

Board of Directors Meeting Minutes
May 26, 2005

The IPR Executive Council convened on Thursday, May 26 at 1:30 p.m. in the Room 122 of the Iowa Memorial Union in Iowa City.

Members present: Art Neu, Chair, Kay Runge, Steve Carignan, Steve Parrott, Warren Madden. Invited guests: Don Wirth, Joan Kjaer, Bill McGinley, Steve Firman, Diane Scott, John Hess, Diana Gonzalez

The following outlines discussion of agenda items at the meeting:

Review operations and financing with station managers and FY06 budget planning

Wirth is working with Kjaer and Hess preparing consolidated statements (reference May 20, 2005 e-mail from Wirth with April financials) which were discussed line by line. Following discussion of the membership regarding the format it was determined that assets/liabilities should be added to the statements as well as a separate balance sheet prepared reflecting endowments earmarked for stations and Friends of KUNI resource w/footnotes delineating debt incurred. Also, SUI will provide May information to Wirth in format defined. A budget model for FY06 projections will also be prepared for the next meeting. Stations need to provide information to Wirth by the 17th of each month and he will then share with the Executive Council by the 20th of each month.

Kjaer will provide copy of publication by Brody, Weiser, and Burns titled 'Having It All - How Public Radio Stations Can Provide Great Service and Live within Their Means' to the Executive Council membership.

Transition funding

Kjaer and McGinley spoke about the grant application process to Corporation for Public Broadcast (CPB) which could provide funds for cost of linking, common software for donor linking, etc. however, CPB still has several unanswered questions such as IPR organization structure and function which would then drive the needs. Significant changes would need to be seen for this grant approval; however, possibility exists for submission of needs on a piece-meal basis such as being significantly new enterprise re networking and business service model that could be used; research on audience needs, infrastructure improvements, etc. CPB grant application process could take up to one year. McGinley shared handout titled "Efficiency in Public Radio Station Operations".

Neu also indicated possibility of Board of Regents as a possible revenue source. As this will not be in place by July 1 a transition funding plan still needs to be determined.

Licensing issues and retaining legal counsel

It was determined legal counsel needs to be retained for:

- FCC matters (a contract is currently in place for Meg Miller w/Dow Lohnes in Washington, DC) – possibility exists here to continue with her by writing letter informing Attorney General's Office.
- Organizational matters such as articles of incorporation, corporate structure, etc. (firms suggested were Ahlers, Belin, Faegre & Benson). A plan of work needs to be determined and sent out to firms for cost estimates.

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Neu will visit with Regents Gartner and Downer about the corporation structure of IPR and the \$1.7 million financial support for their discussion with university presidents and Greg Nichols. If there are no problems it will be considered we can move forward with legal counsel retention. Neu will also invite Regents Gartner and Downer to a future meeting to clarify corporation structure of IPR.

It was noted KUOW at the University of Washington-Seattle became a 501(C).3 entity to remove themselves from the university. Hess, Kjaer and McGinley have been asked to provide Chair Neu models like the above via e-mail within the next week for sharing with Regents Gartner and others.

Statewide Friends Organization

Firman provided handout titled 'A Proposal for the Creation of the Friends of Iowa Public Radio' re forming a state-wide 501(C).3 friends group. They are willing to recommend providing a vehicle for forming Friends of Iowa Public Radio. They can and will offer paying up front organizational costs for this occurring. Seed capital would also be needed to be determined by equal participation by the universities which Wirth will be preparing for future meeting. Their articles could be modified to become more the operating entity for IPR. An endowment for fundraising would remain separate to allow for donor's intents. Issues that arose from discussion: How is Board constituted? Who appoints? Further conversations on this will be forthcoming at future meetings. A representative from Friends of KUNI plans to attend IPR Executive Council meetings as an observer.

Review of station endowment funds

Restricted
Unrestricted

There was no specific discussion on this topic at this meeting.

Candidate interview schedule

Update on executive director search provided by Wirth/Firman/Kjaer (members of the search committee). 22 applications submitted; 6 not qualified as did not meet minimum requirements; 1 minority applicant; 1 female applicant. UNI HR Office has signed off on the process; however, it was shared with Mr. Livingston at their May 25 meeting that the diversity of the applicants could be improved. Telephone interviews will be scheduled over the next two weeks with the applicants to short list the pool. The search committee will provide to the Executive Council by June 17:

- 5 (or 6) individuals for interviewing
- search committee's assessment of those being recommended (strengths/weaknesses of each candidate summarized from the questions posed by search committee)
- list of questions for executive council to ask each candidate
- copy of cover letter and resume of each candidate to be interviewed by council

Kjaer will follow up with Livingston regarding the need for candidates to sign a confidentiality agreement before interviews are held.

Executive Council scheduled to interview candidates on Tuesday, June 21 at the Embassy Club in Des Moines.

Discuss possible office locations for executive director

Possible locations were discussed such as at DMACC, Board of Regents' Office, Pappajohn Center. Following discussion best available space appears to be at the Pappajohn Center which would provide coverage close to capitol news, interactions with Board Office/capitol staff, etc. McGinley/Madden will communicate with Kent Sovern re interest of space and possible modifications to Suite 333 to accommodate the IPR Executive Director, assistant and account representative. The Council will plan to tour the space at their June 30 meeting.

Media contacts

Handout titled 'Certification Requirements for Station Grants Recipients' was provided. Following discussion of membership it was determined future meetings need to be conducted as an open meeting. Notices for future meetings scheduled of the IPR Executive Council as well as the agenda need to be provided to the media. Diana Gonzalez will work with Barb Boose in the Board Office for preparing the meeting notification to media as well as placing the agenda on their website for public viewing.

Membership contacted by reporters should refer calls to Chair Neu as the official spokesperson for issues on items that may not yet have been determined or that may be controversial.

Organizational structure for Iowa Public Radio

Chair Neu distributed a handout of Restated Articles of Incorporation of Minnesota Public Radio for future consideration as well as an essay by Walter Kirn titled, Stuck in the Orbit of Satellite Radio for membership perusal. See discussion under licensing issues and retaining legal counsel regarding further follow up in this regard.

Selling/leasing translators

KNWI - Life 107.1 has contacted Neu and would like to be apprised if any translators will be available in the future.

Statewide underwriting arrangement with Mediacom

Wirth reported discussions occurred shortly after a fundraising conference last summer where the 3 stations are looking at joint ventures, collaboration opportunities to enhance all stations' efforts, and possibilities for seeing growth. The 3 stations have been asked to continue developing budgets they have been doing with understanding when executive director is hired a portion of station's budget will need to be use as they begin their budget process in FY07.

Station managers are to bring forth a proposal identifying projects that can be shared without sharing dollars.

Other items

The next regular meeting of the IPR Executive Council is scheduled for Thursday, June 30 at 1:00 p.m. and is tentatively scheduled to be held in the Pappajohn Center in Des Moines. McGinley/Wirth will follow up to secure a room at the Center.

Respectfully submitted,
Judy Hankins, Recording Secretary