

The Iowa Public Radio, Inc. Board of Directors held its annual meeting on October 26, 2017, in the DuPont East Room, 909 Robert D. Ray Drive, Greater Des Moines Botanical Garden, Des Moines, IA. Present for the meeting were Chairman Mary Kramer, Vice Chairman Marsha Ternus and Directors Bob Downer, Steve Firman, Zach Mannheimer, John McCarroll, Julie Monson and Doug West. Directors Jeneane Beck and Scott Ketelsen attended by phone. Director Vickee Adams was absent. Present from Iowa Public Radio were Myrna Johnson, Kelly Edmister, Al Schares and Steve Schoon.

Chair Kramer called the meeting to order at 1:05 p.m. Roll call was taken with each director stating their location.

Bob Downer – present at meeting site	Steve Firman – present at meeting site
Scott Ketelsen – by phone from Cedar Falls	Mary Kramer – present at meeting site
Zach Mannheimer – present at meeting site	John McCarroll – present at meeting site
Julie Monson – present at meeting site	Doug West – present at meeting site

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 Firman moved and Director West seconded to approve the agenda as presented. By roll call vote, the motion was approved:

Adams	Beck	Downer	Firman	Ketelsen	Kramer	Mannheimer	McCarroll	Monson	Ternus	West
Absent	Absent	Aye	Aye	Aye	Aye	Aye	Aye	Aye	Absent	Aye

**Minutes**

Chair Kramer requested a motion to approve the minutes. Director McCarroll moved and Director Mannheimer seconded to approve the September 13, 2017, minutes as presented. By roll call vote, the motion was approved:

Adams	Beck	Downer	Firman	Ketelsen	Kramer	Mannheimer	McCarroll	Monson	Ternus	West
Absent	Absent	Aye	Aye	Aye	Aye	Aye	Aye	Abstain	Absent	Aye

**Chairman's Report**

Chair Kramer welcomed Julie Monson to the Board. Chair Kramer reported briefly on the feasibility study indicating that people have been willing to help. Chair Kramer indicated that she would be resigning from her position as Chairman of the Board.

**Old Business**

There was no discussion regarding old business.

Director Beck joined via phone and Vice Chair Ternus joined the meeting in Des Moines at 1:15 pm.

**Executive Director Report – Annual Report and Ames/Des Moines Facilities**

Executive Director Johnson provided a report on the accomplishments of the prior fiscal year with highlights from each department. Johnson noted that the most recent audience data reflected IPR had achieved record results in some markets. Johnson provided an update on completed engineering projects as well as on-going projects noting some of the challenges involved in radio engineering. Johnson outlined highlights of the 2018 strategic plan indicating that related work is beginning to take place.

Johnson provided an update on the Ames facilities project indicating that the plan had been approved by ISU's Capital Projects Advisory Committee ("CPAC") Working Group and preparations were being made to present the plan at the next CPAC meeting. Johnson provided information on a recent meeting held to gather staff input regarding the office space in Des Moines highlighting the desire to combine the Grand and Fleur office staff in one location and to provide appropriate studio space.

**Finance Report**

Edmister updated the Board on recent conversations initially via the Board of Regents office and eventually directly with the Iowa Department of Administrative Services regarding IPR's inclusion in the State's Comprehensive Annual Finance Report ("CAFR"). It has been determined that IPR's audited financial information should be included in the CAFR.

Edmister reviewed the financial reports through June 30, 2017 and provided an update on the audit and next steps in completing the process. Edmister reviewed the financial reports through September 30, 2017.

Director West moved and Director Firman seconded to accept the financial reports as of June 30, 2017 and September 30, 2017. By roll call vote, the motion was approved:

Adams	Beck	Downer	Firman	Ketelsen	Kramer	Mannheimer	McCarroll	Monson	Ternus	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye	Aye	Aye	Aye	Aye

Chair Kramer asked if there were any objections to adjusting the order of the agenda items due to the departure of Director McCarroll.

**Election of Officers**

Chair Kramer resigned as Chair of the Board effective October 31<sup>st</sup>.

Chair Kramer moved that Vice Chair Ternus be nominated to serve as Chair for the remainder of Kramer's term and that Director Downer be nominated to serve as Vice Chair for the remainder of Ternus' term. Director Mannheimer seconded. By roll call vote, the motion was approved:

Adams	Beck	Downer	Firman	Ketelsen	Kramer	Mannheimer	McCarroll	Monson	Ternus	West
Absent	Aye	Abstain	Aye	Aye	Aye	Aye	Aye	Aye	Abstain	Aye

Director McCarroll left the meeting at 2:34 pm.

**Committee Membership – Finance and Governance**

Chair Kramer indicated that the bylaws allowed for a Governance Committee which, among other responsibilities, would be responsible for the recruitment of Board members going forward.

Chair Kramer moved that the past Chair, current Chair and current Vice Chair be members of the Governance Committee and that the Finance Committee retain the current membership and Director West seconded. By roll call vote, the motion was approved:

Adams	Beck	Downer	Firman	Ketelsen	Kramer	Mannheimer	McCarroll	Monson	Ternus	West
Absent	Aye	Aye	Aye	Aye	Aye	Aye	Absent	Aye	Aye	Aye

**Finance Committee Report**

Edmister presented the annual report of the Finance Committee's activities which included a review of the annual operating budget prior to its approval by the Board. The Committee also reviewed investment opportunities related to the Second Century Fund and approved establishing it as an administrative investment with the ISU Foundation. Edmister indicated the Finance Committee would meet to review the IPR audit report prior to the end of the calendar year.

**Adjourn**

As there was no additional business, Chair Kramer adjourned the meeting at 2:40 p.m.