

WXPR Board of Directors Meeting Minutes

May 23, 2017 Holiday Acres Resort, Rhinelander, WI 6:00 pm

Present: Richard Gsell, Jeff Burke, Phil Hejtmanek, Patty Fitzpatrick, Gary Entz, Christy Myshchyshyn, Mike Smolarek, Elaine Strite, Pam Taylor, Dave Havel, Sally Mode, and Kim Zambon.

Excused: Joan Hauer, Ralph Solome Jr.

Recorder: Patty Fitzpatrick

Agenda Item	Discussion	Action
Call to Order/ Attendance	Meeting called to order Richard Gsell at 5:52 pm.	Attendance as shown above.
Closed Session	Personnel Matters: Personnel Liaisons Sally Mode and Kim Zambon presented feedback from the exit interview of former Station Manager Pete Rondello.	<p>Motion by Phil Hejtmanek at 5:55 pm to move into closed session. Second by Christy Myshchyshyn. Motion Carried.</p> <p>Motion by Phil Hejtmanek at 6:40 pm to move out of closed session. Second by Jeff Burke. Motion Carried.</p>
Public Comment	Letter from Marcia Barkus read to group. Thank you note from Sally Mode read to group.	Attachment A to this minutes. Original correspondence filed with paper copy of minutes.
Old Business	None.	
Minutes from Previous Meeting	Minutes from April 25, 2017 presented for review.	Motion by Gary Entz to approve minutes as presented. Second by Jeff Burke. Motion Carried.
Committee Reports		
Finance Committee	Phil Hejtmanek presented financial report from April 2017. Phil contacted Randy Beard at Wipfli regarding a mini-audit. Beard felt like it was not necessary unless there was any reason to suspect misconduct.	Finance committee recommends that with current checks and balances in place a mini-audit is not necessary.
Fundraising Committee	<p>Pam Taylor reported an informal fundraising meeting was held on May 23, 2017 at 3 pm. First order of business is to prepare a fundraising plan.</p> <p>Dave Havel presented draft of raffle ticket, prizes in place, tickets to be sold by BOD and at WXPR events. Each board member should sell a minimum of 25 tickets. Drawing would take place at the November auction.</p> <p>Dave presented information about a</p>	<p>Pam Taylor will be working with Jessie Dick and Dave Havel to prepare a fundraising plan and then share with committee and board.</p> <p>Richard Gsell will contact NFCB about restrictions in selling raffle tickets. Patty Fitzpatrick to create tracking form for raffle tickets.</p> <p>Board asked Dave to go forward</p>

	<p>proposed WXPR sponsored tour to Italy through Collette Travel, dates March 5 – 15, 2018. Traditional trip to include Rome and other popular destinations. If we can sell 44 places we make 5% of 42 sold. Cost is \$3,949 (double occupancy) including airfare. Cost is \$2849 if travelers arrange own air fare. This includes \$300 upcharge donation to WXPR. Could generate up to \$20,000 for the station. If trip doesn't go then station has lost nothing.</p> <p>Discussed ensuring compliance with potential IRS issues with complementary tickets or waiving portion of the upcharge for staff.</p>	<p>with the plan. Dave will check on IRS issues and report back to board.</p>
<p>Governance Committee</p>	<p>Governance discussed scheduling time for staff and board to meet during 2nd week of June to go over strategic planning documents with focus on finance. Based on Pam, Dave and Jessie being willing to prepare fundraising plan the strategic planning meeting could be postponed.</p>	
<p>Board Advisor Reports and Questions</p>	<p>Programming – Jeff Burke advised some programming changes:</p> <ul style="list-style-type: none"> • PHC cancelled effective 6/30/17 replaced by local programming <i>Swing Shift</i> to feature Big Band music. • After <i>Open Turntable</i> on Sunday, adding two 30 minute programs from NPR <i>All Songs Considered</i> and Latin music program. Budget neutral additions. Then <i>World Café</i> will start at 9 pm, consistent with weekday air times. • Sunday noon to 1 pm Julie Lavender program being cancelled and replaced with <i>People's Pharmacy</i> (moved from 6 am on Sunday). <p>Finance – Phil Hejtmanek commented that Becky Tegan is well organized and has great confidence finance duties</p>	<p>Dave will check with staff about June CAB meeting and who from the station will attend.</p>

