

Cannon Valley Elder Collegium

Minutes of Board Meeting

February 21, 2018

The meeting of the CVEC Board of Directors took place on Wednesday, February 21, 2018, at FiftyNorth, formerly the Northfield Senior Center. 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, Dale Talley, and Dan Van Tassel. Also in attendance were staff members Rich Noer, Dale Sommers, and Kathy Sommers as well as newly appointed Registrar and Finance Director Bill Rizzo. Confirming a quorum, Chair Dale Talley called the meeting to order at 3:45 p.m.

1. Chair Dale asked if there were any additions or changes to the previously circulated minutes from the Board meeting of January 17, 2018. There being a query by one member as to the meaning of the word *solus*, the secretary responded that the word was used to signal the fact that in the newly defined position of Registrar and Finance Director one person rather than a pair will assume the aforementioned responsibilities each of which heretofore had been assigned to a separate staff person. The motion to accept the minutes was then made, seconded, and carried.
2. Executive Director Rich Noer noted that the place where we customarily meet as a board, the Northfield Senior Center, has officially been renamed FiftyNorth. Rich has taken steps to affirm that change in CVEC newsletters and other electronic communications.

Apropos of the quarterly newsletter, Rich said that the picture of fall leaves that has been appearing on the front page of all issues for quite some time will continue to remain as the frontispiece for the Fall issue but will be replaced by seasonally appropriate images for the front page of the Winter and Spring issues. The front page of each issue will be devoted to important news, matters, and announcements pertaining to the Collegium and its curricular offerings and the like. Because of this, Kathy Melstrom will no longer be submitting articles for the first page of the CVEC newsletter. Kathy has been writing articles since the beginning and Rich expressed appreciation for her years of contributions.

Rich was happy to report that 13 of the 14 course offerings proposed for Spring 2018 feature an expanded course description and that the registration information going forward includes mention of surcharges

designated for printed material in five courses using such in lieu of published texts otherwise available at local bookstores or online.

3. Operational Director Dale Sommers reported that, with Rich's approval, CVEC has purchased for Bill Rizzo's computer software for the current database and finance software for CVEC operations and that he and Kathy Sommers have been partnering with Bill to prepare for a smooth transition when Bill assumes his duties at the close of the current academic year.

Dale, highlighting statistics in the previously circulated CVEC Registration Summary for Winter 2018, reported that all eleven Winter 2018 courses reached double-digit enrollments, for a total enrollment of 172. He anticipates that, including forthcoming offerings for Spring, we are on track for setting a new record of course subscription for an academic year. Winter Term wound up with 44 persons unable to secure their choice due to full subscription; only a half-dozen or so ended up enrolling in an alternate course, all being promised priority should their first-choice course be offered again in the future. Pinch-hitting for Perry Mason, who was absent and at home nursing a cough, Rich said that Perry has begun soliciting courses for the next academic year; early responses so far for Fall include four in Faribault and six in Northfield. But those numbers and proposals for the other two terms are likely to build.

4. Treasurer Peg Morrison, referring to figures in the previously circulated Operations Report (dated 2/10/2018) and accounts of Fund Balances (as of 1/31/2018), reported that the financial status of the Collegium is sound. Together with Kathy Sommers, she was pleased to declare that CVEC is currently in excellent financial shape. They informed the Board that the Financial Committee will be meeting in two weeks to review and project budget matters.
5. Eric Nelson summarized plans for the Summer 2018 Film Festival. Dates for the films and presentations are July 10, 17, 24, and 31. As with previous festivals, the format calls for class sessions to occur the mornings following the evening film showings. Presenters, chiefly faculty from St. Olaf and Carleton, are being contacted and the group in charge will soon pick the theme for this festival. Eric related that he and his wife will be returning from an anniversary trip to Italy a fortnight prior to the start of the film festival. He fully expects, however, that the organizational dynamics of this iteration of the film festival will be in

place prior to his departure for Italy and that last-minute details can be managed upon his return.

6. Rich summarized the changes presented in the previously circulated proposed amendment to the CVEC Bylaws (Attachment A to these minutes), noting that it incorporated provision for the option of scheduling the Annual Membership Meeting for either Spring (as had been the case heretofore) or Fall (as will be the case beginning this year). Accordingly, it spells out the manner and timing for remote voting and elections to accommodate the Fall option. The amendment also addresses aspects of the workings of the Nominating Committee, including the setting of term limits for members and the naming of the Board member as chair of the committee. In view of the substantial changes regarding the Nominations Committee being proposed, Rich declared that this would be considered the first reading and that the vote on the amendment would occur at the next Board meeting.
7. Rich then introduced for discussion and vote the previously circulated and updated Policy Manual amendment concerning remote voting before a fall annual meeting (Attachment B). It being the second reading, a motion was made, seconded, and approved to accept the amendment as written.
8. Calling upon Phil Eaves, chair of the Nominating Committee, Rich asked for a report of dates when St. John's Hall would be available for scheduling a Fall Annual Membership meeting. Phil replied that only one date, Sunday the 21st of October, from 12:30 to 4:30 p.m., was still open. Immediately upon learning this, the Board unanimously voted to schedule the Annual meeting at that time and place. Phil will take care of reserving that remaining time at St. John's, which he had already put a temporary hold on.
9. As a final item of business, Rich called on the Board to consider and discuss a proposed and previously circulated Policy Manual amendment concerning cancelling a class session (Attachment C). He said that a recent snowfall caught instructors with the issue of whether and how to cancel (and reschedule) a class. Rich, who was teaching a Winter Term 2018 class that fateful Monday, took action and emailed members of his class to announce that due to the weather their class that afternoon would be cancelled; he asked that they reply in acknowledgement of having received the announcement. Students who failed to reply shortly and students who did not have email capability he contacted by phone.

