

WXPR Governance Committee Meeting
January 16, 2018 White Pine Room, WXPR Studios
9:30 a.m.

Present: Gary Entz, Jeff Burke, Bill Clow, Jessie Dick, Mike Smolarek
Recorder: Mike Smolarek

Agenda Item	Discussion	Action
Call to Order/Roll Call		The meeting was called to order at 9:30 a.m.
Public Comment	No public comment	
December Minutes Approval		The December minutes were unanimously approved
Station Manager's Comment	<p>Bill Clow had several items that were presented and discussed.</p> <p>As new FCC regulations require, annual open records will be converted from paper to electronic.</p> <p>Songs from past White Pine concerts will be selected for inclusion on a CD and made available to contributors during the April pledge drive.</p> <p>Oral histories of WXPR will be compiled for inclusion in the publicizing or our upcoming 35th anniversary.</p> <p>In the interest of making paychecks right and consistent, the restructuring of Dave Havel's salary to be spread out evenly throughout the year was discussed.</p> <p>As WXPR seeks a part-time operations director, the job description will be posted this week.</p> <p>Financial accounts are being updated.</p>	<p>A link on the WXPR website will direct viewers to the annual open records.</p> <p>Bill C will be making contact with potential companies for production of the White Pine Music CD.</p> <p>Bill C has scheduled some interviews and plans to contact other individuals for oral history interviews.</p> <p>Bill C will discuss the current situation and proposed change with Cindy. Following that, Bill will make a recommendation to the full B.O.D.</p> <p>Bill C and MacKenzie M. are working on preliminary questions to be included in interviews for the position. Process continues.</p>

	<p>Bill C proposed creating a card to give underwriters when staff or BOD members hear WXPR programs being played in the establishments. This could include financial incentives for underwriters. There will be a meeting of the Wisconsin Broadcaster's Association at the end of the month.</p>	<p>Bill C will work to complete such a card and the matter will be further discussed.</p> <p>Bill C plans to attend this meeting in Madison.</p>
	<p>There was a question regarding Spinitron posting compliance. RTS capability for WXPR was discussed. The question of whether a retreat will be held this year, where it would take place, and whom it might include was discussed.</p>	<p>Staff will continue to work with volunteers who have been negligent in posting. No action on this item for now. Ideas about a possible retreat will continue to be compiled.</p>
<p>Old Business: Establish annual objectives – By-laws review process</p>	<p>Each member of the committee had reviewed Article Five of the By-Laws. Section 5.01 Section 5.02 (End of paragraph 1) There was discussion to include the BOD along with the person(s) involved for records inspection. This could protect the station from unwanted publicity. (Paragraph 2) The whole discussion of what exactly the BOD policy is and where it could be found was discussed.</p>	<p>No action. Bill C will re-write Section 5.02 for future presentation and consideration.</p> <p>Bill C will work to compile the various BOD policies.</p>

	<p>Section 5.03 Exactly what members decide at the annual meeting was questioned and debated, especially possible modification of by-laws. It was clear Section 5.03 needed to be re-written.</p> <p>Section 5.04 No discussion.</p> <p>Section 5.05 The question of why was asked. No further discussion.</p> <p>Section 5.06 No discussion.</p> <p>Section 5.07 The question of why the history of amendments appears to stop on April of 2015 was discussed. No further discussion.</p>	<p>Bill C will re-write Section 5.03 for discussion at the next Governance meeting.</p> <p>The fiscal year will continue to remain Oct→Sept</p> <p>No anticipated action.</p>
<p>Select next article to review</p>		<p>All Governance committee members will read, review, and enjoy Article Three for discussion at next month's meeting.</p>
<p>Identify and consider candidates for Board membership – present BOD candidates to full Board for consideration. Board member applications for February ballot.</p>	<p>Four candidates have been identified for BOD membership.</p> <p>Jessie D. pointed out that biographies for each candidate must be received by the end of February to be included on the ballot. There was discussion of whether the remaining candidates that have been identified could serve on BOD committees.</p>	<p>The name of one of the candidates (Susanne Flory) will be included on the Spring ballot along with the names of two incumbent BOD members (Burke, Fitzpatrick) who plan to run.</p> <p>The three prospective BOD members will be asked to submit their bios by the end of February.</p> <p>The remaining candidates will be allowed to choose whether they would want to serve as non-voting members of the outreach committee.</p>

Collect and review Board and Staff evaluations of SM	Mike S raised concerns about the validity of the rating process given the form as it is written. There was concern that various criteria within the six general categories for evaluation would likely be unknown by evaluators yet the person evaluating was being asked to give a general score from 1-10. It did not seem fair to the process or the person being evaluated. There was general agreement that the present form needs to be modified and tailored to specific criteria evaluators could and should know about the SM.	Forms that had been completed where collected. Alternate ideas for staff and BOD members for evaluating the station manager should be considered for future discussion.
New Business: Meet with the BOD for SM evaluation and any salary adjustments for the SM.		There will be a closed session at both the next Governance committee meeting and the February BOD meeting for SM evaluation and possible salary adjustments.
Evaluate policy development, document review and processes for Board monitoring and oversight operations.	Much of this discussion was the same as the above noted discussion of Section Five.	Bill C will find and assemble all BOD policies for inclusion in the BOD handbooks (printed and electronic) as a Table of Contents item.

Meeting adjourned at 11:30 a.m.
Next meeting date: February 20, 2018, at 9:30 a.m.

Agenda Item	Discussion	Action
Call to Order/Roll Call		The meeting was called to order at 9:37 a.m.
Public Comment October, Minutes Approval	none	The October meeting minutes were approved unanimously
Station Manager's Comment	<p>Bill C advised the committee that retiring equipment has been removed from the Irma site. The new linking system to WXPW has been installed and is working well. Bill is working on completing a memorandum of understanding with BadgerLink regarding long term use and cooperation. The WXPW co-sponsored music event at Nicolet College w/ The Last Revel was a sellout and a success. Bill is working on the writing of grants with a community features editor in mind.</p> <p>A senior at RHS has been interviewed and appears to be a good candidate for an internship at WXPW. Also, we are looking to involve Nicolet College students as interns.</p> <p>The December 14-15 event "Give Big To My Station" social media fundraising event was highlighted along with the continuing online fundraising throughout the month. Bill is working on changes to the way the Endowment Fund is funded and how a management committee is established.</p>	<p>Bill will finalize a long-term agreement for operating our Rib Mountain link without the use of the Irma site.</p> <p>Bill will be writing two grants for a community features editor intern.</p> <p>Bill will be moving forward with bringing this RHS senior into WXPW as an intern.</p> <p>Bill will be working with staff and on-air hosts to help make the December fundraising a success.</p> <p>Ongoing, as Bill interviews community members and consults with the Board committees.</p>
<p>Old Business: Establish annual objectives – By-Laws review process</p>	<p>Discussion of adding a January item to the Governance Committee Calendar: vetting process for B.O.D. candidates. With reviewing the By-Laws being an ongoing process, committee members selected ArticleFive for scrutiny.</p>	<p>There was total agreement that adding vetting of potential B.O.D. candidates should be in the Jan. calendar. Committee members will focus on Article Five for future discussion.</p>

