

Winona ORC Industries
Board of Directors Annual Meeting
Minutes of December 2, 2013 5:00PM

Directors Present: Chad Anderson, Kevin O'Reilly , Jim Pomeroy, Dave Adank, Deb McClellan, Maggie Modjeski, Laurel Mohan, Bob Peterson, Bill Reinarts, Steve Volkman, Ron Wenzel, Jim Yenish, Ann Nelson

Directors Absent: Don Schneider

Employees Present: Judie Foster-Lupkin

Guest: Jayne Grupa

1. **Review of Agenda:** Motion made and seconded (Peterson, Pomeroy) to approve the agenda
2. **Review of Minutes:** Minutes should reflect that Kevin O'Reilly gave the Program Management report and Ann Nelson should be noted as absent. Motion made to accept the October minutes as amended and the November 1st e-vote minutes. Motion carried.
3. Annual Meeting:
Nominating Committee & By Laws - Jim Yenish passed out the current Board roster requesting any changes or updates be sent to him. Also noted that Laurel Mohan has notified to let her term lapse. We thank Laurel for her help on the board and look forward to continuing to work with her on the Lewiston-Villa project.

During the Annual Meeting portion of the 12/2/13, we neglected to confirm those individuals whose terms were expiring in November, 2013 for another term.

Individuals effected . . .

- Dave Adank
 - Chad Anderson
 - Maggie Modjeski
 - Jim Yenish
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- Presented the slate of officers noting that the By-Laws (posted on the website) indicate that officers may service 2 consecutive 1 year terms, which means Jim Yenish, President and Ann Nelson, Secretary have completed their term limit. After some discussion, motion made and seconded (O'Reilly, Wenzel) to accept the list of candidates from the nominating committee.
 - President - Jim Yenish
 - Vice President - Steve Volkman
 - Treasurer - Jim Pomeroy
 - Secretary Ann Nelson

Motion made and seconded (Peterson, McClellan) to approve the slate of candidates for office. Motion carried.

Business Code of Conduct and Organizational Governance - Jayne Grupa presented on Board of Governance and the 3 standards (Care, Loyalty, Obedience), Responsibilities of the Board (10 areas), Code of Conduct, Corporate Compliance Plan (7 elements) and Conflict of Interest. Members present were given copies of the Letter of Commitment, Conflict of Interest Policy and the Received Governance Training form.

Committee Meetings - a list of committees and proposed dates was distributed. Committees will meet and approve their dates.

4. **Finance Committee Report:** Chad Anderson reported that the contribution shows \$25,214 compared with budgeted loss of (\$9500). Year to date contribution shows \$234,826. Finance committee did approve the budget that was sent out. Completed the DEED Audit and was approved to move hours over contract from

Community Based Services to the under producing Center Based contract. Modifications may only be done every other year; 2015 would be the next year available to us.

- New bus will cost \$119,000 with \$23,825 as our portion.
- Noted that the DT&H planned expansion did not occur. Judie shared that the needs assessment shows that there is a need for service. The regulations require 40 square feet per person served and there is not enough room at our current building to increase the license. This could be where the Lewiston-Villa property could provide the space.

Motion made and seconded (Adank, Volkman) to approve the financial report. Motion carried

5. **Executive Director's Report:** Judie Foster-Lupkin reported

- Blandin Training was one of the best training programs she has attended in terms of both networking and personal growth
- Task force on Mental Health Services for Winona County held the first meeting today. The next will be in January.
- Looking at merit increases for staff

6. **Committee Reports:** The following committee reports were presented to the Board. The reports are a summary of the topics that were addressed at each meeting. Additional detail and exhibits related to the subject matter can be found in the minutes of each respective meeting located on the secure website.

Personnel – No report this month.

Sales & Business Development – Judie reported we have new work from Fastenal, kits are coming in. Quoted a job for Peerless Chain 720,000 attachment assemblies. The company is out of Amsterdam.

Fund Raising/PR – Deb reported that the Star Light Stroll raised \$12,000. Excellent turnout with 235 runners with 210 finishers Had good feedback.

- Monday is the grant signing for staff training grant with SE Technical
- Dancing with the Stars - Edina Realty is sponsoring WORC. Contributions are appreciated. WORC is purchasing 1 table on New Year's Eve. Let Judie know if you would like to attend.
- A&W - Dec 16th 10% proceeds go to WORC

Program Management – No report this month.

Laundry Update – Judie reported that Winona Health is satisfied with the surgical scrubs washing. They are looking at linens and WH may purchase their own.

- St Anne's - originally signed with Aramark, but has asked for a quote for the kitchen linens.
- Purchased linens from Lewiston-Villa
- Jail report not enough linens. Administrator has approved an ok to purchase more linens. Waiting to hear on that quote.
- Sauer - also reports not enough linens. They also purchased linens from Lewiston-Villa
- Rivers - no word back from Mike Rivers

7. **Old Business:**

- Vertex Software looking to implement the case management portion by march 31 and move accounting by July 1st. Looking at Office 365, a secure system to transfer HIPPA information. Pay by user \$4.50 per month.
- Strategic Planning - Investment Policy - to be address in 2014.
- Reviewed the Strategic Areas of Emphasis survey. After discussion, felt these areas of should be included in the committee strategic plans.
- Lewiston Villa Property - Laurel Mohan presented information on the possible purchase of the property and informal site inspection from Randy Knutson from Kendal Lumber. There is an outstanding mortgage of \$400,000 on the property. Owners would need to provide clear title. Concern about the staff time for maintenance and upkeep of this building in addition to the main facility.

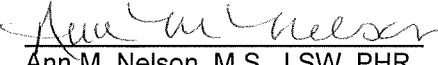
1. Motion made and seconded (Peterson, O'Reilly) to purchase the Lewiston Villa property as is for \$30,000; giving the ad hoc committee permission to negotiate additional time for a Phase II Environmental Inspection and leaving the final purchase decision up to the committee. Motion carried

2. Motion made and seconded (Peterson, Pomeroy) to re-evaluate the business viability of continuing services at the Lewiston-Villa facility after 6 months (July 2014).

8. New Business

9. **Adjourn:** Motion made and seconded (Reinarts, Wenzel) to adjourn. Motion carried.

Respectfully Submitted,


Ann M. Nelson, M.S., LSW, PHR
Secretary