

BOARD OF DIRECTORS' **SPECIAL ORGANIZATIONAL MEETING**

January 3, 2024

SWWC Service Cooperative – Marshall, MN & Virtual

Minutes

BOARD PRESENT: Matt Coleman - Chair, Marshall
Jody Bauer – Vice Chair, Tracy
Steve Schnieder - Clerk, Worthington – attended virtually
Carla Olson – Treasurer, KMS – attended virtually
Ben Bothun – Lac qui Parle County – attended virtually
Becky Foster – Westbrook Walnut Grove – attended virtually

STAFF PRESENT: Cliff Carmody, Executive Director
Bobbie Carmody, Administrative Assistant
Tegan Gillund, Director of Finance – attended virtually
Abby Polzine, Director of Human Resources

ITEM 1: **CALL TO ORDER**
Chair Coleman called the meeting to order at 5:00 pm at SWWC – Marshall, MN & virtually.

ITEM 2: **INTRODUCTION OF NEW BOARD MEMBERS**
Incoming board members Carla Olson, Ben Bothun, and Becky Foster were welcomed and introduced.

ITEM 3: **AGENDA APPROVAL**
Motion by Steve Schnieder, seconded by Jody Bauer, to approve the agenda as presented. A roll call vote was taken with Directors Coleman, Bauer, Schnieder, Olson, Bothun, and Foster voting in favor. Motion passed unanimously.

ITEM 4: **ORGANIZATION OF THE BOARD**
4.1 Election of Officers
Chair Coleman called for nominations for Chair. Steve Schnieder nominated Matt Coleman. Jody Bauer seconded the nomination. Chair Coleman called three times for further nominations; none were made. Motion by Steve Schnieder, seconded by Jody Bauer, that nominations cease, and the secretary cast a unanimous ballot for Matt Coleman for Chair. A roll call vote was taken with Directors Bauer, Schnieder, Olson, Bothun, and Foster voting in favor. Director Coleman abstained. Motion passed unanimously. Matt Coleman was elected as Chair.

Chair Coleman called for nominations for Vice Chair. Matt Coleman nominated Jody Bauer. Steve Schnieder seconded the nomination. Chair Coleman called three times for further nominations; none were made. Motion by Matt Coleman, seconded by Steve Schnieder, that nominations cease, and the secretary cast a unanimous ballot for Jody Bauer for Vice Chair. A roll call vote was taken with Directors Coleman, Schnieder, Olson, Bothun, and Foster voting in favor. Director Bauer abstained. Motion passed unanimously. Jody Bauer was elected as Vice Chair.

Chair Coleman called for nominations for Clerk. Matt Coleman nominated Steve Schnieder. Jody Bauer seconded the nomination. Chair Coleman called three times for further nominations; none were made. Motion by Matt Coleman, seconded by Jody Bauer, that nominations cease, and the secretary cast a unanimous ballot for Steve Schnieder for Clerk. A roll call vote was taken with Directors Coleman, Bauer, Olson, Bothun, and Foster voting in favor. Director Schnieder abstained. Motion passed unanimously. Steve Schnieder was elected as Clerk.

Chair Coleman called for nominations for Treasurer. Steve Schnieder nominated Carla Olson. Matt Coleman seconded the nomination. Chair Coleman called three times for further nominations; none were made. Motion by Steve Schnieder, seconded by Matt Coleman, that nominations cease, and the secretary cast a unanimous ballot for Carla Olson for Treasurer. A roll call vote was taken with Directors Coleman, Bauer, Schnieder, Bothun, and Foster voting in favor. Director Olson abstained. Motion passed unanimously. Carla Olson was elected as Treasurer.

4.2 Designation of Official Newspaper

Motion by Jody Bauer, seconded by Steve Schnieder, to adopt a resolution designating the Marshall Independent as the official newspaper for 2024. A roll call vote was taken with Directors Coleman, Bauer, Schnieder, Olson, Bothun, and Foster voting in favor. Motion passed unanimously. Minutes of the SWWC Board of Directors meeting will be published on the agency website.

