



## **Minutes for Meeting Book - 2024 Organizational Board of Directors Meeting**

02/20/2024 | 05:30 PM - 05:37 PM - (GMT-06:00) Central Time (US & Canada)

Sourcewell Headquarters

### **Attendees (12)**

Linda Arts; Steven Barrows; Vern Capelle; Mike Carlson; Chad Coauette; Julia Kicker; Susan Nanik; Jeremy Schwartz; Sharon Thiel; Katrina Wood; Greg Zylka; Doug Dahlberg

### **Call to Order by Chair Zylka**

Chair Zylka called the Sourcewell Organizational Board meeting to order at 5:30 pm with the aforementioned members present.

Dahlberg moved, seconded by Kicker, to accept the agenda as presented. Motion carried.

### **Canvas Election Results**

Barrows moved, seconded by Thiel, to approve the Resolution Authorizing Issuance of Certificates of Election and direct the Clerk to Perform Certain Duties with Respect to the Election. Motion carried.

### **Election of Board of Officers**

The following verbal nominations were received: Greg Zylka for Chairperson, Sharon Thiel for Vice Chair, Sara Nagel for Treasurer, and Linda Arts for Clerk.

Barrows moved, seconded by Dahlberg, to cease nominations and cast a unanimous ballot for Greg Zylka as Chairperson, Sharon Thiel as Vice Chair, Sara Nagel as Treasurer, and Linda Arts as Clerk. Motion carried.

### **Consent Agenda**

Thiel moved, seconded by Arts, to accept the consent agenda as follows:

- Approval of the 2024 Board Meeting Schedule
- Approval of the Full Voting Sub-Regional Membership 2024 as presented so as to ensure an equitable distribution of representation

- Approval of the Timeline for Elections
- Approval of the Timeline for Reduction in Programs and Positions
- Approval Timeline for Evaluation for the Executive Director
- Designated to give the fiscal agent authority to make investments at financial firms that meet the requirements set forth by Statute, including MSDLAF, and the authority to make wire transfers
- Designated Marcus Miller, In-house Counsel, and Pemberton, Sorlie, Rufer & Kershner, PLLP of Fergus Falls
- Designated Staples World as the official newspaper
- Designated Eide Bailly as the Auditor
- Approval of the use of Facsimile Signatures
- Authorized the Executive Director to process orders for supplies and equipment within the adopted guidelines, to transfer funds within the adopted budgets to maintain an orderly balance and cash flow, to pay bills that are previously approved or regular monthly bills that are due prior to regular meetings, to act as legal representative for State and Federal Programs, to authorize empowering the Chief Procurement Official to solicit and award all competitively solicited awards (without limits) in categories called for by the Board and recommended for award by the Procurement Evaluation Committee, to authorize entering into all membership agreements pending Board consideration and to authorize extending annual renewals for Bid Contracts pending Board consideration

Motion carried.

### **Advisory Representation**

Barrows moved, seconded by Dahlberg, to designate the following Advisory Representation.

Motion Carried.

- Enterprise Solutions: Steve Barrows, Sara Nagel, and Chris Kircher
- Regional Impact: Greg Zylka, Sharon Thiel, and Linda Arts
- Empowering Smart Work: Greg Zylka, Julia Kicker, Doug Dahlberg
- Executive Director Evaluation Task Force: Greg Zylka, Sharon Thiel, and Sara Nagel
- Board of Trustees-Better Health Collective: Greg Zylka, Sara Nagel, and Steve Barrows
- Minnesota Service Cooperative Board: Greg Zylka and Sharon Thiel

### **Ex-Officio Representation**

Arts moved, seconded by Thiel, to appoint Hope Fairchild as Ex-Officio for a two-year term expiring on 12/31/2026. Motion carried.

## **Board Member Compensation**

Kicker moved, seconded by Dahlberg, to compensate the Board Members at \$45.00 per hour portal to portal for attending meetings, with no daily maximum. Motion carried.

## **Mileage Reimbursement and Meal Per Diem's**

Thiel moved, seconded by Barrows, to adopt mileage reimbursement at the IRS mileage rate, adopt the GSA meal per diem rates, and compensate Ex-Officio Members for mileage for distance traveled while attending meetings. Motion carried.

## **Adjournement**

Kicker moved, seconded by Barrows, to adjourn the meeting at 5:37 p.m. Motion carried.