

Board of Directors Meeting Minutes
June 28, 2007

The monthly meeting of the Iowa Public Radio board of directors was held Thursday, June 28, in the Gallagher-Bluedorn Performing Arts Center in Cedar Falls, Iowa. Board members present were Chair Art Neu, Vice Chair Kay Runge, Steve Carignan, and executive director Cindy Browne. Warren Madden attended by phone and Steve Parrott was absent. Also attending were IPR executive team members Joan Kjaer, Todd Mundt, Robin Fraser, Don Wirth and Wayne Jarvis. Others in attendance were Liz Conklin, president of the KUNI Friends Board.

Chair Neu called the meeting to order at 1:05 p.m. Runge moved and Carignan seconded approval of the May 23, 2007 meeting minutes. The motion was approved unanimously.

Financial report

Wirth noted that both expenses and revenues were on track with what was budgeted for May.

Wirth asked that the Board approve the following fiscal year-end actions:

- Confirm draw on Bridge Funding in accordance with authorization in June 2006 for expenditures in FY 07 totaling \$48,977.22. Runge moved and Madden seconded. The motion was approved unanimously.
- Authorization to draw additional funds from each station not to exceed \$30,000 per station to provide funds to balance IPRED budget for FY 07. A full accounting will be provided at the July board meeting with actual draw. Carignan moved and Runge seconded. The motion was approved unanimously.

Wirth asked that the Board Approve \$50,000 per station (\$150,000) immediate transfer to provide FY 08 transition funds for IPR operations until flow of fund raising funds transfer is complete. Carignan moved and Runge seconded. The motion was approved unanimously.

Wirth then presented the proposed FY 08 IPR budget which incorporates several small changes, including renaming the IPR Executive Director's budget, which will now be labeled the IPR Corporate budget.

Madden provided an update on the process by which IPR will access the \$2.5 million authorized for FY 08 by the State of Iowa for capital purchases. Under this plan, jointly approved by the financial officers of all three Regents universities, each university will allocate monies from the Treasurer's Temporary Investment Income fund to cover IPR's approved uses. When the bonds are issued, the universities will then use IPR's share for their approved uses. IPR will need to provide information about the timing of our purchase needs and an indication of which university will own the assets acquired.

Madden moved that the FY 08 budget be approved. Runge seconded and the motion was approved unanimously.

There was discussion about the level of budget detail that is useful to the Board and it was proposed that the consolidated statement be distributed on a monthly basis and that budget detail be distributed quarterly, as is the balance statement currently. Madden moved the proposal and Carignan seconded. The motion was approved unanimously.

Wirth requested approval for the Belin firm to pay the \$750 IRS filing fee on IPR's behalf and request reimbursement with their next invoice for services. Carignan moved and Runge seconded. The motion was approved unanimously.

An updated long-range financial projection was distributed per Chair Neu's request. The board also reviewed the compensation structure IPR has developed to ensure consistency across the three stations. IPR's approach to merit pay for P&S employees was reviewed and Runge recommended that IPR send each employee a detail of their FY 08 compensation, including benefits.

IPR Policies

The board was asked to review and approve three proposed policies:

1. Browne and Wirth presented a draft equipment and capital purchasing policy. Carignan noted that someone needed to review purchases initiated by Wirth so that he would not be approving his own requests. It was agreed that Browne would assume that role. Carignan moved adoption as amended, which was seconded by Neu. The motion was approved unanimously.
2. Mundt presented the draft IPR News Code of Ethics and Practices. . It was agreed that the goal is to avoid any weakening of IPR's editorial integrity without resorting to draconian measures.

Discussion included the following suggestions:

- a. The code should prohibit political yard signs and bumper stickers.
- b. The code should include a clear appeals and adjudication process.
- c. We need to make sure the code is in alignment with university policy, including policy on plagiarism.
- d. We should explore how some aspects of the policy would apply to senior management and to IPR staff in general.

A revised draft will be presented at the July IPR Board meeting.

3. Browne presented a draft IPR Open Meeting Policy and Compliance Process. Discussion included our understanding that Iowa State law requires public posting of a draft agenda and that changes and revisions to that agenda can be made between the time of posting and the beginning of the meeting. We should ask at the beginning of each meeting whether there are changes and additions. Carignan moved to adopt the policy, seconded by Madden. The motion was approved unanimously.

FY 07 Goals Report

Browne presented a report on progress made over the past twelve months toward goals approved by the IPR board last August. There was a discussion about partnerships with other Iowa stations and those on our borders as well as collaborations with IPTV, all of which enhance IPR service to the entire state. Runge suggested that a print version of the report be developed and distributed to the Regents and the state legislature. Browne concurred, adding that it would also be sent to the university presidents and posted on the IPR website.

Board Calendar

In response to board interest, Browne developed a prototype calendar that reduces the number of IPR Board meetings each year from twelve to eight. It was agreed that we would need to check with Wayne

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Reames about whether or not this will require a change to the IPR bylaws. We will also post the calendar to the IPR website, with exact dates and locations announced seven days prior to each meeting. Tentative dates of September 12th and November 1st were set. Runge moved to adopt the new calendar, seconded by Madden. The motion was approved unanimously.

FCC Frequency Awards

WOI and KUNI have received informal notification this past week that all eight construction permits have been permanently awarded. We are awaiting formal communication from the FCC which will indicate whether or not the three year construction period begins now or after any appeals from American Family Association have been settled. Carignan inquired whether IPR has the engineering resources to put eight new stations on the air in this time frame. Jarvis responded that only two of the stations require construction of new towers and transmission buildings and that each of those would require up to twenty-four months from start to finish; the others will be accommodated on existing towers and would require twelve months construction time. If needed, IPR can hire “turn key” companies, who could take on about 50% of the workload.

The meeting was adjourned at 4:10 p.m.