

**WXPR Governance Committee
Agenda 7-11-16**

Present: Jeff Burke, Sally Mode, Richard G'sell, Patty Fitzpatrick
Excused: Jim Brust, Pete Rondello

Agenda	Discussion	Action
Call to order	Jeff Burke called meeting to order at 9:38 am	
June minutes	June minutes reviewed.	Motion by Sally Mode to accept as presented. Second by Richard G'sell. Motion Carried.
Station Manager comments	Pete working on station technical issues. Richard G'sell commented on volunteer meeting held 7-10-16. Skims will be available to music hosts in August beginning with Mid-Day Classics. Also WXPR affiliation with Radio Free America archiving arrangements.	Pete will confirm at August governance committee that no CPB conflict with station's affiliation with Radio Free America.
Old Business	Personnel Liaison Policy – Sally sent policy documents to committee for review prior to meeting. Discussed policy, made minor additions for clarification. Discussed need for procedures document in addition to policy.	Sally Mode will prepare a procedures checklist Motion by Richard G'sell to approve policy for presentation to the full board. Second by Patty Fitzpatrick. Motion carried.
New Business		
Conflict of interest policy	All board members need to annually sign a Conflict of Interest policy.	Confirmed that all current board members have submitted a signed policy for 2016.
CPB mandates and station adherence	Per CPB mandates, closed session should not be a standing agenda item for BOD or any committee meetings. We are required to give prior notice to the public for all meetings.	In order to adhere to CPB requirements meeting agendas will contain a closed session item only if requested in advance and topic is one or more as mandated by CPB, as listed below. Closed session can include: <ul style="list-style-type: none"> 1. Matters concerning individual employees 2. Proprietary information

		<ul style="list-style-type: none"> 3. Litigation or matters requiring confidential advice of counsel 4. Commercial or financial information obtained from a person on a privileged or confidential basis 5. Purchase of property or services if the premature disclosure of the transaction would compromise the station's business interests
Station documentation storage and access	Tabled until Pete can be at the meeting.	Will discuss at August governance committee.
Board member resignation and replacement	Stacey Johnson submitted her resignation from the Board effective immediately. Discussed various options. Governance recommends leaving the vacancy open until April 2017 elections.	Item will be placed on September board agenda for discussion.
July governance scheduled review.	<p>Structure and size of board committees</p> <p>Access skills needed on the board – Leadership skills, currently lacking legal and grants/planned giving expertise.</p> <p>Create strategic plan for nominating appropriate new board members</p>	<p>Governance recommends that committee structure remain the same. Richard will ask board to begin considering possible board candidates.</p> <p>Part of ongoing revision of by-laws to begin in September.</p>
Visitor comments	No visitors.	
Adjournment	Meeting adjourned at 11:06 am.	Next meeting Tuesday, August 9, 2016 at 9:30 am