

The Iowa Public Radio, Inc. Board of Directors held their annual meeting on October 30, 2013, in 2520B Conference Room, Old Capital Mall, Iowa City, IA. Present for the meeting were Chairman Steve Firman, Directors Mark Braun, JoAnn Johnson, Mary Kramer, John McCarroll and Doug West and Interim Executive Director Kelly Edmister. Present via phone was Vice Chairman Gloria Gibson and James Hanks with Ahlers & Cooney, P.C.

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

Mark Braun – present at the meeting site
Steve Firman – present at the meeting site
Gloria Gibson – at University of Northern Iowa office in Cedar Falls
JoAnn Johnson – present at the meeting site
Mary Kramer – present at the meeting site
John McCarroll – present at the meeting site
Doug West – present at the meeting site

Hanks advised that based on the responses provided, the requirements of Section 21.8(1)(c) were satisfied and it was appropriate to proceed with approval of the agenda.

Agenda

Director West moved and Director Kramer seconded to approve the agenda as presented. Motion approved.

Minutes

Director Braun moved and Director McCarroll seconded approval of the August 22, 2013 and September 13, 2013 minutes as presented. Motion approved.

Chairman's Report

Board orientation

Chair Firman requested that Edmister summarize the orientation that was held on October 10 for the new Directors. Edmister summarized the orientation noting that it was a productive meeting.

Board contact information

Edmister requested that the Board update their contact information for purposes of distributing the information to all Board members. Once updated, Edmister will distribute to the Board.

Schedule 2014 meetings

Edmister indicated that the Board needed to schedule meetings for the 2014 calendar year noting that a meeting had previously been scheduled for December 19 in Des Moines. Edmister suggested that based on requests by Board members to interact with the staff, that the December 19 meeting be moved to Grinnell and an all-staff meeting would be held in the morning. The Board agreed to move the meeting to Grinnell with an 11:30 meet and greet with the staff followed by lunch at 12:00 and the Board meeting at 1:00 pm. Edmister indicated that she would send a meeting invite with this information and coordinate the all-staff meeting.

Election of Officers

Chair Firman indicated that the by-laws stated that the election of officers would occur at the annual meeting. Discussion was held regarding combining or separating the secretary and treasurer positions.

Chair Firman requested a motion for the position of Chair. Vice Chair Gibson moved that Director Kramer serve in the position of Chair. The motion was seconded by Director Braun. Motion approved.

Chair Kramer requested a motion for the position of Vice Chair. Vice Chair Gibson moved that Director Johnson serve in the position of Vice Chair. The motion was seconded by Director McCarroll. Motion approved.

Chair Kramer requested a motion for the combined position of Secretary/Treasurer. Director Firman moved that Director West serve in the position of Secretary/Treasurer. The motion was seconded by Director Braun. Motion approved.

Committee Appointment

Finance Committee

Edmister noted that a position has been vacated on the three-person Finance Committee with the departure of Warren Madden. Per the Iowa Public Radio, Inc. by-laws, Chair Kramer appointed Director McCarroll to fill the vacant seat on the Finance Committee.

Closed Session

Chair Kramer requested a motion to move into closed session. Director West moved to enter closed session pursuant to Iowa Code Section 21.5(1)(a) and Iowa Code Section 21.5(1)(i) to review or discuss records which are required or authorized by state or federal law to be kept confidential or to be kept confidential as a condition for that governmental body's possession or continued receipt of federal funds and to evaluate the professional competency of an individual whose appointment or hiring is under consideration when necessary to prevent needless and irreparable injury to the reputation of the individual who has requested a closed session. The motion was seconded by Director Braun. A roll call vote was taken:

Mark Braun – Aye
Steve Firman – Aye
Gloria Gibson – Aye
JoAnn Johnson – Aye
Mary Kramer – Aye
John McCarroll – Aye
Doug West – Aye

In order to finalize selection of IPR's Executive Director and to discuss terms of the offer of employment, the Board convened in closed session at 1:20 p.m.

The closed session was tape recorded and minutes of the closed session were prepared.

The Board reconvened in open session at 2:12 p.m.

Director Braun moved to authorize Director West to negotiate an agreement with the preferred candidate for the position of Executive Director. The motion was seconded by Director Firman. A roll call vote was taken:

Mark Braun – Aye
Steve Firman – Aye
Gloria Gibson – Aye
JoAnn Johnson – Aye
Mary Kramer – Aye
John McCarroll – Aye
Doug West – Aye

Chair Kramer noted that the board is moving forward with the next step in hiring an Executive Director.

Finance

Amended Gift Agreement with Friends of KHKE/KUNI

Edmister provided an outline of the original gift agreement with the Friends of KHKE/KUNI that called for an operating endowment of \$1,000,000 stating that \$500,000 of that gift has been received to date. The amended agreement calls for reducing the endowment to reflect the distribution of \$168,000 (\$14,000 monthly) of the outstanding receivable towards general operating support during FY14. Edmister is coordinating legal review of the amendment language prior to obtaining signatures.

FY13 audit reports

Edmister shared that Cremers, Holtzbauer and Nearmyer had completed their fieldwork for the IPR, WOI and WSUI audits. The WSUI audit report is in partner review and the WOI audit report will be shortly. Edmister is in the process of completing the IPR audit report. The KUNI audit report will be completed once the auditors complete their fieldwork. The Finance Committee will meet prior to the December 19th meeting to review the IPR audit report with the auditors. The WOI, WSUI and KUNI audit reports will be sent to the university representative for review prior to approval by the university's Board member.

Financial Report – final June 30, 2013

Edmister shared that the final version of the June 30, 2013 financial report would not be available until the auditors have completed the fieldwork for KUNI.

Financial Report as of September 30, 2013

Edmister reviewed the September 30, 2013 financial report noting that operating revenues were in line with budget with the exception of the Membership revenue line. Edmister shared that an outside firm will be used to design a year-end giving direct mail campaign and that plans were being made to hold a 3-day pledge drive in December in an effort to get the Membership revenue back on budget.

Edmister reviewed the operating expenses noting that overall expenses were running under budget.

Edmister reviewed cash balances noting that cash forecasts were being updated and that a cash transfer to KUNI to cover operating expenses was in process with additional transfers expected.

Director Firman moved and Director West seconded to accept the September 30, 2013 financials. Motion approved.

Executive Report*Litigation Settlement Updates*

Edmister provided an update regarding the Gartner lawsuits stating that the payment to Faegre Baker Daniels LLP for legal fees in the amount of \$35,715 was in process. Edmister reminded the Board that IPR was responsible for two \$10,000 deductibles or \$20,000 which had been accrued at June 30, 2013. Edmister will work with Cincinnati Insurance for reimbursement of the remaining amount.

Edmister provided an update on the Iowa Public Information Board announcements noting that the scripts along with a proposed schedule would be provided to Hanks for review.

Department Updates

Edmister reviewed the provided updates from the different operating departments.

Review of Statewide Signal Coverage

Edmister reviewed signal coverage opportunities noting that there had been little movement on any of the opportunities since the prior Board meeting.

Chair Kramer adjourned the meeting at 4:15 p.m.