

The Iowa Public Radio, Inc. Board of Directors met on March 13, 2014, in Room 1230, Communications Building, Iowa State University, Ames, IA. Present for the meeting were Chairman Mary Kramer, Directors Steve Firman, Scott Ketelsen, Lin Larson, John McCarroll and Doug West. Present from Iowa Public Radio were Myrna Johnson, Kelly Edmister, Scott Rivers and Al Schares. Vice Chairman JoAnn Johnson was absent.

Chair Kramer called the meeting to order at 1:00 p.m. Roll call was taken.

Steve Firman – present at meeting site  
 Scott Ketelsen – present at meeting site  
 Mary Kramer – present at meeting site  
 Lin Larson – present at meeting site  
 John McCarroll – present at meeting site  
 Doug West – 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 Kramer requested a motion to approve the agenda. Director Firman moved and Director West seconded to approve the agenda as presented. By roll call vote, the motion was approved:

<b>Firman</b>	<b>Johnson</b>	<b>Ketelsen</b>	<b>Kramer</b>	<b>Larson</b>	<b>McCarroll</b>	<b>West</b>
Aye	Absent	Aye	Aye	Aye	Aye	Aye

**Minutes**

Chair Kramer requested a motion to approve the minutes. Director West moved and Director Firman seconded to approve the December 19, 2013 minutes as presented. By roll call vote, the motion was approved:

<b>Firman</b>	<b>Johnson</b>	<b>Ketelsen</b>	<b>Kramer</b>	<b>Larson</b>	<b>McCarroll</b>	<b>West</b>
Aye	Absent	Aye	Aye	Aye	Aye	Aye

**Chairman’s Report**

Chair Kramer commented on the on-air campaign that was taking place and welcomed Myrna Johnson to the organization.

**Finance***FY13 audit reports*

Edmister reported that the FY13 audit reports were complete and the Annual Financial Reports (“AFR”) were filed with the Corporation for Public Broadcasting (“CPB”). The final step in the FY13 audit process is for the Iowa Public Radio, Inc. audit to be presented to the Board of Regents at their April meeting. Roger Nearmyer with Cremers, Holtzbauer and Nearmyer, P.C. will join Edmister at that meeting.

Director West asked if the issues with the KUNI audit discussed at the December 19 Board meeting had been resolved and Edmister noted that they had. This led to a discussion regarding the need to complete the request for proposal process for the FY14 and future audits. Director Firman suggested it would be more cost effective to exclude the Friends of KHKE/KUNI from the contract going forward. Edmister was directed to confirm with the University of Northern Iowa Controller that it was not necessary to include the Friends in the audit contract prior to issuing the request for proposal.

*FY13 IRS Form 990*

Edmister reported that the FY13 IRS Form 990 had been filed with the IRS by the February 15 deadline.

*Financial Report as of December 31, 2013*

Edmister reviewed the financial reports through December 31, beginning by noting that operating revenue is under budget. Edmister reviewed the revenue variances by line item. Edmister noted that operating expenses are also under budget helping to offset the revenue shortfall. Edmister reviewed the most significant expenses variances including compensation and programming fees.

Edmister concluded by reviewing the cash holdings at each entity noting that cash forecasts had been prepared and are being updated in anticipation of divesting funds to cover shortfalls by year-end.

Director McCarroll moved and Director Larson seconded to approve the financial report as of December 31, 2013. By roll call vote, the motion was approved:

<b>Firman</b>	<b>Johnson</b>	<b>Ketelsen</b>	<b>Kramer</b>	<b>Larson</b>	<b>McCarroll</b>	<b>West</b>
Aye	Absent	Aye	Aye	Aye	Aye	Aye

*FY15 budget timeline*

Edmister discussed the timeline for the FY15 budget process noting that the final budget would be approved by the Board of Regents at their August 6 meeting. Based on the current schedule for Board meetings, this deadline may require additional Board meetings to be scheduled. It was agreed that

Edmister would schedule a meeting of the Finance Committee for May 19 to start discussions regarding the FY15 budget.

**Executive Report***Initial impressions and themes*

Johnson provided an overview of the activities that had occurred since her start in late January. This included visiting each location and having lunch with the staff in addition to providing the opportunity for each staff member to schedule a one-on-one to meet with her individually. Johnson also indicated she had been having conversations with listeners, donors and partners as well as with others in the public radio system. Johnson noted the upcoming open houses that were scheduled for the various locations and invited the Board to join her.

Johnson provided observations regarding the programming and on-air sound, discussed audience numbers, discussed on-going maintenance issues and the need to address these in the near future and the numerous vacancies to be filled. Johnson provided her short-term plan including review of the funding sources including the university allocations and the state appropriation; reviewing the strategic plan and measuring progress against the plan and starting to create a new “IPR story”.

*Department updates*

Johnson noted that she had highlighted several of the items included in the department updates but would be happy to answer any additional questions if there were any.

*Upcoming dates and events*

Johnson reviewed the dates of upcoming IPR events extending an invitation to the Board to attend as many of those as they could.

**Adjourn**

Chair Kramer asked if there was any other business to be addressed. Director West, current Secretary/Treasurer of the Board submitted his resignation as Secretary. Director West made a motion to elect Director Firman as the Secretary of the Board. Director McCarroll seconded the motion. Chair Kramer asked for discussion regarding accepting the resignation of Director West as Secretary and the appointment of Director Firman as the Secretary. By roll call vote, the motion was approved:

<b>Firman</b>	<b>Johnson</b>	<b>Ketelsen</b>	<b>Kramer</b>	<b>Larson</b>	<b>McCarroll</b>	<b>West</b>
Aye	Absent	Aye	Aye	Aye	Aye	Aye

Chair Kramer requested a motion to adjourn the meeting. Director West moved and Director McCarroll seconded to adjourn the meeting. By roll call vote, the motion was approved:

<b>Firman</b>	<b>Johnson</b>	<b>Ketelsen</b>	<b>Kramer</b>	<b>Larson</b>	<b>McCarroll</b>	<b>West</b>
Aye	Absent	Aye	Aye	Aye	Aye	Aye

Chair Kramer adjourned the meeting at 2:51 p.m.