

Winona ORC Industries
Board of Directors
Minutes of November 3, 2012 5:05PM

Directors Present: Jim Yenish, Dave Adank, Bob Peterson, Don Schneider, Ann Nelson, Chad Anderson, Ron Wenzel, Maggi Modjeski

Directors Absent: Laurel Mohan, Kevin O'Reilly, Jim Pomeroy

Guests: Blaine Krogh

Employees Present: Jayne Grupa for Business Code of Conduct

Absent: Judie Foster-Lupkin

1. **Review of Agenda:** Motion made and seconded (Peterson, Wenzel) to approve the agenda with addition of 2013 Budget under Finance Committee and 2012 Performance Bonus under New Business. Motion carried.
2. **Review of Minutes:** Motion made (Schneider - Peterson) to accept the minutes as presented. Motion carried.
3. **Annual Meeting**
Business Code of Conduct – 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. Each member signed the Letter of Commitment, Conflict of Interest Policy and the Received Governance Training form.
4. **Finance Committee Report:** Chad Anderson reported that October was a good month with a \$40,000 contribution making a \$130,000 year to date profit. Some concern about November and December due to limited working days, Holidays and moving into a historically slow time of year.
Motion made and seconded (Peterson- Wenzel) to accept the Financial Committee Report.
Motion carried.

2013 Budget – Michael presented to the Finance Committee. In large part the budget excludes the laundry project since there are too many unknowns. Projected \$3.1M in Revenue vs. \$2.9M in 2012. Expecting strong sales from Riverside, Behrens, and Winona County. Budget does include the cost of purchasing the Vertex software. Anticipate worker wages will be up 3%. Project a net profit of \$9873 for 2013.
Motion made and seconded (Modjeski - Schneider) to accept the 2013 Budget as presented.
Motion carried.
5. **Executive Director's Report:** Jim Yenish reported in Judie's absence.
Wine & Cheese celebration with donors set for this Wednesday Dec. 5th at Signatures.
Reviewed Succession Plan – we are now following the Temporary Unplanned Absence of 30 days or less. Went over the 9 functions.
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 – Don Schneider reported that we continue at an excellent safety modification level.

Sales & Business Development – Bob Peterson reported

- **Shredding** - close to capacity
- **Fastenal** – increasing work to 15 clients and 2 Job Coaches

- **Mittens** – sales are 20% behind last year. Lacking material for colors. Plan to attend trade show in March. Identifying which shows are worth our time. Ron, Dave, Judie and Bernie Brenner met to discuss marketing strategies for mittens.

Fund Raising/PR – Chad Anderson reported.

- Planning the 5K Run Fundraiser for November 2013. Limited costs are involved.
- Grants – will be increasing efforts. Budget line item is \$50,000 in 2013 (compared with \$15,000 in 2012).

Program Management – No report.

Laundry Update – Bob Peterson Reported

- Meeting on Fridays at noon.
- Expect the site requirements to be ready by mid-January. Have 3 preferred contractors. Estimate a March start date for remodeling
- Starting to contact prospective customers for commitments
- Concerns about how to track linens. Other facilities track by batch & bill by weight. Need a process flow plan.
- For purchases the committee will work within the guidelines of purchasing capital goods. Others requests will go to the full board (this may include e-mail notification).

Maggie left the meeting at this time but recommended 2 people as possible Board candidates.

7. Old Business

- Vertex Software – Discussed the legal review and competitive alternative. Motion (Peterson – Wenzel) made and seconded to move forward with the Vertex contract that was presented at the 10/22/12 board meeting.
- CARF Requirements – Jim Yenish discussed 6.2, 6.3, 6.6 and 6.8. Motion made by (Schneider-Peterson) to acknowledge responsibility to address these CARF requirements and to defer action to the 1st quarter of 2013. Motion carried.
- Board of Director position opening – Interested in people to fill positions in Fundraising, Manufacturing, Parent Rep, and/or Programs
Ann will talk with one of Maggie's recommendations for the board position and the other as a Fundraising Committee member. Other suggestions should be sent to Jim Yenish.

8. New Business

2012 Performance Bonus – Jim Yenish led the discussion. The board would like the Executive Committee to propose goals with the Executive Director, but leave the final approval of ED wages to the full board.

Motion (Schneider-Adank) to accept the Executive Director's review, bonus & salary compensation. Motion carried.

9. Adjourn: Motion made and seconded (Peterson-Wenzel) to adjourn. Motion carried.

Respectfully Submitted,



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