

Board of Directors Meeting Minutes  
November 30, 2005

The Iowa Public Radio Executive Council (IPREC) convened on Wednesday, November 30 at 1:00 p.m. at 128 Pappajohn Education Center in Des Moines. Members present: Art Neu, Chair, Kay Runge, Steve Carignan, Steve Parrott, Warren Madden, Cindy Browne. Other attendees: Don Wirth (ISU), Joan Kjaer (UI), Wayne Jarvis (UNI), Bill McGinley (ISU), Diana Gonzalez (Board of Regents), Judy McCoy Davis (Consultant).

The IPREC meeting was called to order by Chair Neu. The following outlines discussion of agenda items at the meeting:

Approval of October 27, 2005 minutes. Don Wirth asked that the minutes be revised to reflect that the HyVee pie project was a partnership between WOI and W/KSUI. With that revision, Carignan moved to approve the minutes of the October 27 meeting which was seconded by Madden.

### **Executive Director's Report**

#### Financial Report:

Wirth reported on the financials provided to Executive Council (EC) in earlier e-mail. He indicated that IPR is moving forward as budgeted. Wirth reported he revisited WOI capital line and found we were indeed double reporting on Lamoni station. This has been corrected on this month's financials which show capital expenditure line reduced by approximately \$56,000.

Runge asked about the accounting of the CPB Community Service Grant funds and Wirth clarified that IPR recognizes those revenues as they are expended. In response to a question from Madden, Wirth explained that fall fund drive revenue will begin appearing in the November financial statements.

Carignan inquired about the year-to-year differences in the Program Information and Promotion line. Wirth indicated that the difference is explained by the fact that there are positions open this fiscal year and that there was a big one-time expenditure in FY '05.

### **Transition Project Update**

Browne reported the consultant, Anna Maravelas with Thera Rising has conducted half-day team building workshops at each of the three stations, focusing on leadership, systems and group norms. Each station has identified a range of system/process issues that they would like to improve. They have also created a code of conduct reflecting the behaviors that support a successful workplace. Two of the leaders have responded to the leadership feedback they received and found it a useful exercise; the third leader is developing a response plan. On

December 8 all IPR staff will gather for the very first time in a workshop that will provide opportunities to get to know one another, to explore similarities and differences, to find consensus around a set of core values that will guide the formation of IPR and to hear from Browne about next steps.

McGinley reported on the network scenarios meeting the management team held on November 15, and which was facilitated by Dennis Hamilton of Public Radio Capital. The purpose of the meeting was to begin thinking about how the distribution assets of the three stations might be configured as a network. He indicated that there was consensus that we should consolidate and strengthen service to our current coverage area (through partnership and/or acquisition) and then explore options for

Board of Directors Meeting Minutes  
November 30, 2005

expanding to the western part of the state as well as other underserved areas. Public Radio Capital is working up economic models to guide our planning.

McGinley reported on the work of the T-I Team, made up of senior technical staff from each of the stations. They find that the deeper they dig, the more complicated the issue becomes. The team has submitted a preliminary report with additional questions about capital investments and programming strategy for the management team. They recommend a three-legged connection pattern, which supports redundancy. Once we make a decision, we can expect a 90-120 day implementation period. Neu asked if the team is considering future as well as present needs and McGinley replied that they are designing a system that can be easily upgraded. Parrott inquired whether the T-I would enable other kinds of connectivity. McGinley replied that this was a possibility. For example, when the stations are connected, will we need three NPR downlinks? Perhaps the T-I could distribute NPR programming as well. Madden reminded the group that the Boreas project will create a fiber link between Iowa and Iowa State. McGinley responded that we will keep an eye on this and will be particularly interested in the cost structure as well as the implications of using IP-based technology. Neu asked if one of the advantages to the T-I is simulcasting. McGinley agreed, but clarified that we can also simulcast using ISDN lines, though they get expensive if we use them frequently. Browne reminded Executive Committee members that connectivity was high on their list of priorities and asked if they are comfortable with the pace that this important project is moving forward. Members indicated their approval.

