

**Special Meeting of the
Prairie Meadows Board of Directors
January 7, 2025
2:00 p.m.**

A Special Meeting of the Prairie Meadows Board of Directors was called to order by Dr. Neville in the James Rasmussen Board Room at Prairie Meadows in Altoona, Iowa at 2:05 p.m.

Dr. Neville said he is filling in for Mr. Sagar as he is having health issues and will have a heart procedure done tomorrow; Mr. Palmer said he will keep the Board updated on Mr. Sagar.

Roll Call.

Chris Costa
Jim Gorsche
Linda Grandquist - phone
Deb Leech - phone
Dr. Ian Lin - absent
Denny Linderbaum
John Mauro
Andrea Morse

Joe Nehring
Dr. Steven Neville
Bob O'Hollearn
Ken Sagar - absent
Jeff Wangsness - phone
Rowena Crosbie
Tiffany Tauscheck

Also in attendance were:

Gary Palmer, President/CEO
Tom Flynn, Legal Counsel
Nancy Winget, Its Recording Secretary

Action Item – Closed Session. Iowa Code Section 21.9 to discuss matters relating to the employment of a new CEO/President to replace Gary Palmer. Mr. Flynn explained the law pertaining to Closed and Open Meetings – PM is bound by the Open Meetings Law, but one exception that allows for a Closed Session is to discuss strategy for employees for non-bargaining positions; the Board is here today to discuss the successor to Mr. Palmer who is a non-bargaining employee. To go into a Closed Session, we'll need a motion, per the statute, with 2/3 of the voting members voting yes (nine) using a Roll Call; in the Closed Session it's important to only discuss matters for hiring the next CEO; the big picture is strategy and procedure, whether to hire a consultant, look internal or external for candidates, and if there's a consensus, the Board can go back into an Open Session – there is no vote in a Closed Session. When the Board is back in the Open Session, a motion can be made for a Succession Plan, then the vote will be by Roll Call.

Ms. Morse moved to go into a Closed Session pursuant to Iowa Code Section 21.9, the motion was seconded by Mr. O'Hollearn and passed on a Roll Call vote (11 yes, 2 absent). The Board went into a Closed Session at 2:10 p.m.

Open Session. The committee moved to go back into an Open Session at 4:12 p.m. The motion was approved in a Roll Call Vote (10 yes, 0 no, 2 absent, 1 on the phone did not respond).

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Action Item – Succession Plan. Mr. Costa made a motion to follow the procedure in the Succession Plan process as written, and for Mr. Palmer to report to the Executive Committee by January 17, 2025 as to the next step. The motion was seconded by Mr. O’Hollearn and passed on a Roll Call Vote 10 yes, 2 absent, 1 on the phone did not respond).

Adjournment. Mr. Costa moved to adjourn the meeting, the motion was seconded by Ms. Morse, and passed on a voice vote. There being no further business, the meeting adjourned at 4:17 p.m.

Respectfully submitted,

Linda Grandquist, Its Secretary

