

## Board of Directors Meeting Minutes October 27, 2005

The Iowa Public Radio Executive Council (IPREC) convened on Tuesday, October 27 at 1:00 p.m. at 118 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), Tom Evans (Board of Regents), Diane Scott (UI).

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

### **Approval of September 27, 2005 minutes**

Parrott moved to approve the minutes of the September 27 meeting which was seconded by Carignan.

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

#### Financial Report

Monthly update: Wirth reported on the financials provided in memo dated October 26, 2005 provided to Executive Council (EC) in earlier e-mail. He indicated minor modifications yet to be done on consolidating the format but all within the stations feel comfortable with the changes. Wirth did report he needs to revisit WOI capital amount as may be double reporting on Lamoni station which would reduce the capital expenditure line by \$50,000.

Fund drive results: Each manager spoke to the success of their fund drives in spite of implications resulting from hurricanes, etc. Wirth reported drive totaling \$323,000 with a \$100,000 day on the last Friday of the drive. They also partnered with HyVee where a pie is contributed by HyVee to families in need/food banks when a credit or debit card was used in donations. This provides for less expense in collections, recognition for HyVee, as well as donors appreciating the concept as well. Although ISU did not exceed last years donations they are hoping to gain some revenue in efficiencies gained. Kjaer reports UI goals were exceeded with \$206,000 received. Jarvis reported \$146,250 was received at UNI which was slightly above their goal with direct mail receipts still being recorded. Overall, \$100 and below givers were much lower this year at UI and about the same at ISU with trends appearing to be per donor increase in donations, but not an increase in donor membership.

#### Executive Director Budget

Browne shared IPR Executive Director Budget 10/27/05 Revision and YTD Expenditures. The administrative assistant position appearing will not be filled as it is being proposed to utilize existing staff in varying tasks. WOI will handle budget, travel, and procurement issues. KUNI will provide support for the management team. KSUI may provide support person for Executive Council and communications. Browne introduced Diane Scott as expressing interest in taking on the Recording Secretary role for Executive Council.

#### Transition Project Update

Browne reported the consultant, Anna Maravelas with Thera Rising has interviewed 75% of all radio station staff regarding what is working, what isn't, etc. Next week she plans to meet with station leaders to provide staff feedback and then meet for half days at each station to generate consensus on changes to work processes and group norms that will improve their ability to collaborate internally and with one another. Early in December an all stations meeting will be held to provide staff the

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opportunity to define the IPR way for collaboration, team building, etc. as well as social time for station employees to meet and get to know one another.

Browne also reported several team building projects have been defined in consultation with station leaders with clarity of efforts to be developed. Some of the projects underway are: 1) virtual meetings, 2) use of IPR on air (consistency and next steps) 3) connectivity (technological and events), and 4) scenario planning for network configuration (Dennis Hamilton with Public Radio Capital will facilitate meeting scheduled for November 15). Runge requested list of all projects underway and talking points be sent to EC.

### Transition Funding Update

Browne continues to work with CPB. She needs to provide a commitment statement of vision and goal of IPR from Executive Council to submit with the proposal to CPB. Browne will share a draft of the commitment statement for review/comment. Once grant proposal is submitted, a reply should be forthcoming in 4-6 weeks. Browne would then be working on a draft project plan to be available late winter/early spring. If funds are not received the planned activities would probably need to be reduced by 50%.

### Other

Browne indicated in a partnership with IPTV, tentatively looking at an event late afternoon of December 1 at the historical museum to recognize work of congressional delegation in support of CPB funding. Further follow up will occur with governmental relations staff at each of the universities, president's offices as well as invitations extended to Regents, EC, etc. Gonzalez suggested follow up with Steinke re further suggestions on event. More details to follow from Browne.

Browne also reported each station is now linked to each other's web sites.

### IPR Corporate Structure/Governance

#### RFP Issued for Legal Counsel

Neu started off the discussion indicating six (6) RFPs for legal counsel regarding incorporation and submission of IRS 1023 form were sent out with two (2) responses received (one from Faegre & Benson and one from Belin Lamson McCormick Zumbach Flynn) which were shared with EC. Neu introduced Tom Evans, General Counsel for the Board Office who spoke to the proposals received. Following discussion and recognition that Belin's proposal was considerably lower with the first \$1000 of fees and costs donated to IPR, Parrott moved to accept the proposal from Belin Lamson McCormick Zumbach Flynn which was seconded by Madden. Approved by Executive Council unanimously for acceptance.

### Options matrix

Browne distributed handout titled IPR Corporation Structure Evaluation (10/27/05) which included 3 options for consideration. Browne reported on each option and recommended Option 2 with Option 3 being a possibility down the road. Following review/discussion Madden indicated physical/space relationships are missing from the matrix which will be updated by Browne. EC consensus favored Option 2. Neu appointed subcommittee of Carignan, Parrott, Madden, Browne and an ex officio appointment from the Board office, to develop framework of the multiple LMAs (personnel, audit, etc.)

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and share at a future meeting. Browne will provide copies of LMAs she has received as well as a template of items needing to be considered to the EC before the next meeting.

Browne also reported talking with Judy McCoy Davis, consultant in board development and governance issues. Browne will extend an invitation to her to attend the next meeting and share ideas of how to move forward.

Kjaer and Browne also reported meeting with UI Foundation to share vision, etc. as Browne wants to learn more about the university's Foundation structures, donors, donor intent, donor history, confidentiality, experiences, value they bring, ownership issues, etc. McGinley alerted EC to FCC regulations in this regard as well.

Other Items

Browne reported meeting with Des Moines Public Schools went well and that conversations about potential collaborative opportunities will continue. Browne and Kjaer also reported meeting with WVIK management was well received.

Next Meeting

Next meeting scheduled for November 30 at 1:00 p.m. at 128 Pappajohn Education Center in Des Moines.

Future meetings are:

December 21, 2005 at 11:00 a.m. (with lunch provided) at Embassy Club.

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

Respectfully submitted,

Judy Hankins  
Recording Secretary