

## *Cannon Valley Elder Collegium*

### Minutes of Board Meeting

October 18, 2017

The meeting of the CVEC Board of Directors took place on Wednesday, October 18, 2017, at the Northfield Senior Center. Members present were Joan Drenth, Phil Eaves, Mary Emery, Jean Haslett, Mary Ho, Jerry Mohrig, Eric Nelson, Dale Talley, and Dan Van Tassel. Also in attendance were staff members Perry Mason, Rich Noer, Dale Sommers, and Kathy Sommers. Confirming a quorum, Chair Dale Talley called the meeting to order at 3:50 p.m.

1. Chair Dale Talley asked if there were any additions or changes to the previously circulated minutes from the Board meeting of September 20, 2017. There being none, a motion to approve the minutes was made, seconded, and approved.
2. With a batch of CVEC business cards in tow, Dale offered to replenish supplies for those who had depleted theirs or were running low.

Dale also informed the Board that the Executive Committee had considered the recently suggested proposition that retiring faculty from Carleton and St. Olaf be offered a free class as an incentive to consider teaching in the CVEC program and decided against recommending its adoption.

3. In his report as Executive Director, Rich Noer noted that he had begun to receive early-bird inquiries as to the date when signing up for a Winter Term course begins. He reported that a website announcement will shortly appear indicating that Winter Term information will be available on-line about November 15, with the Winter newsletter mailed about November 20; the registration period ends December 11.

In response to a query from the floor about whether donors' names would be publicly acknowledged, Rich said that consistent with the Board's earlier directive, no names have been publicly listed in any report of categories and numbers of donors, but added that he had sent fiscal-year-end letters thanking each Patron and Benefactor donor and informing them of their status.

4. Operations Director Dale Sommers reported that the previously circulated CVEC Registration Summary for Fall Term 2017 reflected steady and gradually increasing enrollment figures and a good variety among the 15 course offerings, including three in Faribault.

5. Referring to the previously circulated listing of courses approved for Winter 2018, Curriculum Director Perry Mason reported that the array of courses to be offered represents a desirable distribution among the arts (music, literature, and writing), sciences, and the domains of politics, philosophy, religion, and history. Winter Term includes only two courses being offered in Faribault. Perry hopes to increase Faribault offerings to three for Spring Term.
6. Financial Director Kathy Sommers noted that the previously circulated 2017-18 Operations Report through 10/10/2017 was in line with expectations. As to the previously circulated CVEC Fund Balances report for September 30, 2017, Jerry Mohrig noted the desirability, when practical and feasible, of reducing the level of funds maintained in our Community Resource Bank savings account, which earns negligible interest, and transferring such to CVEC Endowment investments held in our Schwab account. There being general approval of the advice, discussion ensued, however, on the necessity for ready liquidity to meet periodic expenses from the checking account. Kathy said she would consult with Treasurer Peg Morrison regarding this matter.
7. Rich called attention to the previously circulated proposed amendment to the Policy Manual regarding respective lengths of times for retention of classes of documents, now on the agenda of this meeting for a second and final discussion and vote. No suggestions were made for further changes, and the amendment was passed unanimously.
8. Chair Dale opened the floor for discussion of the previously circulated proposed Policy Manual amendment regarding instructor course expenses, which had been modified by the Executive Committee in response to suggestions made at the September Board meeting. Following brief discussion and clarification of a couple of items, the proposed modified amendment as previously circulated was passed and will be implemented beginning Spring Term.
9. Chair Dale reported that discussion regarding the scheduling of the Annual Membership Meeting had taken place at a recent meeting of the Executive Committee. The discussion was guided by the chair's exploration of important calendar events at both colleges and in the community and, as well, the availability of St. John's Hall. In advance it had been decided that a Sunday in October was preferred for the change to Fall from early Spring. Consequently, the third Sunday in October, the 21<sup>st</sup>, was chosen, with an understanding that the nominating committee will have submitted their nomination(s) by the end of May. An announcement of these nominations and an invitation for any additional nominees will be made to the membership in the August newsletter (and by postal mail to members not receiving the newsletter), with a two-week time frame for reply, and then an on-line vote by membership. New Board members and officers

would begin their terms with the September Board meeting; election results would be announced at the membership meeting.