Another instructor did likewise. In the past most instructors have planned either to set a make-up class or extend other classes if necessary to cover what would be missed that snow day. This recent snow event led to the drafting of the updated instructions for the cancellation of a class due to bad weather or instructor illness contained in this amendment.

A suggestion from the floor was to take advantage of public school bad-weather cancellation announcements by conveniently piggybacking them rather than issuing separate, individual CVEC announcements; but in discussion objections were raised, including (a) the fact that the practice of schools sometimes is to resort to “delayed start times” and (b) the likelihood that CVEC students and instructors would not be as attuned as parents and teachers would be to accessing such school announcements. Another suggestion that surfaced was that a notation such as “normally an instructor will reschedule a cancelled class” be added. It was felt by some that such a stipulation would limit an instructor’s options for handling these and other exigencies; the consensus was for leaving the choices for handling the matter up to the individual instructors. Rich drew the discussion to a close and reiterated that this being the first reading, the amendment would be voted upon at the next Board meeting, which is scheduled for Wednesday, March 21, 2018.

Consideration of all agenda items concluded, Chair Dale called the February Board meeting adjourned at 4:34 p.m.

Respectfully submitted by Dan Van Tassel, Secretary

Proposed amendment to the CVEC Bylaws to:

- allow the annual membership meeting to take place in fall instead of spring,
- set limits to terms of Nominating Committee members, and
- name the Board member on the Nominating Committee as its chair.

Changes indicated in blue were proposed and discussed at the January board meeting; red is new text.

Article 3 – Meetings of Members

Section 1 – Annual Meeting

A. Date, Place and Notification

The annual membership meeting shall be held in the spring **or fall**. ~~The Board of Directors shall set the time, date and place and notify the membership at least four weeks beforehand. The notice for an annual meeting shall include the names of the persons whose nominations will be presented by the Chair of the Nominating Committee at the annual membership meeting.~~ **The time, date and place for the meeting shall be set by the Board of Directors.**

1. Spring meeting

The notice for a spring annual meeting **shall be sent at least four weeks beforehand, and** shall include the names of the persons whose nominations will be presented by the Chair of the Nominating Committee at the annual membership meeting.

2. Fall meeting

The notice for a fall annual meeting shall be sent at least three months beforehand. To ensure that persons elected to positions on the Board of Directors will be able to assume their new duties by early September before the first fall Board meeting, voting shall be carried out in advance remotely. The voting process shall include advance notification to the membership of the names of the persons whose nominations are being presented by the Nominating Committee, with a request for any further nominations from the membership. Remote voting will proceed after nominations are finalized.

Such advance remote voting shall be considered the “annual membership meeting election”* associated with a fall annual meeting.

*[*Defining this phrase here makes it easier to tweak sections 5.7 and 6.5 below.]*

B. Elections

The business of the annual meeting shall include the election of the Board of Directors and CVEC's **the Board's** officers. The Chair of the Nominating Committee shall place in nomination the slate of persons recommended to fill Board vacancies and to serve as ~~CVEC's~~ **the Board's** officers for one-year terms. Additional candidates may be nominated ~~from the floor~~ by any member of CVEC. Candidates may be elected by voice **or by remote electronic**** vote or, in the event any positions are contested, by vote conducted in such manner as the Chair of the Board of Directors may determine.

*[**Details of electronic voting procedures will go in the Policy Manual.]*

Article 5 – Board of Directors

Section 7 – Election of Officers

There shall be four officers of the Board: Chair, Vice-Chair, Secretary and Treasurer, each to be elected for a one-year term at the annual **membership meeting election**.

Section 8 – Duties of Officers

...The **Treasurer** shall be responsible for maintaining the financial records and reporting to the Board and to the annual **membership meeting**...

Section 11 – Filling Vacancies on the Board and of Board Officers

If a vacancy occurs more than two months prior to a scheduled **spring annual meeting, or more than two months before the Board's scheduled May meeting in the event of a fall annual meeting**, the Nominating Committee shall recommend to the Board, **for approval, a person** to serve the remainder of that vacancy's **current term academic year**. **If the vacancy's term extends beyond the current academic year, the Nominating committee shall present a nomination to the annual meeting for the remaining year(s).**

However, if a vacancy occurs within two months of a **spring annual meeting, or within two months before the Board's scheduled May meeting in the event of a fall annual meeting**, the Nominating Committee shall present a nomination to the annual meeting of a person to serve for the remainder of that vacancy's term.

