

The Iowa Public Radio, Inc. Board of Directors held its annual meeting on October 25, 2018 at the Iowa Association of Community College Trustees Building, 855 East Court Avenue, Des Moines, IA. Present for the meeting were Chairman Marsha Ternus, Vice Chairman Bob Downer and Directors Steve Firman, Zach Mannheimer, John McCarroll, Julie Monson, Andrew Morse and Doug West. Director Jeneane Beck attended by phone. Directors Vickee Adams and Mary Kramer were absent. Present from Iowa Public Radio were Myrna Johnson, Kelly Edmister, Al Schares and Andrea Hansen.

Chair Ternus called the meeting to order at 1:00 p.m. Roll call was taken with each director stating their location.

Bob Downer – present at meeting site  
John McCarroll – present at meeting site  
Andrew Morse – present at meeting site  
Doug West – present at meeting site

Steve Firman – present at meeting site  
Julie Monson – present at meeting site  
Marsha Ternus – 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 Ternus requested a motion to approve the agenda. Director Firman moved and Director Downer seconded to approve the agenda as presented. The motion was unanimously approved.

### **Minutes**

Chair Ternus requested a motion to approve the minutes. Director McCarroll moved and Director Monson seconded to approve the September 6, 2018, minutes as presented. The motion was unanimously approved.

### **Chairman's Report**

Chair Ternus reported that she and Executive Director Johnson had met with members of the Board of Regents and Regents' staff and with University of Iowa Foundation staff. Ternus reported the meetings were productive with more information included in Johnson's Executive Director report.

### **Old Business**

There was no discussion regarding old business.

**Executive Director Report – Annual Report**

Johnson reviewed information presented to the Property and Facilities Committee of the Board of Regents at their September 12<sup>th</sup> meeting. The report highlighted projects for WOI-FM, KSUI-FM and KICP-FM which were included in the capital appropriation request for FY20 of \$1.43M. Johnson noted that a catastrophic failure had recently occurred at KICP-FM which would impact the total amount requested for KICP-FM.

Director Mannheimer joined the meeting at 1:12 p.m.

Director Beck joined the meeting by phone from Iowa City at 1:17 p.m.

Johnson provided information regarding university support and IPR's fundraising capacity. The Board further discussed the information from Johnson and Ternus' meeting with leadership of the Board of Regents and Regents' staff regarding university support.

Johnson provided highlights from the department reports including the Cokie Roberts event in Iowa City, on-going midterm election coverage and an update on the most recent pledge drive.

Johnson provided highlights from FY18 including fundraising results for membership, underwriting and major gifts, an outline of events held in FY18, accomplishments and awards received by the News and Music teams, construction and maintenance projects completed by the Engineering team and projects completed by the Finance & Operations teams.

**Finance Report**

Edmister reviewed the financial reports through June 30, 2018 and provided an update on the audit process. Edmister reviewed the financial reports through September 30, 2018. Director West moved and Director Firman seconded to accept the financial reports as of June 30, 2018 and September 30, 2018. The motion was unanimously approved.

**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. Edmister indicated the Finance Committee would meet to review the IPR audit report prior to the end of the calendar year.

**Governance Committee Report**

Chair Ternus presented the annual report of the Governance Committee's activities which included discussions regarding renewal of the Public Service Operating Agreement, university support, Board terms and nominations, a proposed change in the bylaws and Board officers and committee membership.

**Bylaws Change**

Chair Ternus requested consideration of an amendment to the bylaws to expand the number of Community Board members from 8 to 15, noting that this change would not impact the authority of the 3 Licensee Board members. Director Firman moved and Director Downer seconded the amendment to the bylaws. The motion was unanimously approved.

**Election of Officers**

Chair Ternus presented the Governance Committee's recommendation that the current officers be nominated for an additional term. Director McCarroll moved and Director Mannheimer seconded that Chair Ternus, Vice Chair Downer, Treasurer West and Secretary Firman each serve an additional two-year term. The motion was unanimously approved.

**Committee Membership – Finance and Governance**

Chair Ternus presented the Governance Committee's recommendation that the Finance Committee retain the current membership. Director Monson moved and Director Mannheimer seconded that Directors Firman, McCarroll and West serve as the Finance Committee. The motion was unanimously approved.

Chair Ternus presented the Governance Committee's recommendation that the Governance Committee retain the current membership with the addition of Director Monson. Director West moved and Director Morse seconded that Directors Downer, Kramer, Monson and Ternus serve as the Governance Committee. The motion was unanimously approved.

**Music Program Background and Update**

Music Program Director Al Schares provided the Board with a Music program background and update outlining the mission and goals of both the Classical and Studio One teams.

**Adjourn**

As there was no additional business, Chair Ternus adjourned the meeting at 3:05 p.m.