IOWA PUBLIC RADIO.

Board of Directors Meeting Minutes

August 22, 2005

The Iowa Public Radio Executive Council (IPREC) convened on Monday, August 22 at 1:00 p.m. in the South Meadow Room of the Hotel at Gateway Center in Ames.

Members present: Art Neu, Chair, Kay Runge, Steve Carignan, Steve Parrott, Warren Madden. Other attendees: Don Wirth (ISU), Joan Kjaer (SUI), Bill McGinley (ISU), Steve Firman (UNI), Doug Vernier (UNI), Wayne Jarvis (UNI), Diana Gonzalez (Board Office), Tom Livingston (Livingston Associates), David Becker (WOI), Karen Bolluyt (WOI), Robert Davis (IRIS), Jared Taylor (ISU Daily), William Dillon (The Tribune - Ames

The IPREC meeting was called to order by Chair Neu. The following outlines discussion of agenda items at the meeting:

Approval of August 8, 2005 minutes

Parrott moved to approve the minutes of the August 8 meeting which was seconded by Carignan.

IPR corporate structure

Browne led off the discussion by distributing a form to members for completing and returning to her before Labor Day regarding attributes and things to avoid for Iowa Public Radio structuring. She will compile information received of consensus thoughts and weight criteria and meet with legal counsel prior to reporting back at next meeting. Runge asked if there are there other models to work from instead of working from ground zero. Neu questioned what are advantages of LLC vs non-profit?

Update by station managers on collaboration and ventures

Kjaer updated Council on collaborations on music sharing, news sharing. Jarvis reported on classical musical network with three stations as well as differing needs such as program promotion, underwriting, transmitter operators, local weather needs, regional news vs statewide news, etc. Vernier added underwriting needs to take into account businesses located in just one area. Runge added each station should currently be linking to each others web sites if not currently doing and a new web page for IPR will need to be established. Kjaer also reported CPB internet acquisition grant has been received by SUI and UNI for $15,000 each to be spent for outside services within a three-year period. McGinley following up with ISU grants office to determine status of this grant.

Review operations and financing with station managers

Wirth reported on financials provided in his 8/19 e-mail. McGinley and Vernier spoke further about capital expenditures, construction permit deadlines, and FCC application renewals.

FY06 budget planning

Expenses to date for reimbursement: Madden reported IPR expenses to date were in the amount of $45,650.52. ISU will submit bills to station managers for the expenses (one-third each). UNI and SUI $15,216.00 and ISU $15,218.52.

Executive director's operating budget: Browne spoke about preparing an operating budget template for expenses associated with start up office costs, operating, etc. Browne will share template with Executive Council by mid-September. In follow up to Gonzalez inquiry about appointment status, Madden indicated a three-year contract had been negotiated for Browne with her receiving same benefit

programs as ISU employees. Also it was noted the Iowa Public Radio (IPR) Office will be located at the Pappajohn Education Center, 1200 Grand in Des Moines.

FY06 operations planning

Current station employees: Neu indicated we don't want a mass exodus of employees at the stations and hopes that staffs can be retained.

Merger issues: Madden spoke about affiliated organizations at ISU as a model. Gonzalez pointed out that AFSCME employees will need to be taken into consideration as transition progresses with any restructuring. Parrott spoke of open positions at SUI still needing to be filled which were awaiting outcome of executive director appointment.

Update on possible transition funding

Browne has a conference call scheduled with CPB next Wednesday to determine their interest and support.

Review station endowment funds

No discussion - - item is retained on agenda for reporting future updates as appropriate.

Licensing issues/legal counsel

Neu indicated legal counsel would be needed on corporate entity and with FCC. Gonzalez reminded Council that communication with Tom Evans in the Board Office would need to occur prior to hiring outside legal counsel. Parrott brought up if one accountant/auditing function needs to also be addressed in the future for IPR.

IRIS proposal

Rob Davis reported their satellite is good through the end of the year. He and Browne will be meeting in near future to determine appropriate structure to have in place before end of the year. T-1 line connection to Cedar Falls is negotiable with IRIS when programming structure is in place. Neu indicated need to move forward to connect to T-1 line from Cedar Falls to SUI and to WOI.

Carignan requested three station managers provide a consensus proposal to Executive Council by next meeting for the T-1 lines as well as providing suggested shared programming.

Public radio capital project

Carignan moved to go into executive session under Chapter 21.5 Section J of the Iowa Administrative Code. Parrott seconded. Passed unanimously.

Other items

Next meeting of IPREC is scheduled for September 27 at 1:00 p.m. in Des Moines at a location yet to be determined.

Respectfully submitted,
Judy Hankins
Recording Secretary