

Board of Directors Meeting Minutes
July 7, 2015

The Iowa Public Radio, Inc. Board of Directors met on July 7, 2015, on the 3rd Floor of the Communication Arts Center, University of Northern Iowa, Cedar Falls, IA. Present for the meeting were Chairman Mary Kramer and Directors JoAnn Johnson, Scott Ketelsen, Lin Larson and John McCarroll. Director Doug West attended by phone. Present from Iowa Public Radio were Myrna Johnson, Kelly Edmister and Al Schares. Director Steve Firman was absent.

Chair Kramer called the meeting to order at 10:03 a.m. Roll call was taken with each director stating their location.

JoAnn Johnson – present at meeting site
 Scott Ketelsen – present at meeting site
 Mary Kramer – present at meeting site
 Lin Larson – present at meeting site
 John McCarroll – present at meeting site
 Doug West – by telephone from Michigan

Based on the responses provided, the requirements of Section 21.8(1)(c) were satisfied and it was appropriate to proceed with the approval of the agenda.

Agenda

Chair Kramer requested a motion to approve the agenda. Director Johnson moved and Director McCarroll seconded to approve the agenda as presented. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

Minutes

Chair Kramer requested a motion to approve the minutes. Director McCarroll moved and Director Larson seconded to approve the March 25, 2015, minutes as presented. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

Chairman’s Report

Chair Kramer provided a brief report outlining recent accomplishments.

Old Business

Executive Director Johnson updated the Board on the opportunity related to a station in northeast Iowa noting it was not feasible since the station would not allow IPR to reach the Decorah area.

Finance

Financial report as of May 31, 2015/FY16 budget

Edmister reviewed the financial reports through May 31 outlining the operating revenue and expense variances. As part of the discussion, Edmister reviewed the cash and investment balances and outlined cash flow strategy for the new fiscal year.

Director Johnson moved and Director McCarroll seconded to approve the financial report as of May 31, 2015. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

Edmister reviewed the FY16 budget outlining the significant operating revenue and expense line items noting that unlike FY14 and FY15, a transfer from reserves was not necessary to balance the FY16 budget. Edmister addressed questions of the Board regarding specific line items.

Director McCarroll moved and Director Larson seconded to approve the FY16 budget as presented. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

By-laws Change

Executive Director Johnson opened the change in by-laws discussion by noting the development strategy in the revised strategic plan included increasing the size of the Board to aid in fundraising.

Director West suggested changing the number of Community board members from between two (2) and four (4) to between four (4) and eight (8). Chair Kramer asked for discussion. As there was none, Director West moved and Director Johnson seconded to approve expanding the Community board members to between four (4) and eight (8). By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

Director West indicated there was inconsistency in the approval and removal of board members in that the Board of Regents should be able to remove board members without the approval of the IPR Board since they approve the board members. Director McCarroll indicated that he had questions regarding the term limits and the implementation of such. Chair Kramer suggested that the outstanding issues should be addressed individually: 1) inconsistency in the approval and removal of board members; 2) term limits and 3) implementation of term limits.

After a brief discussion regarding the inconsistency in the approval and removal of board members, Director West moved and Director McCarroll seconded adding the language “with the consent of the President of the Board of Regents, State of Iowa”. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

After a brief discussion regarding term limits, Director Johnson moved and Director West seconded adding the language “two (2) consecutive full terms, at the conclusion of which such person shall be ineligible for service as a Community Director for a period of no less than three (3) years thereafter”. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

After a discussion regarding the implementation of term limits, Director West moved and Director Johnson seconded adding the language “no Community Director’s term commencing prior to July 2015 and no Community Director’s appointment to a partial term as a result of a vacancy shall count against such Director’s consecutive two term limit”. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

Director West suggested that since the board included Community board members, it was important to have a diverse representation on the board reflective of the IPR listener community. Director West

moved and Director McCarroll seconded addressing this concern to the Board of Regents in a cover letter to accompany the by-law changes. By roll call vote, the motion was approved:

Firman	Johnson	Ketelsen	Kramer	Larson	McCarroll	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye

Executive Director Report

Executive Director Johnson reviewed recent accomplishments including the efforts to eliminate deficit spending and the increase in fundraising. Benchmark data from Greater Public was reviewed with the areas of opportunity for IPR noted.

Executive Director Johnson outlined current initiatives including the launching of the 24-hour Studio One stream and the IPR app in conjunction with IPR's presence at the 80-35 music festival. Johnson provided an update on caucus planning encouraging the Board to visit the IPR website and discussed upcoming events in which IPR would be partnering with local venues. Johnson also reported that there were timing implications with both the Grand and Fleur leases that would need to be addressed in the near future.

Adjourn

Chair Kramer asked if there was any additional business to discuss. As there was no additional business, Chair Kramer adjourned the meeting at 12:07 p.m.