

**Special Meeting of the
Prairie Meadows Board of Directors
January 15, 2025
3:00 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 3:05 p.m.

Roll Call.

Chris Costa - phone

Jim Gorsche - absent

Linda Grandquist - phone

Deb Leech - phone

Dr. Ian Lin - absent

Denny Linderbaum - phone

John Mauro

Andrea Morse - phone

Joe Nehring - absent

Dr. Steven Neville

Bob O'Hollearn

Ken Sagar - phone

Jeff Wangsness - phone

Rowena Crosbie – absent

Tiffany Tauscheck - phone

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 President/CEO 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.

Mr. O'Hollearn moved to go into a Closed Session pursuant to Iowa Code Section 21.9 to discuss matters relating to the employment for a new President/CEO to replace Gary Palmer when he retires. The motion was seconded by Mr. Mauro and passed on a Roll Call vote (10 yes, 0 no, 3 absent). The Board went into a Closed Session at 3:05 p.m.

Open Session. Mr. O'Hollearn moved to go back into an Open Session, the motion was seconded by Mr. Mauro, and passed on a voice vote at 3:42 p.m.

Action Item – Succession Plan. Ms. Morse moved, that based on the recommendation of Gary Palmer, and consistent with the terms of Prairie Meadows’ Succession Plan, that the Board conduct one or more interviews with Brian Ohorilko to satisfy itself that Mr. Ohorilko has the requisite skills to serve as President/CEO of Prairie Meadows, and to thereafter vote for or against Mr. Ohorilko for such position. If the vote for Mr. Ohorilko is favorable, the Board should determine a proposed compensation package for Mr. Ohorilko. If the vote for Mr. Ohorilko is negative, the Board will then consider the next steps for hiring a new President/CEO. The motion was seconded by Mr. Wangsness and passed on a Roll Call vote (10 yes, 0 no, 3 absent).

Adjournment. Mr. O’Hollearn moved to adjourn the meeting, the motion was seconded by Mr. Mauro, and passed on a voice vote. There being no further business, the meeting adjourned at 3:45 p.m.

Respectfully submitted,

Linda Grandquist