for the go-live in October.

RESOLUTIONS. Kallenbach introduced Sally Webb, whose donation supports an increasingly competitive summer journalism internship focused on underrepresented groups, and Clara Neupert, this year's intern. Kallenbach commented that only 23 percent of news directors are women, and mentioned that Clara has been very busy since beginning her internship at the Eau Claire Bureau.

Kallenbach read a resolution honoring Kathie Schneider for her Board service.

Motion to approve resolution honoring Kathie Schneider.

- Moved: Coburn; Second: Cisler
- No discussion.
- Motion approved.

Nalbandian read a resolution honoring Barbara Gilmore for her Board service.

Motion to approve resolution honoring Barbara Gilmore.

- Moved: Muse; Second: Peterson
- No discussion.
- Motion approved.

Gaddo and Purcell read a resolution honoring Michael Sigman for his Board service.

Motion to approve resolution honoring Michael Sigman.

- Moved: Cisler; Second: Schneider
- No discussion.
- Motion approved.

ADJOURNMENT. A motion was made by Coburn and seconded by Gilmore to adjourn at 2:36pm. The motion carried.

These minutes submitted by Sarah Janes Ugoretz.