

ILLINOIS VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

GOVERNANCE COMMITTEE MEETING

Friday May 9, 2014

DRAFT Minutes

Present: Andrew Rand, Committee Chair; Allen Mayer; Chuck Walker; Chet Tomczyk

Absent: None

The meeting, held via conference call, was convened at 1:17 pm by Chairman Rand.

The first order of business was to review the Bylaws of the Corporation regarding the duties of the Governance Committee and the number, tenure and qualifications for Directors.

The Committee then reviewed current Board membership including those Directors whose terms expire in June 2014 to determine the current situation in meeting the IVPTC's goals for diversity in occupation and/or expertise, as well as gender, ethnicity, geography, etc. They then considered the mathematics of the situation in terms of number of positions to fill as result of 2014 term expirations. If all those with expiring terms were to decline another term, and with the slot now open with the resignation of Mr. Burklund, it would leave 12 directors in place. The bylaws require a range of 19 to 24 Directors, thus leaving a range of 7 to 12 slots to fill.

Mr. Tomczyk reported receiving communications from all except Mrs. Leiter. Ms. Huddle and Messrs. Garza, Rand, Stach and Trowbridge indicated a desire to continue on the Board. Messrs. Baum and Spurgeon declined another term. Mr. Tomczyk will continue on ex officio until a new CEO is hired. Mr. Rand will contact Ms. Leiter regarding her desire to continue on the Board. If all the above who have indicated an interest in continuing on, six spots would be filled, with Ms. Leiter potentially filling a seventh spot. This leaves up to 5 more spots to be filled.

The conversation then turned to the importance of in person attendance at Board meeting, especially since there are now only four per year. Concern was expressed about Mr. Garza attending only via telephone over the past year. Mr. Rand will call Mr. Garza to verify his interest in renewing if attending in person is required.

Lengthy conversation ensued regarding potential candidates for the open slots and their potential for helping meet the diversity requirements in the bylaws. Names put forth as potential candidates were: Sally Snyder, Justin McConnell, Stephen Morris, Rick Owens, Helen Barrick, Rex Linder, Rich Kriegsman, Bill Cirone, and Amtria Shaw.

Mr. Rand will approach Ms. Snyder, Mr. McConnell, Mr. Morris, Mfr. Linder, Mr. Kriegsman, and Mr. Cirone.

Mr. Mayer will approach Mr. Owens.

Mr. Walker will approach Ms. Barrick.

Mr. Tomczyk will get more information about Ms. Shaw from Dr. Tammone.

The Committee will convene at 11:30 a.m. on Thursday, May 15, 2014 at the Creve Coeur Club to discuss progress.

The meeting adjourned at 2:48 pm.

Respectfully submitted,
Chet Tomczyk
President & CEO