

The Board of Directors for Iowa Public Radio, Inc. met on June 11, 2013, at the Iowa Association of Community College Trustees Building in Des Moines, IA. Present for the meeting was Director Warren Madden. Vice Chairman Doug West and Directors Art Neu, Gloria Gibson, Mark Braun and Steve Firman joined via telephone. Also present were Kelly Edmister, Interim Executive Director, Wayne Reames with Belin McCormick, P.C. and James Hanks and Wade Hauser III with Ahlers & Cooney, P.C.

Vice Chair West called the meeting to order at 1:00 p.m. Roll call was taken:

Mark Braun – present
Steve Firman – present
Gloria Gibson – present
Warren Madden – present
Art Neu – present
Kay Runge – absent
Doug West – present

Agenda

Vice Chair West requested approval of the amended agenda. Director Neu moved and Director Madden seconded to approve the amended agenda as presented.

Prior to a vote, Director Braun indicated a concern with the reference in the meeting notice regarding governmental body in relation to the operating agreement. Reames explained the Public Service Operating Agreement, which had been approved by the Board of Regents, would be approved by the Board of Iowa Public Radio, Inc. at the upcoming June 24, 2013 meeting. The new agreement would take effect July 1, 2013.

Director Neu commented that he agreed with Director Braun. Hanks explained he had prepared the notice and had done so with a great deal of thought. Hanks added that he fully appreciated the operating agreement but that the primary issue with both lawsuits was whether Iowa Public Radio, Inc. is a governmental body and thought it was important to take this stance at this moment. Director Braun stated he appreciated Hanks' counsel and viewpoint, but as a member of a lawsuit, he did not think it served the Board well in light of comments made at the Board of Regents meeting. Hanks stated that the Board could agree to delete the statement from the notice. Director Madden commented that the notice had been distributed. Director Braun stated that he did not want to change the notice but that his comment was for statements going forward.

Vice Chair West noted Director Braun's concern. Motion approved.

Consideration and Appointment of Litigation Counsel

Vice Chair West outlined that Iowa Public Radio, Inc. and various members of the Board had been served, via counsel at Belin McCormick, two separate lawsuits with allegations regarding violations of open meetings laws. Michael Gartner is the plaintiff in both lawsuits. Reames, Iowa Public Radio, Inc.'s corporate counsel is also personal counsel for Michael Gartner creating a conflict of interest. Reames has recommended Ahlers & Cooney, P.C. to serve as litigation counsel. Cincinnati Insurance, the D&O carrier, has approved Ahlers & Cooney, P.C. who has agreed to the billing terms and limits stated within the policy.

At the request of Vice Chair West, Hanks and Hauser provided the Board with an overview of their professional experience.

Vice Chair West requested clarification on the engagement letter process. Hanks responded that Ahlers & Cooney, P.C. has agreed to abide by Cincinnati's billing terms and limits and that, if appointed, they would confirm such with an engagement letter.

Vice Chair West requested a motion to appoint Ahlers & Cooney, P.C. to represent the Board as litigation counsel. Director Neu moved and Director Madden seconded appointing Ahlers & Cooney, P.C. as litigation counsel. Motion approved.

Vice Chair West requested a motion to move into closed session. Hanks advised the Board that a closed session is proper under 21.5(1)(c) if open meetings law applies. Director Madden moved and Director Neu seconded that the Board move into closed session if Iowa Public Radio, Inc. is subject to Iowa Code Section 21.5(1)(c).

Vice Chair West requested discussion and as there was none, a roll call vote was taken:

Mark Braun – abstain
Steve Firman – aye
Gloria Gibson – aye
Warren Madden – aye
Art Neu – aye
Doug West – aye

Motion approved.

Hanks advised that under 21.8(1)(c), it was necessary to reference why personal attendance by Board members who were not physically present was impractical. Each Board member stated their physical location:

Mark Braun – in Iowa City

Steve Firman – in Cedar Falls recovering back surgery and unable to travel

Gloria Gibson – in Cedar Falls

Warren Madden – in Des Moines

Art Neu – in Iowa City attending previously scheduled meeting

Doug West – in southwest Michigan

Hanks advised that based on the responses provided, the requirement was satisfied.

The Board convened in closed session at 1:20 pm.

The Board reconvened in open session at 2:33 pm.

Vice Chair West requested a motion to adjourn. Director Madden moved and Director Firman seconded a motion to adjourn. Motion approved.

Meeting adjourned at 2:35 pm.