

The Iowa Public Radio, Inc. Board of Directors met telephonically/virtually on August 27, 2020 with the meeting originating from Iowa Public Radio, 2111 Grand Avenue, Des Moines, IA. Present for the meeting were Chairman Marsha Ternus, Vice Chairman Bob Downer and Directors Katie Byers, Lijun Chadima, Nora Everett, Steve Firman, Mary Kramer, Warren Madden, Zach Mannheimer, Julie Monson and Doug West. Directors Vickee Adams, Jeneane Beck, Jacy Johnson and Cassie Mathes were absent. Present from Iowa Public Radio were Myrna Johnson, Kelly Edmister, Al Schares, Andrea Hansen, Gretchen Kasperbauer, Katherine Perkins, Matt Sieren and Steve Schoon.

Chair Ternus called the meeting to order at 1:00 p.m. Roll call was taken with each director stating their location.

Bob Downer – from Iowa City
Julie Monson – from Iowa City
Lijun Chadima – from Cedar Rapids
Mary Kramer – from Urbandale
Steve Firman – from Cedar Falls
Zach Mannheimer – from Iowa City

Doug West – from Ankeny
Katie Byers – from Des Moines
Marsha Ternus – from Grimes
Nora Everett – from Des Moines
Warren Madden – from Ames

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 Ternus requested a motion to approve the agenda. Director West moved and Director Firman seconded to approve the agenda. Motion approved.

Minutes

Chair Ternus requested a motion to approve the minutes. Director Kramer moved and Director West seconded to approve the June 25, 2020 minutes, as presented. Motion approved.

Chairman's Report

Chair Ternus reported that work continued on the transfer of the licenses and assets to IPR and that additional information would be discussed as part of the Update on Discussions with Board of Regents agenda item.

Chair Ternus reported that a letter of resignation had recently been received from Vickee Adams. Ternus indicated that additional information regarding Board member recruitment would be discussed as part of the Board Nominations agenda item.

Old Business

Chair Ternus indicated that there was no old business.

Executive Director Report

Executive Director Johnson provided an update on summer activities including programming focused on community needs in light of the pandemic, recent derecho coverage including national coverage by IPR staff, the Music team's plan to create a new Studio One show and the Digital team's efforts in representing IPR as an alpha station with NPR in the transition to a new website. Johnson noted that revenue was on track to date and that planning was underway to produce a Zoom-driven pledge drive in September. Development Director Andrea Hansen and Director Julie Monson discussed plans to promote an IPR Board member match during the pledge drive.

Finance Report

Edmister provided an update on year-end close activities and the audit process.

Update on Discussions with Board of Regents

Johnson presented an overview of the discussions to date with the Board of Regents regarding the transfer of licenses and assets to IPR. These included clarifying the use of the university station FCC attorney and the role they and other counsel will play in the process, establishing a "big picture" understanding to include drafting a Letter of Intent, researching a grant opportunity via the Corporation for Public Broadcasting, and preparing detailed asset lists and project lists. Johnson reviewed a transition time line and next steps.

Collaborative Operations and Services Grant

Johnson reported that the CPB's Collaborative Operations and Services Grant program has been identified to potentially provide funding for a public media consultant to help in developing business, governance and transition plans. The application would be supported with a letter of intent and letters in support of the transfer from each of the universities. The letter of intent would be presented to the Board for approval.

Chair Ternus requested a motion to approve applying for a CPB Collaborative Operations and Services Grant. Director West moved and Director Everett seconded applying for the grant. Motion approved.

IPR Vision and License Transfer Questions

The Board discussed the governance structure of IPR going forward, what it means to be a community licensee and IPR's relationship to the universities and to the State going forward. The Board discussed the level of desired communication through the process and the Board's involvement in the process.

Johnson and Ternus responded to questions from the Board indicating that many of these questions would be addressed with the public media consultant as part of the planning process.

Cedar Rapids Translator

Johnson outlined the activity to date regarding the Cedar Rapids translator. Citing the current economic climate, the changing relationship with the universities and the limited increase in audience, Johnson recommended not moving forward with construction allowing the construction permit to expire and cancelling the tower lease.

Chair Ternus requested a motion to approve allowing the construction permit to expire and cancelling the lease related to the Cedar Rapids translator. Director Everett moved and Director Kramer seconded the motion to allow the construction permit to expire and cancelling the tower lease. Motion approved.

Board Nominations

Governance Committee Chair Downer updated the Board on progress regarding recruitment of 3 additional Community members and options for filling the position vacated by Adams. Downer reported the Governance Committee recommends nomination of Helen Miller, Mary Rayburn and Greg Schnirring to the Board and re-appointment of Director Monson to a second term. Downer indicated the Committee was not prepared to make a recommendation for filling the vacancy created by Adams until a review of the bylaws to determine the appropriate use of classes. Downer encouraged the Board to provide additional candidates for consideration.

Chair Ternus requested a motion to approve recommending to the Board of Regents the Board nominations as presented and the re-appointment of Director Monson. Director Firman moved and Vice Chair Downer seconded the motion to recommend to the Board of Regents that they nominate Miller, Rayburn and Schnirring to the Board and approve re-appointment of Monson. Motion approved with Monson abstaining.

Midwest Hub Agreement

Johnson reported that IPR had been chosen to participate in a Midwest regional news hub with KCUR in Kansas City, St. Louis Public Radio and NET in Nebraska creating a greater capacity for investigative reporting. Funding for the collaboration will be provided by a grant to NPR's Collaborative Journalism Network which will include a Content Editor position to be based at IPR. Johnson requested approval to enter into the agreement with NPR, KCUR, St. Louis Public Radio and NET indicating it had been reviewed by the Board of Regents general counsel.

Chair Ternus requested a motion to approve entering into the agreement. Director West moved and Director Firman seconded to approve entering into the agreement. Motion approved.

Adjourn

As there was no additional business, Chair Ternus adjourned the meeting at 2:52 p.m.