

Board of Directors Governance Committee Meeting Minutes  
March 7, 2018

The Iowa Public Radio Board, Inc. Governance Committee met on March 7, 2018, at University Relations, Kingland Building, Iowa State University, Ames, Iowa. Present for the meeting were Directors Mary Kramer and Marsha Ternus and attending by phone was Director Bob Downer. Present from Iowa Public Radio were Myrna Johnson and Kelly Edmister.

Board Chairman Ternus called the meeting to order at 11:40 a.m. Roll call was taken with each member stating their location.

Bob Downer – on phone from Phoenix, AZ  
Marsha Ternus – present at the meeting

Mary Kramer – present at the meeting

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**

Director Kramer moved and Director Downer seconded approval of the agenda. Motion approved.

#### **Discuss Role of Governance Committee**

The Committee discussed acting as the nominating committee, the optimal size of the Board and Board member recruitment and retention. The immediate concern of having 5 of the current 8 Community members with terms ending September 30, 2018 was discussed with the need to stagger terms in the future. The Committee discussed the desire to create the optimal Board in terms of size and representation noting that recruitment of members should include an awareness of the commitment asked of Board members.

The Committee also discussed the upcoming renewal of the Public Service Operating Agreement (“PSOA”) and recognition of the PSOA as a “governing document”.

In summary, the Committee agreed that the priorities for the Governance Committee were to clarify the Committee’s role with the Board, including the Committee’s focus on Board member recruitment and retention, and to make nominations to the Board of Regents annually. The Committee will also seek approval by the Board to recognize the PSOA as a governing document, allowing the Committee to make recommendations on any changes on IPR’s PSOA with the Universities and Board of Regents.

The Committee discussed who should act as Chair of the Governance Committee. Director Kramer agreed to serve in that capacity through September.

The meeting was adjourned at 12:42 p.m.