

ILLINOIS VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

BOARD OF TRUSTEES MEETING

January 8, 2013

Minutes

Present: Joe Strupek - Chairman, Elwin Basquin, Wayne Baum, Cindy Fischer, Griffin Hammond, Jerry Herbstreith, Jerry Kolb, Barb Leiter, Allan Mayer, Andrew Rand, Adam Sloan, Dr. William Tammone, Russ Trowbridge, Chet Tomczyk, and Joe O'Neill (via webex). Staff: Bill Baker, Jennie Davis, Mark Lasswell, Linda Miller, Margie Stieghorst and Karen Button (via webex).

Absent: Steve Backlund, Jon Burklund, Bryan Chumbley, Dr. John Day, Sal Garza, Dr. Jeff Huberman, Linda Huddle, Mary Ann Knell, Nancy Levenick, Sheldon Schafer, Tom Spurgeon, Chuck Weaver, Peter Wong, Lori Wu

Being notified that a quorum was present, Chairman Strupek called the meeting to order at 4:05 p.m.

Longevity recognition was given to the following employees: Jennifer Davis, Dianna Pinkney and Angie Spears (1 year); Jerry DuBose (5 years); Todd Pilon and Stacey Tomczyk (15 years).

Minutes of the following meetings were considered: BOT (11/13/12), Executive Committee (11/20/12), By-Law Subcommittee (12/19/12), and Executive Committee (1/3/13). A motion to accept all minutes are presented was made by Dr. Fischer, seconded by Mr. Kolb, and passed unanimously.

The Treasurer's Report considered the November 2012 Financials as presented by Mr. Kolb. A motion to accept was made by Mr. Baum, seconded by Mr. Herbstreith and passed unanimously.

At the direction of Chairman Strupek, Mr. Tomczyk described the current state of the WTVP mobile satellite truck and listed the business that has been lost over the past two years due to the truck not offering high definition service. He also listed potential new business that could be found if the truck were retrofitted to HD. Mr. Strupek noted that the Executive Committee at its January 3, 2013 meeting passed a resolution recommending to the Board that, as allowed by the tenets of the Corporation's investment policy, 7% of the endowment total be allocated to the WTVP budget and be used to cover as much as possible of the upgrade cost estimated at \$85,000. Following lengthy discussion a motion to move 7% of the endowment total to the WTVP budget was made by Mr. Kolb, seconded by Mr. Trowbridge, and passed unanimously.

Mr. Tomczyk then presented several policies relevant to WTVP operations that are required to be place in order to qualify for funding from the Corporation for Public Broadcasting. The policies presented were: Communications and Meetings, Financial Records, Donor Lists, Community Broadcast Advisory Committee, and the Diversity and Equal Opportunity Policy that was previously approved by the Board at its September 18, 2012 meeting. Mr. Tomczyk noted that these were the policies that governed the operations of WTVP, and the review and adoption by the Board was a required for the policies to be memorialized. Following discussion and an amendment to the Communications and Meetings policy by Mr. Mayer who noted that the proper name of the legislation mentioned is the Illinois Open Meetings Act,

a motion to accept the policies as amended was made by Mr. Rand, Seconded by Dr. Tammone, and passed unanimously. The policies will be noted on the WTVP website.

Mr. Rand, on behalf of the Bylaw Subcommittee and Committee Chairman Jon Burklund, spoke about the need for revising the corporate bylaws to reflect current Illinois law requirements as well as the conditions and realities that have changed since the Constitution and Bylaws were first drafted in 1969. He noted that the subcommittee has met several times with attorney John Sahn and has gone through multiple drafts. The latest draft was sent by email to Trustees for review and consideration prior to this meeting. At his request, Mr. Tomczyk walked through some of the more notable changes. To wit, there is no longer a separate "Constitution" and "Bylaws." Both are incorporated into the Bylaws, as per State law. The term "trustee" has a specific meaning inappropriate to our situation, so henceforth the Board members will be referred to as "Directors." The previous designation of Institutional and At Large trustees is deleted. Henceforth there will be "Directors." The number of Directors will range from 19 to 24 (the spread of 5 is directed by State law) who will serve two year terms with a maximum of four consecutive terms. The Board will meet at least four times per year including the annual meeting. The absence of any Director for three consecutive meetings will make him/her subject to removal. In filling a slate or proposing directors, persons representative of the following will be considered: primary, secondary and post-secondary education; cultural and scientific organizations; finance, business, technology and other professions; the geographic area served by the Corporation; and, the demographic composition of the communities located within said geographic area. There will be three standing committees: Executive, Audit, and Governance. Following discussion and clarification of several points, the President was directed to ask Mr. Sahn to prepare a fourth draft, and then to send that draft to the entire Board for review prior to consideration at the March Board meeting.

Dr. Fischer reported that the City is meeting with WTVP to consider development of WTVP's parking lot into a new SW Commercial Street, and is requesting that the necessary property be gifted back to the City. Mr. Strupek requested that Mr. Rand and Dr. Fischer join staff in those discussions. She also reported that the Peoria Symphony edges ever closer to starting their remodeling of the shell space, and they may start construction within the next month.

Staff reports were the presented by William Baker (Production), Linda Miller (Programming), and Jennifer Davis (Development).

In the President's Report, Mr. Tomczyk reported that he has been in meetings with WILL and WQPT regarding possible consolidations of programming and operations. Those meetings continue. Meetings with ICC are also scheduled to consider use of the WTVP studio for ICC production classes.

Mr. Strupek asked Trustees to consider their own commitments to the Board and asked them to seek other potential members, especially those that would help me our diversity goals.

The meeting was adjourned at 5:33 pm.

Respectfully submitted,

Chet Tomczyk
President & CEO