Article 6 – Committees

Section 5 – Nominating Committee

A. Membership

The Nominating Committee shall be composed of one Board member (~~selected~~ **appointed** by the Board each spring) and three persons nominated from the general membership (voted upon at the annual membership meeting **election**). **The Board member shall serve as Chair of the Nominating Committee.** All members serve a one-year term; ~~but they~~ **may serve up to five additional terms if elected or appointed.** ~~The members of the Nominating Committee shall designate one of their number to serve as Chair of the Nominating Committee.~~ **[Note that the Board member would ordinarily be limited to the same 6 years by virtue of the normal limit of two 3-year Board terms.]**

B. Duties

The Nominating Committee will meet during the year to recruit and recommend for Board approval candidates to fill Board vacancies, the one-year terms of Board Chair, Vice Chair, Secretary and Treasurer, and the three Nominating Committee positions from the general membership. The Chair of the Nominating Committee shall advise the Board Secretary of the Nominating Committee's recommendations in time to include them on the agenda of the latest Board meeting that occurs at least five weeks before the annual membership meeting **election**. The slate of candidates shall appear in the notice of the annual membership meeting **election**, where the Nominating Committee Chair shall present the recommendations.

Policy Manual amendment concerning remote voting before a fall annual meeting – adopted 02/21/2018

SECTION 8 – REMOTE ELECTIONS [new section; following sections to be renumbered beginning with SECTION 9 – ADMINISTRATION]

In the event of a fall annual membership meeting, voting shall take place remotely by email, a suitable web application, or (for those members without email) postal mail. Only active (see Section 1.1) members are entitled to vote.

The Chair of the Nominating Committee shall notify the Board Chair of the slate of persons recommended (a) to fill Board vacancies, (b) to serve as the Board's officers for one-year terms, and (c) to serve on the following year's Nominating Committee. Such notification shall be made at least seven days before the scheduled date of the May Board meeting.

The voting process shall take place in two steps.

- (1) *Call for nominations:* Active members shall be notified* of the Nominating Committee's slate, and invited to submit to the Board Chair a further nomination for each position on the slate. Each valid nomination shall include (a) the name of the nominator and (b) a valid claim that the nominee agrees to serve if subsequently elected. In order to be included in the election, valid nominations must be received by the end of the 14th day after the mailing of the invitation.
- (2) *The actual vote:* After receipt of all valid nominations, active members shall be sent a final list of candidates including all valid nominations. Instructions of how to vote shall be included; the voting will be carried out anonymously via a suitable web application (or postal mail for those members without email) within a period of 14 days after the mailing of the ballot instructions.

Successful candidates will be informed as soon as they are elected, so that they can serve as soon as appropriate. Public announcement will be made at the scheduled fall membership meeting.

*this need not be spelled out here in detail; we anticipate using a combination of a website home page article, a Newsletter page 1 article, and email (for those opted out of postal mail Newsletters).

Policy Manual amendment concerning cancelling a class session

Recent experience with the cancellation of two class sessions due to heavy snow has suggested that the procedure currently specified for notifying students by phone is outdated. The vast majority of our students today are regular email users; consequently the use of a single email to announce a cancelled class has become both feasible and more efficient than a long series of phone calls.

Current version

SECTION 5 – CLASSES

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5.10 Procedures to be followed in the event that a class session needs to be cancelled

1. The instructor should inform the Operations Director and the Executive Director as soon as possible of the cancellation. They can help reschedule the session.
2. The instructor should call everyone by phone, and may ask class members to help if it is a large class. Email shouldn't be counted on, as some people don't check it regularly. The Operations Director (or Executive Director if the Operations Director is unavailable) can also help contact the class if the instructor is stuck somewhere without a class list.
3. The instructor should call the contact person for the classroom, shown on the class list. This person will put a note on the classroom door and also inform people who call in that the class has been cancelled.

Proposed revised version

SECTION 5 – CLASSES

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5.10 Procedures to be followed in the event that a class session needs to be cancelled (e.g., due to bad weather or instructor illness).

1. Before the course begins, the instructor should encourage students who can to check for possible messages of class cancellation before leaving home for each class.
2. In the event of a cancellation:
 - (a) The instructor shall send an email to all class members with email addresses, as far in advance of class time as possible, informing them of the cancellation and requesting an immediate email reply confirming receipt of message. If any students have not confirmed receipt within a reasonable delay, the instructor shall try to contact them by phone.
 - (b) The instructor shall try to contact by phone any class members without email addresses.
 - (c) The instructor shall call the contact person for the classroom (shown on the class list). This person will put a note on the classroom door and also inform people who call in that the class has been cancelled.
 - (d) If the instructor is stuck somewhere without a class list, the Operations Director (or Executive Director if the Operations Director is unavailable) must be alerted to carry out (a) - (c) above on behalf of the instructor.
 - (e) The instructor should inform the Curriculum Director and the Operations Director as soon as possible of the cancellation. They can help reschedule the session.