The Iowa Public Radio Board of Directors held their board meeting on December 15, 2011, at the Iowa Association of Community Colleges building in Des Moines, IA. Present for the meeting were Chairman Art Neu, Vice Chairwoman Kay Runge, Director Tysen Kendig, Director Warren Madden, and Executive Director Mary Grace Herrington. Director Gloria Gibson was absent. Present from the IPR leadership team were Kelly Edmister, Jonathan Ahl, Scott Rivers, and Al Scharas.

Chair Neu called the meeting to order at 1:00.

**December 15, 2011 Agenda Approval:**

There were no amendments. Vice Chair Runge moved to accept the agenda; motion seconded by Director Kendig. Motion approved.

**October 13, 2011 Minutes Approval:**

There were no amendments. Director Kendig moved to accept the minutes; motion seconded by Director Madden. Motion approved.

**Finance Update:**

Edmister reviewed the status of the annual independent audit process and the rationale for the delay. Given dependencies on University data and the collaboration of station data, all agreed that a more appropriate timeframe for completion and review of the audit(s) was February. Given standard CPB extension protocol, Edmister confirmed the new review timeframe would not jeopardize IPR’s federal funding.

Edmister reviewed the financial reports (income statement, balance sheet and investment balances report) and answered questions on staffing, major gifts, development department move to Fleur Drive. Edmister also provided a written narrative highlighting other line items in the budget.

Director Madden moved to accept the financial reports; motion seconded by Director Tysen. Motion approved.

**Professional Employer Organization (PEO) Proposal:**

Herrington reviewed the project objectives and team members involved from each University HR department as well as BOARD office. Edmister presented the outcome of the review process and provided a detailed written narrative. Edmister and the project team recommend IPR contract with Merit Resources to provide employee benefits administration, human resources administration and compliance, and payroll administration. Edmister fielded questions on contractual obligations relative to termination and penalties as well as health benefits beyond retirement.
Vice Chair Runge moved to contract with Merit Resources for PEO services; motion was seconded by Director Madden. Motion approved. Director Madden then added that written University consent may be appropriate considering the next critical step of selection of benefits and plans that will impact all University employees transferring to IPR employment. Herrington will follow up with BOARD office for standard language. Herrington also clarified that AFSCME employees and University employees currently enrolled in a phased retirement plan were exempt from this project.

**Network Expansion:**

Herrington introduced a new format for reviewing expansion opportunities that includes brief information and initial recommendation on whether or not to pursue the purchase of a station or translator. Rivers reviewed two properties in Harlan and Storm Lake – both representing little coverage due to their size and strength. Rivers reviewed a second Storm Lake translator for sale; he indicated he was gathering more information for presentation at the next board meeting. Herrington mentioned that all capital funds are earmarked for other projects and should the IPR board want to pursue an additional purchase, the IPR board would have to pull from another project.

**Executive Update:**

Herrington reviewed highlights in Development, News and Music departments. Vice Chair Runge asked for contact information to recognize top corporate sponsors; Herrington agreed to provide. Ahl elaborated on “IPR’s Guide to Local News Decision Making”. Herrington and Ahl reviewed Caucus season activity from an editorial and member events perspective.

Herrington recommended dates for IPR board meeting dates in 2012. Following discussion, the tentative dates agreed upon were: February 16; April 24; June 21; August 16; October 17; and December 13. Herrington will confirm these dates with Director Gibson and inform all board members. All meetings are planned for 1:00-4:00pm at IPR Studios at 2111 Grand Avenue Suite 100 in Des Moines.

Herrington presented an update to Signature Authority Policy – essentially updating the document to reflect Edmister’s title of Chief Administrative Officer. Vice Chair Runge moved to accept the amended policy; motion was seconded by Director Madden. Motion approved.

Herrington presented update to Employee Cell Phone/PDA Provision Policy – essentially removing the stipend grid from the policy language. This allows IPR management to increase or decrease a cell phone allowance to reflect an employee’s workload without going to the IPR board each time. Vice Chair Runge moved to accept the amended policy; motion was seconded by Director Kendig. Motion approved.

Herrington presented a new Endowment Spending Policy given the new $1 million endowment gift from the Friends of KHKE/KUNI and the first expected distribution on January 1st. Director Madden updated the board on some recent changes for endowment management for UNI and SUI and recommended IPR
use one of the Universities. All agreed this was the best short term solution given investment committees and policies were in place. This issue was tabled and Edmister will follow up.

Herrington provided a narrative detailing Chair Neu and Herrington’s conversations and action steps since October 13th to explore adding Community Directors to the IPR Board of Directors. After much discussion, the IPR board agreed it was not in the best interest to add Community Directors at this time. Chair Neu called for a vote; Directors Kendig and Warren, Vice Chair Runge and Chair Neu voted no to increasing community director positions at this time. Director Madden noted the conversation should be tabled for a later date. Chair Neu agreed to send a letter to BOARD office; Herrington agreed to provide content for the letter reflecting this decision.

With no further discussion, Vice Chair Runge moved to adjourn; motion was seconded by Director Madden. Motion approved.

Chair Neu adjourned the meeting at 4:10pm

Respectfully submitted,
Mary Grace Herrington, Executive Director