

D-R-A-F-T

Cannon Valley Elder Collegium

Minutes of Board Meeting

January 17, 2018

- The meeting of the CVEC Board of Directors took place on Wednesday, January 17, 2018, at the Northfield Senior Center, newly renamed FiftyNorth. Members present were Barbara Crouter, Joan Drenth, Phil Eaves, Mary Emery, Mike Harper, Jean Haslett, Mary Ho, Steve Kelly, Ed Lufkin, Jerry Mohrig, Peg Morrison, Eric Nelson, Bob Speckhals, 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 asked if there were any additions or changes to the previously circulated minutes from the Board meeting of November 15, 2017. There being none, a motion to approve the minutes was made, seconded, and approved.
 2. Dale introduced and welcomed newly appointed Registrar and Finance Director Bill Rizzo, and invited him to stay and observe the Board in action. A motion to ratify his appointment was unanimously carried.

Executive Director Rich Noer reviewed the hiring process. Happily, the committee surprisingly received seven qualified applications, from which pool they narrowed the selection to four candidates, conducted hour-long interviews for those top four on a single day, and as a result agreed that two stood out. The following morning the committee members each shared their top choice on a piece of paper, on all of which pieces of paper—to our good fortune—the name Bill Rizzo appeared. At a calendar quarter's half-time reimbursement, Bill will begin to work alongside Dale and Kathy Sommers to complete the transition to his occupying the newly defined position solus.

3. Rich went on to note that, beginning with next Fall's Newsletter, the roster announcing courses for the upcoming term will include immediately following the basic course description for each and every course the notation "For further information, go to [cvec.org/instructor's last name](http://cvec.org/instructor's%20last%20name)," whereby an expanded course description can be conveniently and systematically accessed (as illustrated in an attachment to the previously circulated agenda for today's meeting). As well, both in future Registration Forms and in expanded online descriptions of courses the cost for locally produced supplementary materials (a packet of reproduced readings, study guides, etc.) will be shown next to the tuition charge. Where possible, many of these changes will be implemented in the upcoming Spring Newsletter.

4. Operations Director Dale Sommers reported that 170 are currently registered for Winter Term classes, with the likelihood of additional registrants by the end of the week. The total number of spaces offered was 206, with one class having been canceled. (The record term enrollment was 239 in Winter 2014.) By lottery 44 were turned away from their first choice. They were informed, however, that they will receive priority in the event that same course is offered again in the future. Also, first-time students are accorded priority in registering for a class of their choice.
5. Curriculum Director Perry Mason reported that course offerings for Spring Term 2018 received approval from the Curriculum Committee. The roster includes 10 courses to be taught in Northfield, two with double sections, and 4 courses in Faribault, for a record total of 322 spaces.
6. Financial Director Kathy Sommers confirmed the figures from the previously circulated December 31, 2017 report of Fund Balances: \$35,721.87 in Operating Funds (at Community Resource Bank) and \$114,781.27 in Endowment Funds (in Schwab accounts). She and Treasurer Peg Morrison noted that the Operations Report as of 1/10/2018 was in line with expectations. It was pointed out that over \$10,000 in 2017-18 donations have been contributed to the income line.

Discussion ensued regarding policy and use of endowment funds. Rich pointed out that while the By-laws provide for using up to 4.5% of endowment funds to meet annual expenses, it has been the practice not to tap endowment funds. An exception was the use of nearly \$20,000 from endowment funds to pay for recent technology upgrades. The consensus was to continue to keep endowment funds building in reserve rather than allocating a portion of such funds to help cover annual expenses. It was observed that there may come a time and need to raise tuition for courses (from the longstanding fee of \$50 for a regular 8-week course) in order to meet ongoing expenses, but this will not be considered until there have been two successive years of operating deficits.

7. Next Dale reported that the Executive Committee, having studied and discussed the matter of optimum board size, recommends that we work toward achieving a board of eleven members, and to do so by attrition and term completions. An uneven number is desirable so that ties in voting are avoided. An attendant goal for balance and continuity is to achieve or make progress toward having roughly equal numbers of members in cohorts elected at the same time. Inasmuch as committees can be and are generally rounded out by non-board members serving in addition to one or more constituent board members, there is no necessity for a larger board size to accommodate committee assignments. Following brief discussion, it was the

consensus that the proposed smaller number was desirable and would enable the board to work effectively within the range of size dictated in the By-Laws and with the steady and increasing significance of input by committees. A plan to achieve the desired ends, circulated before the meeting, accompanies these minutes as Attachment A, and will guide the Nominating Committee in its work.

8. Rich entertained discussion regarding the proposed amendment to the Policy Manual centered on an expansion of the section treating desiderata for the design and delivery of CVEC courses. Following various comments pertaining to the term "syllabus," it was felt that the proposed language clarifying that term and expanding on the desired schedule for rounding out the aims and sequence of individual course components would provide the incentive for and ensure appropriate planning and understanding of the scope and design of any proffered course. As per the Policy Manual's requirements for changes, the amendment, having been considered and discussed in two meetings, was put to a vote and was approved as circulated in draft among the agenda attachments. A copy of the approved amendment accompanies these minutes as Attachment B.

9. Rich commented on the proposed Bylaws and Policy Manual amendments pertaining to the timing and consequent conduct of the Annual Membership Meeting, pointing out that the text provided for future flexibility as well as allowing early online election of officers and filling of vacancies on the board in the event of an Annual Membership Meeting in the fall. The second time for consideration of the proposed amendments will occur at our next Board meeting, which is scheduled for February 21, 2018. Copies of the proposed amendments accompany these minutes as Attachments C and D.

Respectfully submitted by Dan Van Tassel, Secretary