

Lincoln County Resource Board  
Meeting Minutes of April 25, 2007

**Meeting Call to Order:** The meeting was called to order at 8:08 a.m. by Melba Houston.

**Roll Call and Guests:** Present: Melba Houston, Rod Barnhill, Nancy Behlmann, Kathy Boessen, Margie Cappel, Pheeze Kemper, Billie Lamb, and interim Executive Director Tonya McAmis.

Guests: Annie Schulte, Katrina Harper, Jim Wallis, Gary Sheller and Kathy Juergens.

Absent: Adam Burkemper, Dr. David Easterday, Kristen Gentry, Penni Gronewald, Carla Potts, Jim Price and David Thompson

**Approval of Minutes:** *A motion was made to approve the minutes of the March 28, 2007 meeting as distributed. (M.S.P.: Lamb, Kemper)*

Mr. Garry Sheller introduced himself stating that he received a letter from the County Commissioners appointing him to the Board.

**Old Business:** Logo: Tonya McAmis and Annie Schulte will work together to design a logo and will present some ideas at the next Board meeting.

Bylaws Changes: A committee of Nancy Behlmann, Adam Burkemper and Tonya met to review the current Bylaws. The following changes were recommended.

1. Section 5.1: Updated to reflect the current name.
2. Section 5.1.1: Suggested adding the following sentence: "A trustee may serve a maximum of 2 terms with a break of 1 term before being re-appointed." *After extensive discussion, a motion was made to strike the proposed addition (A trustee may serve a maximum of 2 terms with a break of 1 term before being re-appointed.) to Section 5.1.1. (M.S.P. Lamb, Barnhill)*
3. Recommended adding the following section: "Section 5.1.3: Board members are required to attend regularly scheduled Board meetings. Three consecutive or four total missed Board meetings in any one calendar year shall result in termination from the Board."
4. Section 5.9.2: With regard to notifying the Board of special meetings, the current Bylaws read as follows: "Trustees shall be notified by mail, in person or by telephone of such special meetings ..." The Committee suggests adding "email" as an additional means of notification and deleting *in person or by telephone*.
5. Section 6.1. Standing Committees: This section lists several committees that are currently not active. The committee recommends that they be removed from the standing committees and be considered as ad hoc committees. Thus when a particular committee is needed, it will then be formed for the stated purpose. If they remain as a standing committee, then meetings must be conducted on a regular basis.
  - 6.1.2. Nominating Committee – This committee shall be appointed by the chairperson from among the Trustees. The chairperson of the Nominating Committee shall be designated from among the committee members by the chairperson of the Board. The Nominating Committee shall make nominations

of officers of the Board at the first meeting of the year of the Board. The Nominating Committee shall make nomination for an officer position when necessary to fill a vacancy. In addition, the Nominating Committee shall suggest names of potential Trustees to the Board for submission to the Lincoln County Commission.

6.1.3 Strategic Planning Committee – This committee and its chairperson shall be appointed by the chairperson of the Board. The committee shall periodically cause to be prepared a needs assessment of Lincoln County citizens for services within the purposes of the Organization. The committee shall prepare and submit for Board approval an updated Strategic Plan for the Organization with Organizational goals and objectives. It shall monitor the attainment of Organizational goals and objectives.

6.1.4 Development Committee – This committee and its chairperson shall be appointed by the chairperson of the Board. The committee shall prepare and oversee the implementation of a plan to develop resources in support of the Organization's mission.

The following committees are meeting regularly will be needed on a continual basis, therefore, they should be added as standing committees:

Finance Committee - This committee shall be responsible for the preparation and balancing of the organization's budget. This committee will also oversee the organization's accounts, and be responsible for making recommendations to the Board regarding any investments that are made with the Organization's funds.

Personnel Committee - This committee shall be responsible for establishing policies and guidelines for any employees or contract individuals involved with the Organization. This committee will also make recommendations to the Board regarding hiring or terminating any employees or contract individuals.

Selection/Review Committee - This committee shall be responsible for establishing and following guidelines for funding any local agencies that apply for available monies. This committee shall review any of these 'requests for funding' and shall bring recommendations to the Board for final approval.

6. Article IX - Revisions and Amendments - This Article currently reads as follows:

Amendments – these bylaws may be revised or amended by a two-thirds vote of a quorum of the Trustees of the Board present, *provided that the proposed changes are submitted in writing to each Trustee no less than fifteen days in advance of the Board meeting.* All amendments to the Articles of Incorporation and these bylaws shall become affective immediately upon adoption.

