

The Iowa Public Radio, Inc. Board of Directors met telephonically on April 14, 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 Jeneane Beck, Katie Byers, Lijun Chadima, Nora Everett, Steve Firman, Jacy Johnson, Mary Kramer, Warren Madden, Zach Mannheimer, Cassie Mathes, Julie Monson and Doug West. Director Vickee Adams was absent. Present from Iowa Public Radio were Myrna Johnson, Kelly Edmister and Katherine Perkins.

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

Bob Downer – on phone from University Heights
Doug West – on phone from Ankeny
Jeneane Beck – on phone from Bethesda, MD
Katie Byers – on phone from Des Moines
Marsha Ternus – on phone from Grimes
Steve Firman – on phone from Cedar Falls

Cassie Mathes – on phone from Cedar Falls
Jacy Johnson – on phone from Gilbert
Julie Monson – on phone from Iowa City
Lijun Chadima – on phone from Cedar Rapids
Nora Everett – on phone from Des Moines
Warren Madden – on phone 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.

Mary Kramer joined the meeting by phone at 1:02 p.m. and Zach Mannheimer joined by phone at 1:03 p.m. Chair Ternus requested that participants in the public meeting identify themselves prior to speaking.

Agenda

Chair Ternus requested a motion to approve the agenda. Director Firman moved and Director Downer seconded to approve the agenda as presented. The motion was approved.

Minutes

Chair Ternus requested a motion to approve the minutes. Director West moved and Director Firman seconded to approve the December 5, 2019 minutes, as presented. The motion was approved.

Chairman's Report

Chair Ternus reported that attention had been focused on the Public Service Operating Agreement and a renewal proposal would be presented. Chair Ternus commended Executive Director Johnson and the IPR staff on their response to the COVID-19 pandemic and asked that the staff be thanked on behalf of the Board.

Old Business

Chair Ternus indicated that there was no old business.

Executive Director Report

Johnson provided an update on pre-pandemic activities at IPR, including holiday season special programming followed by impeachment hearings and numerous events related to the Iowa caucuses. Johnson provided information on the *Caucus Land* podcast, caucus night coverage and the many caucus-related events which provided IPR members and listeners access to national public radio personalities. Johnson provided highlights of awards won by the News and Talk Show teams, indicated preparation for the new content management system was on hold until staff could be trained in person and made the Board aware that Rob Dillard's retirement was effective May 1st. Johnson announced her nomination to the NPR Board of Directors indicating an all-member station vote would take place in the summer.

COVID-19 Response

Johnson outlined IPR's response to the COVID-19 pandemic indicating that staff started working remotely on March 18th requiring significant work from the Broadcast Ops and IT teams to set-up home studios and offices. Johnson outlined the many facets of the pandemic coverage by the News and Digital teams including an ongoing COVID-19 liveblog and a daily COVID-19 newsletter. The Talk Show team continues to produce two talk shows a day including shows with material for schooling at home and shows featuring medical and other experts answering COVID-19 questions. The Music team continues to provide much needed programming providing respite from the news.

Johnson responded to questions from the Board related to plans for on-going pandemic coverage and the strategy for re-emerging once the pandemic is over.

Katherine Perkins left the meeting at 1:40 p.m.

PSOA Renewal Proposal

Johnson provided background information related to the Public Service Operating Agreement including the history of the agreement and its renewals, the level of university operating support and reductions in support since 2004 and projected capital needs for FY21 through FY25. Johnson outlined the progress to date including visits with each university president, convening of the work group to discuss capital project funding per the most recent amendment to the PSOA and recent communications with the state legislature regarding IPR's capital request.

- Johnson presented a draft proposal including the recommendations approved by the Governance Committee at their March 16, 2020 meeting. The recommendations include 1) proposing a 6-year agreement, 2) allowing IPR access to university financing so that IPR can

begin necessary projects to maintain university-owned capital assets, 3) maintaining operational support at the FY20 level over the course of the agreement and 4) once the economy starts to rebound, IPR and the Board of Regents agree to pursue a feasibility study to create an endowment specifically as a long-term mechanism for funding public radio capital needs.

The Board discussed the need for the agreement to be long-term to allow for project planning and to create certainty in securing donor commitments. The Board discussed the implications of IPR financing capital projects of university-owned assets with the simultaneous reduction in operating support. Alternatives to the level of operating support in recognition of the current environment were discussed as well as the process of negotiating the proposed agreement.

Cassie Mathes left the meeting at 2:44 p.m.

Chair Ternus requested a motion regarding the PSOA renewal proposal. Director Firman moved and Director Everett seconded to propose to the Board of Regents the 4 recommendations outlined in the proposal included in the IPR board materials, with authority to negotiate a shorter term and/or agree to percentage decreases in operating support equal to percentage decreases in university general appropriations from the state legislature. The motion was approved.

Finance Report

Edmister reviewed the financial report through February 29, 2020. Director West moved and Director Downer seconded to accept the financial report. The motion was approved.

Edmister indicated that the FY21 Budget process would be starting in the coming weeks.

Adjourn

As there was no additional business, Chair Ternus adjourned the meeting at 3:03 p.m.