The Iowa Public Radio, Inc. Board of Directors met telephonically/virtually on August 12, 2021 with the meeting originating from Iowa Public Radio, 2111 Grand Avenue, Des Moines, IA. Present for the meeting were Chairman Bob Downer, Vice Chairman Warren Madden and Directors Katie Byers, Lijun Chadima, Nora Everett, Steve Firman, Cassie Mathes, Julie Monson, Mary Rayburn, Greg Schnirring, Marsha Ternus and Zach Mannheimer. Directors Jeneane Beck, Jacy Johnson, Mary Kramer, Helen Miller, Doug Moore and Doug West were absent. Present from Iowa Public Radio were Myrna Johnson, Kelly Edmister, Andrea Hansen, Gretchen Kasperbauer, Katherine Perkins, Al Schares and Steve Schoon.

Chair Downer called the meeting to order at 1:07 p.m. Roll call was taken with each director stating their location.

Bob Downer – from Iowa City
Greg Schnirring – from Sac City
Katie Byers – from Des Moines
Marsha Ternus – from Grimes
Nora Everett – from Des Moines
Warren Madden – from Ames
Cassie Mathes – from Cedar Falls
Julie Monson – from Iowa City
Lijun Chadima – from Cedar Rapids
Mary Rayburn – from Illinois
Steve Firman – from Cedar Falls
Zach Mannheimer – from Virginia

Based on the responses provided, the requirements of Section 21.8(1)(c) were satisfied and it was appropriate to proceed with approval of the agenda.

Agenda
Chair Downer requested a motion to approve the agenda. Director Firman moved and Director Everett seconded to approve the agenda. Motion approved.

Minutes
Chair Downer requested a motion to approve the minutes. Director Firman moved and Director Chadima seconded to approve the June 24, 2021 minutes, as presented. Motion approved.

Chairman's Report
Chair Downer reported that recent activities would be covered in specific agenda items.

Old Business
Chair Downer indicated that there was no old business.

Executive Director Report
Executive Director Johnson provided an update on personnel changes including the retirement of Karen Impola, Studio One Host and the resignation of Gretchen Kasperbauer, Marketing Manager. Johnson
announced that Catherine Wheeler has been hired as the *All Things Considered* Host and that searches were underway for a Western Iowa Reporter and a Senior Content Editor as part of the NPR Midwest Newsroom.

Johnson provided an update on audience data indicating that more detailed data would be shared when it became available.

**Finance Report**
Director of Finance Edmister reviewed the financial report through June 30, 2021 noting the information was preliminary due to the extended year-end close process. Director Rayburn moved and Director Madden seconded to accept the financial report as of June 30, 2021. Motion approved.

**Finance Committee Report**
Treasurer Everett reported that at its June 15 meeting, the Finance Committee requested additional due diligence related to the business model developed for the FCC license transfer project. Everett reported the Committee met on July 29 and reviewed a 5-year projection developed internally with comparisons to the business model. Everett reported the Committee was satisfied with the due diligence performed specifically related to the first three years of the projections, the capital expenditures and options for financing the capital expenditures.

**Governance Committee Report**
Committee Chair Madden reported the Governance Committee met on July 27 and reviewed the work done related to the governance and transition plans. Madden reported that Meg Miller of Gray Miller Persh will draft a simultaneous representation agreement for the transfer portion of the project.

Madden reported the Committee had reviewed drafts of the proposed amended and restated by-laws and amended articles of incorporation and with minor edits, the Committee believed both accurately reflected the needed governance structure. The Committee reviewed the resolution providing the transitional rules and believed it met the goal of maintaining strong organizational leadership through the transition. Madden indicated these documents would be reviewed later in the agenda.

**FCC License Transfer Project Update**
Johnson reviewed key steps of the FCC license transfer project completed to date including the business model, the governance plan and the transition plan each provided by Public Media Company. Johnson indicated the August 31 deadline of final reporting for the CPB Collaborative Operations and Services grant would be met. Johnson indicated regular conversations continued with the Board of Regents.
Johnson reviewed the transition plan which suggests IPR is well-positioned to complete the FCC license transfer project. Johnson noted the report provides the basis for IPR to apply for a potential CPB Implementation Grant.

Johnson reviewed the proposed amended by-laws to be effective September 30, 2022 noting the changes in the number, tenure and qualification of members including the elimination of the Licensee Director class and maintaining some university representation. Johnson outlined the establishment of the community advisory board named the “IPR Sounding Board” noting the board’s role is advisory in nature. The Board discussed additional amendments including adding “designee” language to the duties of the officers and adding a development committee.

Johnson reviewed the proposed amended articles of incorporation noting the change in the dissolution provision.

Director Cassie Mathes left the meeting at 2:25 p.m.

Johnson reviewed the proposed resolution noting it is intended to serve as the transitional rules. Johnson outlined the impact on director’s terms including those whose terms expire September 30, 2021 and the impact on the Licensee Directors upon closing of the Asset Purchase Agreement and approval of the license transfers by the FCC. Johnson indicated the amendment of the articles of incorporation in the resolution would be removed as it was included in error and approval is not necessary at this time.

Johnson outlined the process going forward in that a meeting would be scheduled in September to request approval of the amended by-laws and resolution. This is necessary to complete prior to Board terms ending September 30, 2021 in order to maintain continuity.

Adjourn
As there was no additional business, the meeting was adjourned at 2:40 p.m.