

Cannon Valley Elder Collegium

Minutes of Board Meeting

March 21, 2018

The meeting of the CVEC Board of Directors took place on Wednesday, March 21, 2018, at FiftyNorth, formerly the Northfield Senior Center. Members present were Barbara Crouter, 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 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 February 21, 2018. Appreciation was expressed for the high quality and reliability of these and past minutes. A motion to accept the minutes was then made, seconded, and carried.
2. Executive Director Rich Noer provided a bird's eye view of the Collegium staff over the years. For the first four years the staff consisted of the two founding members, but the next eight years were characterized by annual changes in staff. Turnover settled down after 2009, with Jim McDonnell and Ed Lufkin at the helm. By 2013 three of the four current and recent staff members were in place: Dale Sommers, Ed Langerak, Barb Jenkins, who had served earlier, and Rich Noer provided continuity and stability through a four-year period. Then a succession of resignations and retirements began occurring. Ed resigned as Curriculum Director and was replaced by Perry Mason; Barb retired and was replaced by Kathy Sommers; and Dale and Kathy will be finishing their respective responsibilities of operations and finances at the close of this academic year, with Bill Rizzo picking up the baton as Registration and Finance Director. Rich closed the narrative by announcing that after one more academic year (2018-19), which would be his sixth, he will retire as Executive Director. So that search for a staff replacement is in the offing.
3. Chair Dale spoke to the importance of this transition and, together with others, including Dale Sommers and Jerry Mohrig, complimented Rich on the superb job he has done in carrying out this most critical work, both backstage and at the podium, for the Collegium. She urged all members to be on the lookout for a qualified prospective candidate to take on this central CVEC role, for which a search will be undertaken next academic year.

4. A question was raised as to what progress has been made on a plan for accommodating CVEC technological needs, given that that responsibility intentionally is not included in the portfolio of the newly appointed Registrar and Finance Director. Both Rich and Dale responded. The expectation, they stated, is that one key person would be sought to oversee at the outset of each term the training of faculty who would be relying on technical equipment for their course instruction. Other qualified volunteers would be enlisted to step in to solve issues occurring during the term. Most likely an IT person would need to be contracted to troubleshoot and repair and/or replace system components as necessary. The names of a few persons to consider as part of such a plan were advanced, including that of a recent retiree at Carleton who oversaw technical training there for twenty some years. Chair Dale wrapped up discussion of the subject by assuring the Board that the Executive Committee would be refining the plan and returning to the Board with a proposal and accompanying budget provisions.
5. Operational Director Dale Sommers reported that the current total enrollment of 243 students for academic year 2017-18 stands as a new record, 4 students more than the previous record of 239. There is the probability that a few more are on track to complete registration. This term the cost for course packets of reading and study materials, supplementing or taking the place of textbooks available at local bookstores or online, was included with the registration materials. In two instances in which a couple was enrolled in the same class, it was arranged that only one would need to purchase the shared course packet. But each independently will be paying tuition of course.

Some members asked for clarification of the longstanding five-dollar-per-student limit of reimbursement for supplemental course printing by instructors. Rich reminded us that for two years in a row that limit was waived but starting with Winter 2018 Term, the \$5 limit will serve as a contingency for instructional costs incurred as the term unfolds.

Mike Harper detailed a method whereby he and class enrollees relied solely on email and facilitation by iCloud and an Adobe "Send and Track" option to process course readings. Peg suggested that Mike and others electing to use such a method of handling course resource materials be reimbursed for the fee it entails. For the good of the order Mike was asked to draft a two-paragraph explanation of the process that could be shared with interested instructors.

6. Curriculum Director Perry announced that the course offerings for 2018-19 are in the works, with more specificity anticipated prior to the approval process by the Curriculum Committee next month, after which information will be shared at the April Board meeting and in forthcoming

newsletters. The total number of courses so far has reached 30, including 12 for Fall (8 in Northfield, 4 in Faribault). The goal is to offer 15 courses per term (with 12 in Northfield, 3 in Faribault, Faribault's a mix of 4- and 8-week formats, and Northfield's predominantly in 8-week format). Each course now is expected to include a syllabus or equivalent schedule for covering portions or issues to be addressed week-by-week. Perry has been making added effort to secure courses in the sciences. Typically courses in literature, the arts, philosophy, and religion make up the bulk of the disciplines and areas of interest covered. He regretted the lack of courses in politics and current events.

7. Treasurer Peg Morrison, referring to figures in the previously circulated Operations Report (dated 3/10/2018) and accounts of Fund Balances (as of 2/28/2018), reported that the financial status of the Collegium remains sound. The total account balances are sufficient to meet expenses remaining in the fiscal year. She and Kathy Sommers are re-aligning budget categories so that they are in sync with categories in the state report. Also, she called attention to increases in the proposed budget, namely \$500 for an audit, more for technical support, and amounts to reflect tuition and honoraria commensurate with growing enrollment. A motion to approve the proposed budget for 2018-19 (Attachment A to these minutes) was made, seconded, and unanimously passed.
8. Rich introduced the Bylaws amendment concerning the option of the Annual Meeting occurring in the Fall (Attachment B). It being the second reading, there was no further discussion, and the motion to approve was made, seconded, and carried.

Next the Policy Manual amendment regarding cancelled classes (Attachment C) was presented by Rich for its second reading. He recited the few non-substantive textual modifications included in the circulated version in response to suggestions arising from the first reading, after which the motion to accept it as presented was moved, seconded, and passed without dissenting votes.

