

ILLINOIS VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

Governance Committee Meeting

Thursday, May 9, 2024 – 12:00 pm – WTVP Conference Room

AGENDA

1. Call to Order John Wieland
 2. Discuss Bylaws
 3. Adjourn
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MEETING MINUTES

Thursday, May 9, 2024

Chairman Wieland called the meeting to order at 12:08 P.M. A quorum was present.

In-person: Martin Johnson, Jenn Gordon, Chet Tomczyk, and John Wieland.

Via Webex: Emily Galligan, Andy Chiou (joined at 12:26pm).

Absent: Alex Crowley

Staff present: Mark Lasswell

The meeting discussed changes to the bylaws, including changing the range of board of directors and implementing term limits, as well as debating eligibility for former directors, length of terms, and the process of replacing board members. There was also discussion about scheduling the annual meeting, allowing the chairman to serve for a third year, adding advisory committees and mandated committees with annual reports, establishing a clear process for reporting fraudulent behavior, and outlining financial controls and accounting principles.

- Alex was unable to make it to the meeting but offered to review the bylaws.
- Emily Galligan made changes to the bylaws, including changing the range of the board of directors and implementing term limits.
- The meeting participants discussed the eligibility and term limits for board members.
- There was a debate about whether former directors should be allowed to serve on the board again after a one-year break.
- The participants also discussed the length of terms and whether partial terms should count towards the overall limit.
- The board members discussed the process of replacing board members and how their terms would be affected.
- They debated whether the annual meeting should be held in June or if there should be flexibility in scheduling.
- The participants discussed the term of the chairman serving a 2-year term.

- The possibility of adding ad hoc advisory committees was discussed, with the suggestion to keep it simple and broad.
- The inclusion of a community advisory board and other mandated committees was proposed, with a requirement for annual reports to the board.
- The participants discussed the need for a clear process for reporting suspected fraudulent or dishonest behavior within the corporation.
- It was suggested to include the option for employees to report directly to the legal counsel to ensure proper action is taken.
- It was determined that the board of directors should review and approve an annual resolution outlining who can write checks and under what circumstances.

Action Items:

- Emily Galligan to finalize the draft of the bylaws and have Alex review them
- John to review article 5 section 2 regarding the governance committee's role in replacing or extending a person's term
- Agreed to change board terms from 12 years to three, 3-year terms at the main meeting
- It was decided that a partial year constituted a term. Approved adding language in the bylaws to specify that all terms expire at the annual meeting in June
- It was agreed to change the wait to 2 years for anyone leaving the board
- Clarify the language regarding resignation and removal of directors with Alex
- Agreed that other officers serve for one year and then can be re-elected for subsequent years. No limit on any position other than Chairman.
- Emily to add a line stating that the chairman may appoint ad hoc advisory committees as necessary
- Mark to provide a link or information about the community broadcast advisory board for Emily to reference in the bylaws revision
- Emily to include a section on the community advisory board and other mandated committees, stating that they must make at least annual reports to the board
- Emily Galligan to include the name and contact information of the legal counsel in the reporting process
- WTVF to review and potentially update the policy on requiring two signatures on checks
- WTVF to prepare an annual resolution regarding check signing authority and approval limits
- Emily Galligan to revise the language regarding routine deposits to specify a timely basis

The meeting was adjourned at 1:28pm.

Minutes Submitted by:

Mark Lasswell
WTVF staff