

WXPR Governance Committee Meeting
July 11, 2017 White Pine Room, WXPR Studios, 9:30

Present: Gary Enz, Jeff Burke, Mike Smolarek, Jessie Dick, Becky Tegen

Recorder: Mike Smolarek

Agenda Item	Discussion	Action
June Minutes Approval	No discussion	Motion to approve carries
Acting Station Manager's Comment	Acting SM Jessie Dick reported that details are in place for the upcoming pledge drive. Two longtime, regular volunteer hosts have resigned, creating a potential gap. One staff member has resigned and current staff have begun to discuss their possible role in filling that void.	No action.
Old Business: Report on exit interviews for Sally Mode, Kim Zambron, & Jim Brust	J Burke reported the results of an exit interview w/ Jim Brust held on June 26. The interviews with S Mode and K Zambron have not yet been scheduled.	J Burke will schedule an interview w/ S Mode and have an interview via email with K Zambron.
Review of Remaining Conflict of Interest Statements		Statements on file are in order. Christy M. and Pam T. have not yet returned statements.
Establish Annual Objectives By-law review process New SM integration	The by-laws could be in need of updating/revision, but the discussion was limited and the process tabled until the incoming SM can be included in the discussions/revision.	In the absence of a SM, the vice-president (J Dick) will attend Board meetings. For the July 25 meeting, both the new SM and Jessie will be in attendance.

<p>Report on SM search documentation for future use</p>	<p>Elaine S and Gary E presently have the materials used for the search/interview/hire of the new SM.</p>	<p>Elaine and Gary will meet to properly organize all of the materials used in the search/hiring process and archive them in our new file cabinet.</p>
<p>New Business: Review the structure and size of the Board and the Board Committees</p>	<p>Discussion centered around whether twelve as an overall size of the Board was appropriate and sufficient and whether a replacement for J Brust should begin. Committee size and structure entered the discussion.</p>	<p>The recommendation to the Full Board will be to sustain the Board at twelve members, particularly in view of the number of members available to serve on the three existing committees. However, the Board is presently able to operate with 11 members and should until the next election cycle. Information will (as always) continue to be gathered regarding prospective new members.</p>
<p>Assess the skills needed on the Board and begin to create a strategic plan for nominating appropriate new board positions</p>	<p>Some of this talking point overlapped with the previous item. Information found in the Board Manual under "Board Service" (pp 9-14) detail the expectations for Board members.</p>	<p>With the expectations in mind, current Board members will continue to gather information about prospective new members.</p>

<p>Community features Editor/Internship Coordinator position</p>	<p>With the imminent resignation of Miranda V and not having a SM currently in place, the committee discussed a plan to deal with the issue. This discussion included the appropriateness of Miranda's process as it relates to her contract. The goal of the discussion was to organize the facts to be presented to the new SM upon his arrival along with our thoughts.</p>	<p>Since Miranda did not resign according to the terms of her contract, the recommendation will not to be punitive, but inform her that she broke a contract and may not be entitled to all of the vacation days she expected to have at the end of her tenure. (The SM will have to make the ultimate decision). Jessie and Becky will meet with Miranda and inform her of this discussion as well as the terms of her contract. In addition to this, it will also be recommended to the SM that the terms set out in the current Personnel Policy (some employees) and current contracts (other employees) are not consistent and need to be properly aligned.</p>
<p>WXPR Public Radio Endowment Fund</p>	<p>A letter from P Hejtmanek requesting clarification of who can sign a letter to request a change in our investment pool was discussed. A policy is already in place.</p>	<p>The WXPR Statement of Investment Policy, Objectives and Guidelines details this question under the Delegation of Authority heading (#3): The BOD appoints a member of the Finance Committee as a contact person for the investment firm(s) and that member will have the responsibility to report to the Finance Committee monthly.</p>
<p>Public Comment</p>	<p>No comments</p>	

Meeting adjourned at 10:54 a.m.
Next meeting will be August 8, 2017.