

Winona ORC Industries
Board of Director's Meeting
Minutes, December 10, 2018

Board members in attendance: John Miles, Chair; Judy Herdina, Deb McClellan, Bob Peterson, Bill Reinhart, Connie Tropple, Jim Virchota, Marie Kovecsi, Secretary

Board members absent: Gale Lanning, Ellen Smith, Ron Wenzel

Others in attendance: Heidi Smith, Executive Director; Blaine Krough, Board Advisor

1. Board meeting was called to order at 4:30 p.m.

A. Approval of agenda: Add to New Business-- 401k electronic vote, Chamber of Commerce Network Night

Motion: Jim Virchota

Second: Bill Reinhart

2. Review and approval of minutes from October 29, 2108

A. Motion: Jim Virchota

Second: Bill Reinhart

3. Finance Committee Report by Jim Virchota Preliminary budget for 2019 shows profit (\$2900). Finance Committee Report approved by Bill Reinhart, second by Judy Herdina.

2019 Budget approved by Bill Reinhart, second by Jim Virchota.

4. New Business

A. Approval of Executive Committee for 2019:

John Milek, Chair; Jim Virchota, Finance Committee Chair;
Connie Tropple, Treasurer; Marie Kovecsi, Secretary.

B. Reaffirm Compliance Officer: Linda Digby, Human Resources Director

Discussion: Linda Digny is currently our compliance Officer. Her duties are to oversee State CARF compliance, maintain a dedicated phone extension for out-side complaints and review Board compliance policies.

Approved, Jim Virchota Second: Bill Reinhart

C-D. Business Code of Conduct Form: Conflict of Interest Policy passed out, Board members read, sign and turn in at end of meeting.

E-F. Board letter of commitment and Board governance training update.

These were included in the packet passed out.

G. Approval of 401k match and resolution.

Approved by Bob Peterson, second by Judy Herdina.

5. Executive Director Report

A. March 14, 2019, Winona Chamber of Commerce, Network Night
to be held at ORC. Board members can help, sign up sheet to be sent out,

Committee to be formed and discuss at future Board Meeting.
Hold this date-- tours and hand-shaking, etc.

B. Agenda for meetings in 2019: No meetings in May, July, November;
4th Monday for Jan, Feb, March and April (Jan 28th, Feb 25th, Mar 25th, Apr 22)
June 3rd, 4th Monday for Aug, Sep, Oct (Aug 26th, Sep 23rd, Oct 28th)
Annual Meeting, Dec ???
Board meetings at 4:30, Finance Committee at 4:00 all at ORC

C. Discussion of 2018 Budget Process-- difficult year. Looking forward to a smoother 2019. Audits "look good".

D. Re-validation from MN/DHS, verbal approval, expect confirmation soon.
This allows QORC to continue to provide services at this location for 5 years.

E. Currently involved in employee evaluations and employees can earn raises in mid-year, 2019.

F. Mitten Sale proceeds almost \$6000. Discussion of options for future sales.
Inventory estimated at less than 1000 mittens, some sizes have few choices.
Discussion to possibly include in the Knitcraft sale or donate to Warming Shelter.

G. Re-organization of ORC staff discussion. Feels it is too director-heavy.
Could use Managers (lead people in each Department) instead of Directors.
Initial discussion only. More to follow.

H. Question regarding possible legal recourse from Vertex (Software).
Short answer, NO. But new software working well.

6. Old Business:

A. RE-Affirmation of Board Electronic Vote (Nov) on Annual Report Form.
Form goes with Annual Report, Financial Statement, 2017- 990 Report.

B. Return evaluation forms to John Milek.

C. Discussion of Board replacement (for Gail Lanning). Suggestions to John Milek
Heidi Smith. Suggestions: get referrals from Gail, someone in Education.

7. Board meeting adjourned at 5:30. Motion by Judy Herdina.

Next meeting: January 28th at 4:30 at ORC.

Respectfully Submitted,



Marie Kovacs, Secretary