A collateral concern broached by Chair Dale relates to what would be deemed the optimal number of Board members. Already reduced to 15, it had previously been suggested that the number of Board members be reduced to 13 through attrition and selective replacement, with the ultimate aim of achieving a closer parallel in the rotation of three-year terms to gain and maintain maximize continuity. It was suggested that ideally having three classes of four members, for a total of 12 or 13, would make for the most suitable number for participation and debate at meetings. Eric Nelson challenged the notion that fewer members translated into fuller engagement and pointed out that an absence of one or two or more is to be expected at any given meeting and that a further reduction in the official membership might be counterproductive. The suggestion was made that the Secretary review the instances of absences at Board meetings over the last year or so and report those statistics for the consideration of the group as we continue to discuss the optimal size of the CVEC Board. It was also pointed out by Phil Eaves, who sits on the Nominations Committee, and strongly supported by Perry Mason, past chair of the Nominations Committee, that it is very challenging to find sometimes upward of four nominations, who will be active, productive Board members.

10. Discussion was opened for the motion, previously circulated with the agenda and attached to these minutes, to end the trial period for the Faribault program and to declare the offering of courses in Faribault an ongoing program. Attention was drawn to the previously circulated Faribault Program Enrollment Statistics. Clearly, the draw to CVEC courses offered in Faribault combines enrollment from Northfield as well as Faribault, without a significant effect on enrollment of Faribault residents in Northfield courses. While more short courses have populated the Faribault offerings, the number of courses there has ranged between one and three and overall enrollment in that venue is fairly steady. Both Jerry Mohrig, who helped initiate the Faribault venture, and Curriculum Director Perry discussed the way in which the program in Faribault is coming of age, being guided by the Faribault Committee with oversight from the Curriculum Committee to maintain traditional CVEC standards. Perry has shared with the Faribault Committee and will be forwarding to Board members for their additions, changes, and ultimate approval, a document that sets forth what he takes to be the criteria defining an Elder Collegium Course.

The upshot of the discussion was the unanimous passage of the four-part motion to make the Faribault program a permanent part of CVEC, continuing with the role of the Faribault Committee and of the Curriculum Committee in its implementation.

11. Operations Director Dale Sommers presented his recommendation for the reformulation of the tasks now performed by his office and by that of the Financial Director. Based on the experience thus far of having both offices closely coordinated (under one roof) and realizing the inherent economies in time and in reduction of redundancies from such proximity, he is proposing that the role of Finance Director and Operations Director be combined and handled by one person after the current directors retire at the fiscal year's end. He thinks one qualified person experienced in financial operations would fill the bill of this part-time position and at a salary somewhat less than the combined stipends of the two directors. Following brief discussion, it was decided that Rich and Dale Talley will work with Kathy and Dale Sommers to write up a job description and to create an article for the November newsletter advertising this new position. A committee will be formed to further define the position, to arrive at the appropriate salary, and to review applications. It is understood from previous board meeting discussion that the tech responsibilities now held by Dale Sommers will not be part of the new job description. It would be ideal to have this new position filled by January, or February at the latest, so that the new person could have a full term of registration and financial balancing experience, working alongside Dale and Kathy Sommers.
12. Dale Sommers recommended that a few qualified volunteers should be recruited to provide technical support for instructors. An article describing the need and advertising for volunteers will be placed in the November newsletter, with an eye toward having a cadre of IT volunteers in place by year's end.
13. The next regular meeting of the Board is set for Wednesday, November 15, 2017.

Respectfully submitted by Dan Van Tassel, Secretary

**Amendment to Policy Manual §10.2: CVEC records management policy – adopted 10/18/2017**

...

Certain documents containing personal or other sensitive information should not be made publicly available, though they are to be kept for possible future internal use. Paper and/or computer copies of these are held by the Director responsible for them. These documents are indicated below by *italics*.

**Articles of Incorporation and Bylaws (called “Policies” until 2010).** These, along with formative documents that deal, e.g., with nonprofit status, shall be kept in one or more three-ring binders ..... forever

**Policy Manual.** Any policies adopted, rescinded, or modified by the Board shall be incorporated into a revised Policy Manual, maintained in a three-ring binder. The previous, superseded portions or editions of the Policy Manual shall be kept in the same binder ..... forever

**Board and Membership meeting minutes.** These minutes shall be kept in separate three-ring binders, arranged by date. Note: Minutes are not complete unless all appendices have been attached. For example, the minutes of a Board meeting where revisions to the Bylaws were adopted would be incomplete unless accompanied by the revised Bylaw items.  
Keep these records ..... forever

**Agendas.** Agendas of Board meetings shall be maintained in a separate folder ..... forever  
*Agendas of Committee meetings may be maintained by Committee members for so long as may be convenient.*

**Lists of Board members.** Lists of Board members and lists of members of committees of the Board shall be maintained in a separate folder ..... forever

**Course descriptions, Newsletters and Brochures.** Copies of course descriptions, brochures and newsletters prepared and circulated on behalf of CVEC to its membership or to a broader audience shall be maintained in a separate binder ..... forever

