

ILLINOIS VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

Governance Committee Meeting

Thursday, April 25, 2024 – 12:pp pm – WTVP Conference Room

AGENDA

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

Thursday, April 25, 2024

Chairman Wieland called the meeting to order at 12:00 P.M. A quorum was present.

In-person: Martin Johnson (by phone, in person 12:30P.M.), Jenn Gordon, Chet Tomczyk, and John Wieland.

Via Webex: Emily Galligan, Andy Chiou.

Absent: Alex Crowley

Staff present: Mark Lasswell

The key points from the meeting include reducing the number of board members, establishing a whistleblower policy, discussing the length of the chairman's term and their involvement in the executive committee, setting criteria for board members, defining the roles of program and development committees, mentioning the advisory board in the bylaws, considering removing the requirement for a committee charter, and clarifying language regarding resignation and removal of directors.

- The number of board members should be reduced from 18-24 to 16-20.
- The possibility of creating an " Emeritus status" for non-voting honorary board members was discussed.
- There is a need to establish a whistleblower policy in the bylaws.
- The meeting participants discussed the length of the chairman's term, with some suggesting a 2+1 scenario and others suggesting a 2-year term.
- There was also discussion about whether the chairman should be allowed to stay on the executive committee for an additional year after their term ends, with some participants advocating for its removal.
- The participants also discussed the length of time a former chairman should wait before taking another executive position, with suggestions ranging from 2 to 4 years.
- The CEO should not be a voting member of the board.
- Board members should meet certain criteria, such as attendance, engagement, and financial support.
- The governance committee should review board members at the end of each term and make recommendations for the next term.

- The program committee's role is to set overall expectations for programming, but implementation is the responsibility of the CEO and staff.
- There is a need for a program committee and development committee to fulfill responsibilities and collaborate in an advisory nature.
- The Community Broadcasting Advisory Council (CBAC) should be mentioned in the bylaws to define their role and ensure clear communication between the board and the advisory group.
- The meeting discussed the possibility of removing the requirement for a committee charter and instead having each committee establish its own rules.
- There was a discussion about the language regarding the resignation and removal of directors, with some expressing concern about removing directors without cause.
- It was decided to consult with Alex and potentially define what "without cause" means in the bylaws.

Action Items:

- Emily to research and propose language for a whistle-blower policy in the bylaws
- Emily to research state law regarding the number of board members
- Emily to follow up on "Emeritus status" and its implications for D&O insurance
- Clarify if the restriction applies only to the chairman or to all executive committee positions
- Determine the length of time a chairman cannot be on the executive committee after their term expires (2 years, 3 years, or 4 years)
- Consider removing the expectation of progression to other offices in officer roles
- Incorporate the advisory committee into the bylaws and clarify their voting/non-voting status
- Emily to work on language for the bylaws regarding board member expectations and nondiscrimination
- Review and potentially change the language regarding charters for committees in sections 7, 8, and 9 of article 6
- Review and potentially revise the bylaws regarding officer elections and terms
- Emily to contact Alex for input on certain topics discussed during the meeting, including the whistleblower policy
- Emily to review and make changes to the bylaws based on the discussion during the meeting
- Emily to work on language for the bylaws regarding the role of the program committee and its connection with the community advisory group
- Define the role and responsibilities of the advisory committee in the bylaws
- Include the advisory committee's annual report as a responsibility of the board
- Discuss how the advisory committee is formed and strategize a list of members for future consideration
- John to send Emily the current Carl bylaws.
- Mark to Send Emily the current bylaws in Word format.
- Another meeting is schedule from 2 weeks from today at the same time.
- Emily will be the presenter for the board meeting in May.

The meeting was adjourned at 1:28pm.

Minutes Submitted by:

Mark Lasswell
WTVF staff