

**Winona ORC Industries
Board of Directors Annual Meeting
Minutes of December 1, 2014 5:00PM**

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

Directors Absent: Kevin O'Reilly

Employees Present: Jayne Grupa

1. **Review of Agenda:** Motion made and seconded (Modjeski, Adank) to approve the agenda. Motion carried.
2. **Review of Minutes:** Motion made and seconded (Wenzel, Volkman) to accept the October minutes. Motion carried.
3. Annual Meeting:
Nominating Committee - Officers/New Board Member - Jim Yenish passed out the current Board roster requesting any changes or updates be sent to him.
Presented the slate of officers for consideration.
 - President – Steve Volkman
 - Vice President – Bob Peterson
 - Treasurer - Jim Pomeroy
 - Secretary – Maggie Modjeski
 - New Board Nominee – Matt Semling

Kevin O'Reilly agreed to stay on the board for his 3rd 3 year term.

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

Current Board Members – Terms, Committee Assignments - Reviewed the Roster and By Laws.

Review of By-Laws – discussed.

Business Code of Conduct and Organizational Governance - Jayne Grupa presented.

- Executive Officer Succession Plan –executed two times over the last year and worked well. The job description has been updated.
 - Risk Management Plan – reviewed in March 2012. Jane will sent out policy for review at next month's meeting
 - Corporate Compliance Officer – motion made and seconded (Adank – Wenzel) to reaffirm Jane Grupa as corporate compliance officer.
 - Membership Criteria & Diversity Policy – members may not have undo influence by management staff. Jane to send out policy for review
 - Board Self-Assessment Questionnaire – due December 15th.
4. **Finance Committee Report:** Jim Pomeroy reported that the financial statement shows \$18,700 net profit compared with a projected budget loss. Year to date contribution shows \$64,300 compared with a budget loss.
 - Lewiston Villa property taxes have decreased by 50% due to the devaluation of the property. Estimating expenses at \$50,000 for 2015
 - Received a \$7500 Excel Energy Grant
 - Accounts Receivable Agency Cycle is greater than 90 days and getting slower. Similar experience occurring with state payment to the county.
 - 2015 Operating budget is conservative for the year.

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

5. **Executive Director's Report:** Jane Grupka reported
 - Chicken Chain – waiting on approval. Gave last proposal last Tuesday to Amsterdam (have se the stage to re-evaluate the price this summer). There will be a break between laundry startup and chicken chain production. Peerless will be providing some equipment.
 - DT&H Administrator – discrepancy with state license indicated could serve 12 clients, but should have been 42. The state has approved the need determination for 36 clients on site.
 - Vertex – moving forward. Still on track to implement on the January 1st, 2015 payroll.

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 Vulnerable Adult (VA) Reported with staff. Some staff resignations and some new hires. Helen Nordby will be taking over April's duties. Need to hire a Production Supervisor, Job coach and Driver.

- Workers Comp – employee had rotator cuff surgery.
- Rich Anthony – has a low pressure boiler license and checks the Villa every 48 hours.
- Positive Behavior Intervention training – being arranged. This is required for DT&H 245D.
- December 13th is the blowout mitten sale
- Reviewing 403B retirement plan

Sales & Business Development – Bob Peterson reported. Community Based crews had some issues with cleaning underneath equipment and chairs. This is being addressed.

- Production – sales have been strong and steady.
- Shredding – smaller site shut down (3 clients)
- Mats – asked staff to present recommendations at January meeting on what to do about the mat business. May need capital to make it work.

Fund Raising/PR – Maggie Modjeski reported the 2014 Starlight Stroll raised \$10,600. For 2015, we are in the Mississippi Medley. Want to do more promoting to disability groups.

Program Management – Steve Volkman reported that 3 VAs reported (client to client and client to family) Discussed the Olmsted Plan and how it may effect WORC. Will need more discussion about this.

Laundry Update – Laundry – linens for Winona Health are in. (1 Par = 1 day). Organization will be key to avoiding weekend work. Have 2 days of stock (1 working on and 1 ready to deliver)

7. **Old Business:**

- Executive Director Search Efforts – Heidi Smith will be starting January 5th. Jim Yenish, Steve and Kevin will put a list of key people in the community that Heidi should meet. Please welcome Heidi on the 5th. Heidi will be traveling back to Iowa for graduate school program which ends in February.
- Lewiston Villa Investment – No update. Directed Nick Edstrom to approach parties to give us an offer. No response.
Motion made and seconded (Peterson – Modjeski) to give Grupa, Volkman and Yenish the authority to establish a new price and new representatives. Motion carried.

8. **New Business**

Evolution of Human Services in MN and WORC's role – material provided to all members. This model empowers individuals to make decisions about their provider and care. How does WORC fit into this model?


There will need to be a lot of work and research to determine our path. There are 7 broad section areas.

- Part of the plan would cap enrollment for subminimum wage non-integrated programs.
- Need to look at alternative ways to deliver services.
- Program participants should earn wages and benefits of those working in similar jobs in an integrated competitive employment environment.
- 16-21 year olds – should exhaust other services before being referred to a center.
- Will have 5 years to come into compliance for waiver services

Request Board Members to review the materials and be prepared for discussion at January meeting and beyond.

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

Respectfully Submitted,



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