4.3 Designation Regarding Annual Fiscal Requirements

Motion by Steve Schnieder, seconded by Jody Bauer, to designate depositories for SWWC as presented by resolution; to adopt the resolution for facsimile signatures as presented; to appoint the Executive Director and/or the Director of Finance to perform the duties of the Treasurer between meetings; to appoint the Executive Director, the Director of Finance, Board Secretary, and Executive Assistant to safeguard the facsimile signature of the clerk and chair and to use them for the signing of checks, warrants, and contracts as authorized by the Board; and to authorize the Executive Director, the Director of Finance, the Accounting Specialist, and the Accounting Technician to order wire transfers between approved financial institutions according to directions from the Executive Director or the Director of Finance. A roll call vote was taken with Directors Coleman, Bauer, Schnieder, Olson, Bothun, and Foster voting in favor. Motion passed unanimously.

4.4 Board Stipends/Mileage

Motion by Steve Schnieder, seconded by Jody Bauer, to establish SWWC Board stipends and mileage payments for 2024 as follows:

Per Diem – Board salary of \$100.00 per month

Insurance Allowances – Dental – Single or Family -- \$40.00/month

Board Meeting Stipend

- \$200.00 per Board Meeting – payable also when board members joins virtually
- \$35 additional stipend paid Board Chair for regular or special Board Meetings attended
- \$15 additional stipend paid Board Clerk for regular or special Board Meetings attended

Board/Committee Meeting Mileage

- Mileage per federal IRS guidelines plus \$.40 per mile “windshield time”.
- “Windshield time” will also be paid Board members riding with another person

Board Committee Meetings (held the same day as regular Board Meetings)

- First Hour \$25.00
- Additional 15 minutes \$6.00
- Additional 30 minutes \$12.00
- Additional 45 minutes \$18.00
- Additional 60 minutes \$24.00

Conferences/Workshops/Meetings/Committee Meetings (held on non-board day)

- \$200.00 per full day (over 4 hours, including travel time) or \$100.00 per half day (less than 4 hours, including travel time) for representing the Board at meetings, conferences, workshops; mileage per federal IRS guidelines; meal reimbursement per SWWC guidelines
- \$200.00 per full day (over 4 hours, including travel time) or \$100.00 per half day (less than 4 hours, including travel time) for serving on regional or state committees on behalf of SWWC if not paid by hosting agency; mileage per federal IRS guidelines if not paid by hosting agency
- Stipend and mileage will not be paid unless a Board member is specifically asked to be a presenter or a representative of the SWWC at SWWC or other meetings unrelated to actual SWWC Board business
- Board members attending MREA will be reimbursed mileage, but will not be paid a stipend; board member's local district will be encouraged to pay MREA dues plus lodging

A roll call vote was taken with Directors Coleman, Bauer, Schnieder, Olson, Bothun, and Foster voting in favor. Motion passed unanimously.

4.5 2024 Meeting Dates/Site/Time

Motion by Matt Coleman, seconded by Steve Schnieder, to schedule meeting dates from February 2024 through January 2025, beginning at 6:30 pm, at the SWWC Office in Marshall, as follows:

February 28, 2024	August 28, 2024 (Annual Meeting)
March 27, 2024	September 25, 2024 (ELC Site)
April 24, 2024	October 23, 2024
May 22, 2024	November 20, 2024
June 26, 2024	December 18, 2024
July 24, 2024	January 22, 2025

A roll call vote was taken with Directors Coleman, Bauer, Schnieder, Olson, Bothun, and Foster voting in favor. Motion passed unanimously.
Motion passed unanimously.

4.6 2024 Board Committee Appointments

Current board committee assignments were reviewed. Board members should contact Chair Coleman if interested in serving on a committee.

ITEM 5: OPEN FORUM/CLOSING REMARKS

Chair Coleman again welcomed the new members to the SWWC Board. A new board member orientation will be scheduled at a later date.

ITEM 6: OTHER

Chair Coleman adjourned the meeting at 5:20 pm. The next meeting of the SWWC Board of Directors is scheduled on Wednesday, January 24, 2024, beginning at 6:30 pm at SWWC – Marshall, MN.