The committee proposes deleting the following from the above: *"provided that the proposed changes are submitted in writing to each Trustee no less than fifteen days in advance of the Board meeting."* As in this instance, these changes were not fully decided upon by the fifteen day advance notice. Annie suggested making a stipulation of five days advance notice as a safeguard against any possible spearheading of votes. This clause will make it more difficult to enact change. After discussion, it was decided that the Article should read as follows:

*Article IX - Revisions and Amendments - Amendments – these bylaws may be revised or amended by a two-thirds vote of a quorum of the Trustees of the Board present, provided that the proposed changes are submitted in writing or by email to each Trustee no less than five days in advance of the Board meeting. All amendments to the Articles of Incorporation and these bylaws shall become affective immediately upon adoption.*

*A motion was made to recommend the above-mentioned changes to sections 5.1, 5.1.3, 5.9.2, 6.1 and Article IX of the Bylaws with a formal vote to amend the Bylaws at the next meeting. (M.S.P.: Boessen, Kemper).*

**New Business:** The personnel committee presented the attached Executive Director's Job Description. Nancy Gongaware, VP of Human Resources of Crider Health Center offered to review it and provided IRS guidelines regarding contract positions. The Board previously voted to make this a contact position; however, based on these IRS guidelines, further review is needed to determine if the position can be classed as a "contract" position or if it needs to be an "employee" position. The personnel committee will discuss this further and bring a recommendation to the next board meeting. *A motion was made to rescind the previous decision to classify the Executive Director's position as a contract position and to authorize the personnel committee to complete the job description and make the final decision as to whether the position will be a contract or employee position pursuant to IRS guidelines. (M.S.P.: Behlmann, Lamb.)*

**Executive Director's Report:** Please see committee reports.

**Committee Reports:**

Personnel Committee - The committee has been working on the Executive Director's job description and will still continue to work on the Personnel Handbook. The committee will meet again today and re-evaluate the independent status based on IRS guidelines. The Board can still advertise the position in May and accept applications but indicate that salary is dependent upon qualifications. Interviews can begin in June once the position is fully defined.

Finance Committee: The committee met last week and discussed office equipment needs and purchasing of these items. The committee decided to give the Executive Director the authority to make purchasing decisions up to \$500 without Board approval. Anything over \$500 would have to go through the Finance committee for review before the Board makes final approval of the expenditure. *A motion was made to give the Executive Director the authority to make purchases up to \$500 for typical office expenditures without Finance Committee approval. (M.S.P.: Lamb, Behlmann)*

The Board is on track to disperse approximately \$1.3 million for the initial 15-month contracts (October-December 2007 and the entire year of 2008). The \$1.3 million is estimated after deducting administrative fees, fulfilling existing contracts and setting aside the \$100,000 reserve. Once again, this is a projected budget. The Board can expect partial funding in May and full funding beginning in June. Due to the initial slow startup in receiving funds and because this will be a partial year of funding, Crider Health Center has agreed to accept half of their reimbursement at the end of this year with the remaining balance to be reimbursed in 2008. This reimbursement covers the Executive Director's salary. If the full amount was reimbursed this year, the Board would go over their 5% administration cost.

Selection & Review Committee Meeting: This committee did not meet prior to today's meeting, however, they will meet immediately following this meeting today.

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Billie Lamb had questions regarding her transition into her secretarial duties for the Board. After much discussion it was determined that Kathy Juergens, from Crider Health Center, would be available if necessary to take minutes up to October. By that time, office space and the needed equipment will be available allowing for Billie to transition into this position.

Margie Cappel inquired about requiring the Wellness Center to provide a monthly report. Annie stated that it is customary for agencies to submit quarterly reports and twice a year they must list their goals/objectives and state whether they were met. Melba advised that Jim Wallis, Preferred Family Health, stated that he would provide a monthly report at each meeting, however, he had to leave early this meeting. It was agreed to add the Wellness Center report as an agenda item.

**Comments for the Good:** There were no comments.

The next monthly meeting is scheduled for 8:00 a.m. Wednesday, May 23, 2007 at the Landmark Restaurant.

**Adjournment:** *A motion was made to adjourn the meeting at 9:15 a.m. (M.S.P. Kemper, Barnhill)*