**Student registrations.** Summaries prepared with respect to each term and each year shall be maintained in a separate folder ..... forever  
*Detailed lists of students for each course may be maintained by the Operations Director for so long as may be convenient, but will not be maintained with the public records.*

**Newspaper clippings.** Copies of newspaper and magazine articles about CVEC shall be maintained in a separate folder ..... forever

**Other historical documents,** such as commentaries left in the files by the founders of CVEC and written planning proposals (e.g., reports of Board retreats) presented for discussion at Board meetings but not acted upon by resolution, shall be maintained in a separate folder and arranged by date. Keep these documents ..... forever

**Calendars.** These shall be maintained in a separate folder after the expiration of the period covered for..... 1 year

**Other documents.** Other documents presented to Board members at or prior to Board meetings, such as summary financial statements, suggestions for membership meeting agendas, and the like, become part of the Minutes if voted upon. If these documents are only discussed, but not voted upon, they do not become part of the Minutes. Such documents shall be maintained in a separate folder, arranged by date, and shall be kept for ..... 3 years

**Financial records.** These records shall be maintained in three-ring binders and arranged by date as follows, for the periods indicated. (Items in italics are not to be made public. Those cited as “electronic” may be kept in computer instead of paper form when convenient.)

- a. Annual financial reports presented to the Board and/or membership ..... forever
- b. Budgets ..... forever
- c. Grant proposals and requests for funding by the City, etc., as well as related correspondence ..... forever
- d. Fund raising letters ..... forever
- e. Audit and financial review letters..... 10 years
- f. *Gift reports (electronic)*..... 10 years
- g. *Lists of donors (electronic)*..... 10 years
- h. Annual reports to Minnesota and the IRS ..... 4 years
- i. *Bank and investment account statements* ..... 4 years
- j. *Records of checks and bank deposits (electronic: currently QuickBooks or Quicken)* .....at least 4 years
- k. *Documentation supporting checks and bank deposits* ..... 4 years
- l. *Records of payments of course fees (electronic)* ..... 3 years

## **Policy Manual amendment regarding instructor expenses – adopted 10/18/2017**

### **SECTION 3 – STUDENTS**

3.3 Tuition of \$50 per course for eight-week courses, \$30 for four-week courses, and appropriate amounts for other courses is due at the time of registration. Books, other materials and travel, when specified for a class, are extra, and may be included in the course fee at the time of registration.

### **SECTION 4 – FACULTY**

- 4.4 Instructors shall make arrangements for purchases by students of books, CDs, and/or other materials needed for a course.
- a. When necessary (e.g., when a suitable book is not available), these may include a “course packet” of locally produced materials. Instructors shall make arrangements for producing, costing, and supplying these materials to class members; their cost will be announced and will ordinarily be included in the course fee.
  - b. Normally the total price of student purchases for a course should not exceed \$25; exceptions should be discussed with the Curriculum Director.
  - c. Instructors are reminded of the need to obey copyright laws when duplicating materials for students’ use.
- 4.5 Instructors are not expected to personally cover any reasonable course expenses. Such expenses not covered by §4.4 above (e.g., occasional duplicated materials not part of a course packet) will be reimbursed by the Collegium; if more than \$5.00 per enrolled student is anticipated, needs should be discussed with the Curriculum Director before expenses are incurred. (See also Section 5.4.) Requests for payment are made to the Finance Director no later than two weeks after the final class.

### **SECTION 5 – COURSES**

5.4 Titles, estimated prices, and sources of books, CDs, and similar materials that students need to purchase for a course shall be announced in the registration materials. These may include collections of duplicated materials that take the place of class texts; they are to be sold at cost to enrolled students (see Section 3.3).

**Motion passed by Board at 10/18/2017 meeting**

Resolved that:

- (1) The present 3-year trial Faribault program will be replaced, as of July 1, 2018, by an ongoing program to continue the offering of CVEC courses in Faribault.
- (2) This Faribault program will be coordinated by a Faribault Committee, which shall include at least one CVEC Board member. Its members shall be appointed annually by the Board Chair, subject to Board approval.
- (3) The duties of the Faribault Committee will include
  - (a) soliciting and developing courses to be held in Faribault,
  - (b) presenting such courses to the Curriculum Director for eventual approval by the Curriculum Committee,
  - (c) arranging times and venues for these courses, and
  - (d) arranging appropriate publicity in the Faribault area for all CVEC courses.
- (4) Faribault courses will be authorized by the Curriculum Committee according to the same standards and expectations as Northfield courses.