

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," 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

Attachment A to Minutes 01/17/18

Proposed plan to reduce Board size to 11

A light black line to the right of a name indicates end of 1st term; holder may or may not run for 2nd term shown.

A dark black line indicates the end of a normal two-term service.

Green fill is meant to help visually identify the periods of service of the three cohorts.

		2017-18	2018-19	2019-20	2020-21	2021-22
New members each year: 1, 3, 2, 2	Emery					
	Harper		New	Continues	Continues	May continue
	Van Tassel		May continue	Continues	Continues	New
	Speckhals		May continue	Continues	Continues	New
Final cohort sizes: 3, 4, 4	Crouter B		Continues	Continues	May continue	Continues
	Drenth		Continues	Continues	New	Continues
	Eaves		Continues	Continues		
	Ho		Continues	Continues	May continue	Continues
	Talley		Continues	Continues	New	Continues
	Morrison		Continues	Continues		
	Kelly		Continues	May continue	Continues	Continues
	Mohrig		Continues			
	Lufkin		Continues	New	Continues	Continues
	Nelson		Continues	New	Continues	Continues
	Haslett		Continues	New	Continues	Continues
Board size		15	14	13	11	11

Proposed Policy Manual amendment concerning Elder Collegium courses (approved 01/17/2018)

Perry's statement, "What Makes an Elder Collegium Course/" should be an effective way of introducing new or prospective instructors – particularly those coming from a non-academic background – to what we expect in Elder Collegium courses. It should also be useful in encouraging returning CVEC instructors to think over how they manage their courses.

But the Policy Manual, which is intended more for those who run the Collegium, is written in a more succinct and focused style. So I've tried to extract the important policy issues that Perry's piece contains and insert them briefly into section 5 of the Policy Manual. They basically consist of most of his long item 6. I see his items 1-5 as expansion or spelling out of what's said or implied in item 6.

The **blue** below indicates text changes proposed and discussed at the November board meeting; **red** is new text. Black is current text.

—Rich

SECTION 4 – FACULTY

- 4.3 Prospective instructors of new courses ~~should~~ **shall** present a course proposal to the Curriculum Director. Those who have not taught in CVEC before should first consult with the Curriculum Director. Proposals ~~should~~ **shall** specify course format (seminar, informal lecture, lecture and discussion, etc.), text(s), cost, and amount of reading or other out-of-class work involved. **A provisional syllabus, consisting minimally of a class-by-class list of topics planned for discussion, is required before approval. After approval it will be made available as part of course publicity. For approved courses,** a formal description and an instructor's bio ~~for approved courses~~ are also required for ~~the Newsletter~~ **course publicity**, and are subject to restrictions on length. **(Changes effective 7/1/18)** **[It's too late to get this ready for Spring 2018.]**
- 4.4 Instructors shall make arrangements for purchases by students of books, CDs, and/or other materials needed for a course.
- 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~~ **shall** be announced **in registration materials** and will ordinarily be included in the course fee.
 - Normally the total price of student purchases for a course should not exceed \$25; exceptions ~~should~~ **are to** be discussed with the Curriculum Director **in advance of registration**.
 - 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~~ **shall** be discussed with the Curriculum Director before expenses are incurred. (See also Section 5.7.) Requests for payment are **to be** made to the Finance Director no later than two weeks after the final class.

SECTION 5 – COURSES

- 5.1 There are three terms per year, each eight weeks in duration. Classes normally meet once a week for two hours, with a brief (ten-minute?) break near the midpoint. Most courses are eight weeks in duration; the normal minimum length is four weeks or its equivalent.
- 5.2 Classes are normally organized to encourage student participation in each session's activities. Even lecture courses should build in time and consideration for student input, discussion, comment, disagreement, and/or communal reflection.
- 5.3 Courses are to be at the first-year college level in terms of the degree of intellectual sophistication assumed. **We assume our students are** ~~Our students should be~~ at least literate high school graduates or the equivalent. In general, there should be no further expectations of expertise in any academic discipline.
- 5.4 In general, courses will be in the liberal-arts tradition. In particular, they will not consist of simple, how-to-do-it instruction.
- 5.5 To promote student engagement and learning, courses should ordinarily encourage students' preparation for each session. Without this, class discussions tend to remain superficial and unfocused.

The remaining sub-sections, formerly 5.3 through 5.8, would be re-numbered 5.6 through 5.11.

- ~~5.4~~ **5.7** 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; **if so**, they are to be sold at cost to enrolled students (see Section 3.3).

**Proposed amendment to the CVEC Bylaws
to allow the annual membership meeting to take place in fall instead of spring.**

Changes are indicated by red or strikethroughs.

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.

1. Spring meeting

The notice for a spring 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.

2. Fall meeting

In the event of a fall annual meeting, voting shall be completed in advance remotely so that those elected will be able to assume their new duties by early September.

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

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.

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

Details of electronic voting procedures would 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 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 make a recommendation to the Board to appoint a person to serve the remainder of that vacancy's term. 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 by the Board each spring) and three persons nominated from the general membership (voted upon at the annual membership meeting election). All members serve a one-year term, but may serve additional terms if elected. The members of the Nominating Committee shall designate one of their number to serve as Chair of the Nominating Committee.

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

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 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 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).