	<p>under control.</p> <p>Fundraising – Jim Brust resigned from board. Advisor to be determined.</p>	
New Business		
Election of Officers	<p>Richard Gsell presented proposed motion for Slate of Officers of White Pine Community Broadcasting, Inc. for the year ended May 22, 2018:</p> <p>Chair: Richard Gsell Vice-chair: Jeff Burke Secretary: Patty Fitzpatrick Treasurer: Phil Hejtmanek</p> <p>Richard added that if elected it would be his last term as chair. His intent would be to spend 95% of his time on Fundraising with new and existing donors along with corporate donors working on local content for potential podcasts. He would give most of the ‘heavy-lifting’ to vice-chair.</p> <p>Requested nominations from the floor. Discussion ensued about needing a chair who would be fulfilling all the duties as described in by-laws. Also, discussed merits of term limits and sharing officer responsibility among the group to develop a strong leadership base on the Board.</p> <p>Jeff Burke indicated his willingness to serve as chair. Jeff Burke, Richard Gsell and Dave Havel excused themselves. Discussion ensued. Proposed that Richard be appointed as Chair Emeritus so that he could go forward with his desire to focus on fundraising.</p> <p>Jeff Burke, Richard Gsell and Dave Havel returned to meeting.</p> <p>Gary Entz has agreed to serve as vice chair.</p> <p>Remaining officer openings for Treasurer and Secretary.</p>	<p>Motion by Patty Fitzpatrick to nominate Jeff Burke as Chair. Second by Mike Smolarek. Motion Carried.</p> <p>Motion by Pam Taylor to appoint Richard Gsell as Chair Emeritus. Second by Christy Myshchyshyn. Motion Carried. Richard Gsell declined this title.</p> <p>Motion by Christy Myshchyshyn to nominate Gary Entz as Vice-Chair. Second by Richard Gsell. Motion Carried.</p> <p>Motion by Christy Myshchyshyn to nominate Phil Hejtmanek as Treasurer and Patty Fitzpatrick as Secretary. Second by Elaine Strite. Motion Carried.</p>

<p>Search Committee Report</p>	<p>Elaine Strite reported that search committee met and reviewed resumes. Selected four for phone interviews. Committee set aside time on May 31, 2017 and June 1, 2017. Elaine will contact candidates to schedule their individual times. Committee reviewing phone interview questions to be prepared in time for phone interviews.</p>	
<p>Proposed Committee Membership</p>	<p>Jeff Burke, as newly elected Chair, continued to conduct the meeting.</p> <p>Proposed Standing Committees Membership based on Board Members' indication of interest:</p> <p>Finance: Phil Hejtmanek, Chair, Patty Fitzpatrick Christy Myshchyshyn Ralph Salome Jr</p> <p>Fundraising: Pam Taylor, Chair Richard Gsell Joan Hauer Elaine Strite</p> <p>Governance: Jeff Burke Gary Entz Mike Smolarek</p>	<p>Will need to determine new chair of Governance.</p>
<p>Proposed Personnel Liaison Members</p>	<p>Jeff Burke and Joan Hauer have agreed to serve in this capacity.</p>	
<p>Proposed Board Advisor Fundraising</p>	<p>Board Advisor for fundraising – Pam Taylor as chair of Fundraising Committee.</p>	
<p>Station Vice President</p>	<p>A letter from Ken Krall was distributed in which he asked to step down as Vice President of White Pine Broadcasting. Attachment B to these minutes.</p>	<p>Dave Havel will talk to staff at their Wednesday meeting to determine who would be vice president in Ken's place and advise Jeff of their decision.</p>
<p>BOD Members Required Documents</p>	<p>The following documents were presented to Board Members present with signatures requested:</p> <ol style="list-style-type: none"> 1. Board Member Annual Affirmation 2. WXPR Crisis Communications Policy 	<p>Board should review and sign and return to Jeff.</p>

	<p>3. FCC License Requirements</p> <p>4. WXPR Statement of Policy on Conflicts of Interest</p> <p>5. Whistleblower Policy</p>	
Revisit Long Range Plan: BOD/Staff Review Half-Day	Richard suggested we revisit the document. Ken Krall sent names of two people who would be willing to facilitate a discussion. Phil suggests we put on hold until new station manager hired, particularly since fundraising chair will be addressing the shortfall.	<p>Motion by Phil Hejtmanek to table review of long range plan until new Station Manager hired. Second by Christy Myshchyshyn. Motion Carried.</p> <p>Board will continue to revisit on monthly basis.</p>
Possible July BOD Meeting/Social		Tabled until June meeting.
Public Comment	None.	
Acceptance of Absences	Excused absences: Joan Hauer and Ralph Salome Jr.	<p>Motion by Patty Fitzpatrick to accept excused absences. Second by Christy Myshchyshyn. Motion Carried.</p>
Adjournment	Meeting adjourned at 8:30 pm.	Next meeting Tuesday, June 27, 2017 at 6 pm, White Pine Room.

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Attachment A

Correspondence read during Public Comments at beginning of meeting. Original correspondence filed with paper copy of meeting minutes.

Letter from Marcia Barkus:

As a long-standing member, music director volunteer & show host at WXPR, I would like to recommend Jeff Burke for acting President as you are in process of electing new officers. I believe he will provide the direction we need at this time of change & I know him to have a healthy vision for the station's future. Not only is he knowledgeable in the basic mechanics of the station, he has serviced it in every way from carpentry to electronics. He has a very good working relationship with staff & volunteers, & I believe he would be an excellent candidate.

I regret I cannot throw his hat into the ring in person, but I am hosting my Northwoods Café show tonight on air so cannot attend the meeting.

Thanks for your consideration in this recommendation.

Marcia Barkus

Note from Sally Mode:

Thank you for the thoughtful gift card to Ann Maries! A favorite place! It has been an honor to serve on behalf of the members & listeners of WXPR for 14 years. Community Public Radio is so important. It has been my pleasure!

Sally

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Attachment B

Original letter distributed at Board meeting and filed with paper copy of these minutes.

Dear board members,

I deeply appreciate that you have named me as station vice-president over the years.

For this next year however, I request that you select one of the other staff members as vice-president.

Thank you.

Ken Krall