Then the previously circulated Policy Manual amendment to combine Operations and Finance staff positions was presented for consideration as a first reading. Rich highlighted the demarcation between those duties financial in nature and those operational in nature as enumerated in the newly constituted staff position. The second reading (and vote) will occur at the next Board meeting, scheduled for April 18, 2018.

9. The chair, Rich, and Jean Haslett, presented the new brochure. A box of the first printed batch of 500 copies was opened and copies circulated among the members present. The excitement and approbation approximated the oo's and aah's at a fireworks Fourth of July celebration.

Gratitude was expressed to Jean for her part in revamping the brochure to fit the charter purposes and current vibe of the Collegium, in securing a bargain printing price, and in getting Collegium coverage in the *Northfield News*. Multiple copies of the new brochure will be placed at the CVEC station in FiftyNorth and in other appropriate venues, perhaps also among realtors, and provided for instructors to disseminate as appropriate. Further suggestions for distribution are welcome. Tangentially, it was suggested that we get a competitive bid from Engage Print for the CVEC newsletter.

10. Eric Nelson updated the group on planning thus far for the 2018 Film Festival. He's working on getting presenters and has prospects at both St. Olaf and Carleton. Two sites, including the Weitz Center, are being considered for the shows and the class. Two possibilities to be put before Eric's committee for themes are "Film Noir" and "Global Cinema." He'll return with commitments to share at the next Board meeting.
11. Jean brought up the issue of instructors cancelling courses with enrollments of five or six, mentioning that an acquaintance was sorely disappointed when for the second time she was unable to secure such a class. Apparently, it was not consoling to be assured that she would have priority should the course in question be offered again at a later date. Nor was she content to consider taking any of the other courses with available spaces. Past practice has been and the Policy Manual stipulates that when a course gains an enrollment of fewer than five, the instructor has the option either to have the course cancelled or to proceed with an honorarium equal to that of the combined tuition. The full honorarium is received for all courses with enrollments of five or more. It was noted that courses of eleven or more students, in effect, subsidize those courses that are subscribed by fewer students. Clearly, this issue deserves further discussion, but given the time limits of this meeting, the Chair opted to extend the consideration of this issue to the next meeting of the Executive Committee, which committee in turn will formulate a proposal (or interpretation) for deliberation at a future Board meeting.
12. The clock about to strike five, the Chair adjourned the March Board meeting, noting that the final item on the agenda would be carried over to the next regular meeting, which is scheduled for Wednesday, April 18, 2018.

Respectfully submitted by Dan Van Tassel, Secretary

2018-19 CVEC Proposed Budget

	Budget 2018-19	Budget 2017-18	2017-18 YTD 3/10/18
INCOME			
Tuition	\$35,000.00	\$33,000.00	\$29,685.00
Scholarships & Comps (subtract)	-\$1,000.00	-\$1,000.00	-\$548.00
Contributions	\$11,500.00	\$11,500.00	\$11,491.00
In-Kind Contribution			\$518.95
Other	\$100.00		\$106.38
Total Income	\$45,600.00	\$43,500.00	\$41,253.33
EXPENSES			
Instruction program expense			
Instructors	\$22,500.00	\$20,000.00	\$12,100.00
Class Materials	\$1,200.00	\$1,200.00	\$864.32
Fees for Class Materials (subtract)			-\$776.00
Guest Faculty	\$1,200.00	\$1,000.00	\$300.00
Room Rental	\$3,000.00	\$3,000.00	\$1,650.00
Technology	\$1,500.00	\$500.00	\$199.51
Licensing Fees (Film Festival)	\$800.00	\$800.00	\$0.00
Insurance	\$500.00	\$500.00	\$476.71
Miscellaneous	\$250.00	\$250.00	
Total Instruction	\$30,950.00	\$27,250.00	\$14,814.54
Publicity - program expense			
Publicity Aide Salary		\$500.00	\$205.63
CVEC Share FICA/Medicare		\$38.00	\$15.73
Newsletter Printing/Post/Other *	\$1,200.00	\$1,600.00	\$1,046.67
Annual Meeting	\$400.00	\$400.00	
Technology - Website	\$100.00	\$100.00	
Miscellaneous	\$350.00	\$350.00	
Total Publicity	\$2,050.00	\$2,988.00	\$1,268.03
Administration			
Directors Salary	\$11,000.00	\$12,000.00	\$6,000.00
CVEC Share FICA & Medicare	\$900.00	\$918.00	\$459.04
Printing, Postage	\$300.00	\$500.00	\$304.96
Supplies	\$200.00		\$184.25
Technology	\$600.00	\$600.00	\$433.17
Audit	\$500.00		
Room rental	\$200.00		\$40.00
Miscellaneous	\$1,000.00	\$800.00	\$797.00
Holiday Party			
Total Administration	\$14,700.00	\$14,818.00	\$ 8,218.42
Fundraising *	\$750.00	\$400.00	\$51.48
Total Expenses	\$48,450.00	\$45,456.00	\$24,352.47
INCOME minues EXPENSES	-\$2,850.00	-\$1,956.00	\$16,900.86

* Postage for newsletter and fundraising in 2017-18 were drawn from bulk mail account from money deposited prior to 2017-18 fiscal year.

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 from the current version are indicated in red.

Article 3 – Meetings of Members

Section 1 – Annual Meeting

A. Date, Place and Notification

A membership meeting shall be held **annually**. ~~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 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

...

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

...

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 have email access 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 having 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 Registrations Director (or Executive Director if the Registrations 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 Registrations Director as soon as possible of the cancellation. They can help reschedule the session.