

Board of Directors Meeting Minutes

December 21, 2005

The Iowa Public Radio Executive Council (IPREC) convened on Wednesday, December 21 at 11:20 AM in the Board Room on the 41st floor of the 801 Building in Des Moines.

Members present: Art Neu, Chair (arrived at 1 PM), Kay Runge, Steve Carignan (arrived at 11:45 AM), Steve Parrott, Warren Madden, Cindy Browne. Other attendees: Don Wirth (ISU), Joan Kjaer (UI), Wayne Jarvis (UNI), Bill McGinley (ISU), Diana Gonzalez (Board of Regents).

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

Approval of November 30, 2005 minutes

Diana Gonzalez noted a spelling error of her name on page 3. Madden moved to approve the minutes of the November 30 meeting as revised, which was seconded by Parrott.

Executive Director's Report

Financial Report:

Wirth reported on the financials provided to Executive Council (EC) in earlier e-mail. He indicated that IPR is moving forward as budgeted. Parrott asked about the underwriting line and the fact that five months in, we're nearly half way to our annual goal. Wirth responded that stability in staff and the efforts of Stephen Bobek/SUI are largely responsible for the great results in this revenue line.

Browne asked when the payments to stations for administrative support will appear in the budget and Wirth and Jarvis responded that staff haven't taken payments as of yet. Browne will follow up with management on this issue.

Transition Update

Browne reviewed a handout describing the four stages of the transition, a timeline and a strategic planning process. She also reviewed the budget for the first three stages of the transition (Assess, Lay the Foundation and Plan the Future).

Browne outlined a transition funding strategy that would include investments from the stations in the form of continued support for the Executive Director's budget, grant requests this year and next to the Corporation for Public Broadcasting, and a yet to be determined amount to be raised through a community campaign. Browne also outlined a strategy for bridge funding to keep the work of the transition moving forward while IPR works through the CPB grant process and designs a campaign to develop community donations. Parrott moved and Madden seconded that a fully developed plan be presented at the January 25, 2006 meeting for Executive Council review.

Browne introduced the concept of a position to support the transition, tentatively titled the "Integration Manager." She explained that the senior team members will be focused on overall IPR strategy and on implementing that strategy in their functional areas. Some or all of the senior team members may also be managing stations. The Integration Manager would support the consolidation activities of the Executive Director and the Senior Team.

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There was a good discussion about whether or not there is a need for this position, with questions raised about whether the work could be done by a consultant, how this position differs from the Executive Director's job, whether we want/need another administrative position, whether a higher level administrative support person could play this role, etc. Parrott and Neu requested that Browne develop the proposal further for the January 25, 2006 meeting. Browne will describe how she sees her time allocation shifting in the coming months, she will also differentiate this role from that of the ED and the senior team, prepare a new organizational chart and estimate costs.

Carignan moved and Parrott seconded that the proposal from Judy McCoy Davis to provide consulting services for board development and the community campaign be approved.

Other

Browne reported that the event in honor of Senator Harkin has been changed from January 14th to January 28th. Kevin Klose, CEO of NPR, is also confirmed for that evening.

IPR Corporate Structure/Governance

Articles of Incorporation

Members reviewed the revised articles drawn up by Wayne Reames of the Belin firm. It was suggested that Article III(B) be further revised to include the phrase, "but not limited to." Parrot moved that this change be made and it was seconded by Madden and approved by all. The revision will be passed on to Wayne Reames who will finalize the Articles so they can be presented to the Board of Regents at their February 2nd meeting in Ames. Neu and Browne will make a presentation to the Education and Student Affairs Committee, chaired by Mary Ellen Becker.

Gonzalez reminded the group that documents for the Board of Regents February meeting are due on January 4th.

Browne indicated that she will set up a meeting with Wayne Reames to begin work on the Management Agreement. After this initial meeting with Reames, Browne will set up a time for the MA Committee (Madden, Carignan, Parrott, Gonzalez) to meet.

Next Meeting

Next meeting scheduled for January 25, 2006 at 1:00 p.m. at the Pappajohn Center.

Carignan moved and Parrott seconded that the meeting be adjourned at 1:45 p.m.

Respectfully submitted,

Cindy Browne
Substitute Recording Secretary