Kjaer reported on the Statewide Symphony project which has two components. The first is an agreement between the three stations and the Des Moines Symphony for a delayed simulcast of the January 14th Mozart celebration concert on January 27th with one repeat. The second component is a nine-week summer series that will present three concerts from each of the three orchestras (Des Moines, Cedar Rapids, Waterloo/Cedar Falls). Each of the orchestra directors is delighted about this opportunity and will quickly work through the musician approval process so that we can jointly announce the project in January. Parrott and Runge asked about other Iowa symphonies and Browne replied that the management team discussed expanding the scope of the project and decided to explore that possibility for the FY '07 season, assuming the success of this first effort. Parrott inquired about the possibility of broadcasting university/student symphony performances. Jarvis raised the issue of consistency of quality and Kjaer mentioned that some university symphonies are student heavy. It was agreed that we would be open to highly professional university performance groups in the future.

Jarvis provided a preliminary report from the Statewide Statehouse team, mentioning that with the T-I in place, IPR could do a range of real-time shared productions, including the Governor's Condition of the State message. More will be forthcoming on this project after the management team has had a chance to review the team's recommendations.

### **Transition Funding Update**

Browne continues to work with CPB. She asked for approval of the draft letter to CPB from the IPR Executive Council in support of the request for funds. With two revisions, the letter was approved.

**Other**

Browne reported that approximately 50 people are expected for the December 1, 2005 IPR-IPTV event honoring Congressman Leach. Ken Stern, Executive Vice President and Mike Riksen, Vice President for Government Affairs will represent NPR; John Lawson, CEO of APTS (America's Public Television Stations) will also attend. The event is from 5-7 PM in the Levitt Center on the UI campus.

**IPR Corporate Structure/Governance**Articles of Incorporation

Members reviewed the draft articles drawn up by Wayne Reames of the Belin firm. The following revisions were agreed upon:

- Article III(B) – Generalize the language so that we can add other stations and include other relationships as IPR evolves. (“licensed to and/or affiliated with”).
- Article VI – The Registered Agent should be the Board of Regents, whose address is 11260 Aurora Avenue, Urbandale, IA 50322.
- Article V – Dissolution Provisions - The language should stand because it provides maximum flexibility, however we need to share this with the regents.

Gonzalez inquired where the Board of Regents comes in relative to future IPR board composition. Neu responded that he doesn't anticipate any problems and has been working through Michael Gartner; Neu will send Gartner a copy of the revised articles for his review. Browne will send same to Gary Steinke and Diana Gonzalez, Board of Regents.

Runge moved to adopt the revised articles, which was seconded by Parrott and unanimously approved.

**Local Management Agreement**

Members reviewed the report of the LMA subcommittee (Madden, Parrott, Carignan, Browne) dated November 21, 2005. Discussion focused on proposed next steps. Browne reported that Belin has agreed to extend the engagement to assist us in the development of this document. She has asked them for a budget estimate.

It was agreed that the management team would further discuss options relating to staff reporting and benefits packages and report back to the Executive Council at the next meeting.

Gonzalez noted that the Board of Regents was not represented in the development of this report; Browne acknowledged that this was the case and recommended she discuss it with Gary Steinke at their meeting on December 16.

**Board Development**

Members heard a presentation from Judy McCoy Davis, a consultant specializing in board development and board fundraising issues. As to the latter, McCoy Davis presented three options that the Executive Council might explore: 1) Expanding the board to do fundraising in conjunction with IPR staff, 2) create another organization/foundation to do the fundraising, or 3) assign fundraising to professional staff with the support of an advisory group like the Friends.

Parrott raised questions about where the university foundations fit and it was suggested that the foundation(s) might continue to provide fund management services for IPR. Browne and Carignan are

Board of Directors Meeting Minutes  
November 30, 2005

working to develop relationships with the three university foundations; the next meeting is on December 15th with the ISU Foundation.

Browne will work with McCoy Davis to develop a proposal meeting IPR board development needs.

Next meeting scheduled for December 21 at 11:00 AM at Embassy Club in Des Moines.

Future meetings are:

January 25, 2006 at 1:00 p.m. with location yet to be determined.

Respectfully submitted,

Cindy Browne

Substitute Recording Secretary