

# ORGANIZATIONAL MEETING MINUTES OF THE SOURCEWELL BOARD OF DIRECTORS

Tuesday, February 15, 2022

Conference Room 3 & 4

202 12<sup>th</sup> St. NE, Staples, MN 56479

ITV via Microsoft Teams

## Attendees

Board Members: Scott Veronen, Sara Nagel, Ryan Thomas, Sharon Thiel, Linda Arts, and Steve Barrows were present. Board Members Greg Zylka and Chris Kircher were present via ITV. Ex-Officio: Paul Brownlow, Verndale School District, and Chris Pelzer, Todd County, were present. Guests: Chad Coauette, Susan Nanik, Paul Drange, Marcus Miller, Jeremy Schwartz, Mike Carlson, Travis Bautz, Jamie Loken, Robb Reid, Bob Seward, Katrina Wood, Tyler Jahnke, and John Schultz were present.

Vice-Chair Zylka called the Sourcewell Organizational Board meeting to order at 6:01 pm with the aforementioned members present.

Mr. Thomas moved, seconded by Ms. Nagel, to accept the agenda as presented. Roll call vote taken. Motion passed unanimously.

Ms. Arts moved, seconded by Mr. Kircher, to approve the Resolution Authorizing Issuance of Certificates of Election and direct the Clerk to Perform Certain Duties with Respect to the Election. Roll call vote taken. Motion passed unanimously.

Mr. Veronen nominated Mr. Zylka for Chairperson. Mr. Zylka nominated Mr. Veronen for Chairperson. Ms. Nagel moved, seconded by Mr. Kircher, to cease nominations and to call a roll call vote for Chairperson. Roll call vote was taken. The motion passed with Mr. Zylka as Chairperson with members Ms. Arts, Mr. Kircher, Mr. Thomas, Mr. Zylka, and Mr. Barrows voting in favor of Mr. Zylka and members Mr. Veronen, Ms. Thiel, and Ms. Nagel voting in favor of Mr. Veronen.

Mr. Barrows nominated Mr. Veronen as Vice-Chairperson. Ms. Thiel moved, seconded by Mr. Thomas, to cease nominations and to cast a unanimous ballot for Mr. Veronen as Vice-Chairperson. Roll call vote taken. Motion passed unanimously.

Mr. Thomas nominated Ms. Thiel as Treasurer. Mr. Barrows moved, seconded by Mr. Kircher, to cease nominations and to cast a unanimous ballot for Ms. Thiel as Treasurer. Roll call vote taken. Motion passed unanimously.

Ms. Thiel nominated Ms. Nagel as Clerk. Mr. Barrows moved, seconded by Ms. Thiel, to cease nominations and to cast a unanimous ballot for Ms. Nagel as Clerk. Roll call vote taken. Motion passed unanimously.

Ms. Nagel moved, seconded by Mr. Barrows, to accept the Consent Agenda as follows:

- Approval of the 2022 Board Meeting schedule
- Approval of the Full Voting Sub-Regional Membership 2022 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 for 2022 - 2023
- 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 for FY22/23
- 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

Roll call vote taken. Motion passed unanimously.

Ms. Thiel moved, seconded by Ms. Arts, to designate the following Advisory Representation. Roll call vote taken. Motion passed unanimously.

- Executive Director Evaluation Task Force: Greg Zylka, Linda Arts, Ryan Thomas, and Patricia Driscoll
- Regional Services Advisory Council: Greg Zylka, Sharon Thiel, and Steve Barrows
- Strategy Advisory Group: Sharon Thiel, Chris Kircher, and Linda Arts
- Organizational Metrics Work Group: Scott Veronen and Ryan Thomas
- Minnesota Services Cooperative Board: Greg Zylka and Scott Veronen
- Board of Trustees-Sourcewell Health Pool: Greg Zylka, Sara Nagel, and Steve Barrows

Ms. Nagel moved, seconded by Mr. 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. Roll call vote taken. Motion passed unanimously.

Mr. Thomas moved, seconded by Ms. Thiel, to compensate the Board Members at \$45.00 per hour portal to portal for attending meetings, with no daily maximum as recommended by the subcommittee. Roll call vote taken. The motion passed with members Ms. Thiel, Ms. Nagel, Mr. Kircher, Mr. Thomas, Ms. Arts, Mr. Zylka, and Mr. Barrows voting in favor and Mr. Veronen voting against.

Mr. Kircher moved, seconded by Mr. Thomas, to adjourn the meeting at 6:15 pm. Roll call vote taken. Motion passed unanimously.

