

**MINUTES
NORTHWEST SERVICE COOPERATIVE
DISTRICT #928
THE ANNUAL REORGANIZATIONAL MEETING &
BOARD OF DIRECTORS MEETING
TUESDAY, JANUARY 22, 2019**

CALL TO ORDER BY JAMES DEVRIES – 5:00 p.m.

ATTENDANCE

BOARD: Jason Carlson, Jon Carlson, Kathy Carlson, Jim Christianson, James DeVries, Sally Roller, Shawn Rominski, Chris Melbye and Ann Long Voelkner.

SUPERINTENDENT ADVISORS (EX-OFFICIO): Jim Guetter & Galen Clow.

STAFF IN ATTENDANCE: Bruce Jensen, Jaci Jorde and Kirsten Fuglseth.

VISITORS: Dan Weir

~~ANNUAL ORGANIZATIONAL BOARD OF DIRECTORS MEETING~~

CALLING FOR THE NOMINATION OF THE 2019 BOARD OFFICERS

JAMES DEVRIES WAS NOMINATED BY JASON CARLSON FOR THE OFFICE OF PRESIDENT. No other nominations were made.

Motion by Jon Carlson to cast a unanimous ballot and second by Shawn Rominski. Vote u/c

THE 2019 PRESIDING OFFICER CONDUCTED THE REMAINDER OF THE ORGANIZATIONAL AND REGULAR GOVERNING BOARD MEETING – 5:01 p.m.

JASON CARLSON WAS NOMINATED BY SHAWN ROMINSKI FOR THE OFFICE OF VICE PRESIDENT. No other nominations were made.

ANN LONG VOELKNER WAS NOMINATED BY JON CARLSON FOR THE OFFICE OF CLERK. No other nominations were made.

JON CARLSON WAS NOMINATED BY SHAWN ROMINSKI FOR THE OFFICE OF TREASURER. No other nominations were made.

APPROVE THE 2019 ELECTION OF THE GOVERNING BOARD OFFICES OF VICE PRESIDENT, CLERK AND TREASURER.

Motion by Kathy Carlson and second by Chris Melbye. Vote u/c

SETTING THE 2019 REGULAR MONTHLY MEETING DATE, LOCATION AND TIME - The meetings are scheduled for 5:00 p.m. on the fourth Tuesday of each month (no meetings in December & July) at the NWSC Conference Room located in Thief River Falls, MN.

Motion by Jason Carlson and second by Jim Christianson. Vote u/c

APPROVE THE GOVERNING BOARD COMPENSATION FOR 2019 AS FOLLOWS - This compensation schedule covers attendance at the monthly board meetings, along with all committee and special meetings authorized by the Board within the NWSC Regions I & II. (Note: The per meeting compensation will be based on round trip mileage to and from board members residence. Attendance by regular board meeting by phone or electronic means will be at the base rate of \$110. No voting or nominating by phone. All other conference calls outside of board meetings at the start rate of \$55.)

0 to 25 miles	\$110	76 to 100 miles	\$140
26 to 50 miles	\$120	101 to 125 miles	\$150
51 to 75 miles	\$130	126 or greater	\$160

Meetings and conferences outside of the NWSC Regions I & II will be compensated \$160.00 per day. Board and Ex-Officio members are also eligible for the current IRS mileage rates and travel expenses in addition to the per day/meeting compensation.

Motion by Jon Carlson and second by Shawn Rominski. Vote u/c

NAMING 2019 OFFICIAL DEPOSITORIES

To hereby authorize the following as the 2019 official Northwest Service Cooperative depositories; Wells Fargo Banks NA of Thief River Falls, Mankato and Minneapolis, Minnesota and San Francisco, CA. Bremer Bank and Bremer Investment Management & Trust and any other United States Banking Institution insured with FDIC coverage provided deposits do not exceed the legal limits at any time. The Wells Fargo Banks NA are authorized to exceed these FDIC limits provided current Certificates of Collateral are on file with said institutions.

Motion by Jason Carlson and second by Kathy Carlson. Vote u/c

APPROVE NAMING THE FOLLOWING FOR THE 2019 NWSC GOVERNING BOARD COMMITTEE ASSIGNMENTS:

PERSONNEL COMMITTEE: **S. Rominski/A. Voelkner/J. DeVries/C. Melbye**

POLICY & BY-LAW COMMITTEE: **K. Carlson/C. Melbye/S. Rominski**

RISK MANAGEMENT COMMITTEE: **J. Christianson/A. Voelkner/J. DeVries**

PLANT & EQUIPMENT COMMITTEE: **J. DeVries/S. Roller/Jason Carlson**

PROGRAMS & SERVICE COMMITTEE **J. DeVries/S. Roller/A. Voelkner**

FINANCE/AUDIT & GOVERNMENTAL RELATIONS: **Jason Carlson./J. DeVries/Jon Carlson**

AD HOC COMMITTEES *{Named by the President/Chair as needed}*

Motion by Shawn Rominski and second by Sally Roller. Vote u/c

AUTHORIZE EXECUTIVE DIRECTOR TO PERFORM FINANCIAL TRANSACTIONS ON BEHALF OF THE NWSC

BE IT RESOLVED: The Governing Board hereby authorizes the Executive Director and Administrative Staff to cause the use of Facsimile Signatures of the officers on the NWSC agency checks after proper Governing Board authorization approving the payments of said claims or services and the authorization to invest temporary excess cash funds in interest generating investments that conform with the terms of this meeting's financial depository authorization.

Motion by Jason Carlson and second by Jim Christianson. Vote u/c

AUTHORIZE THE EXECUTIVE DIRECTOR TO EMPLOY DAY AND SPECIALIZED LABOR AS NEEDED

BACKGROUND: Occasionally used in situations like grass mowing, a clerical or van driver substitute, etc. To approve the Executive Director to employ occasional temporary help as needed and if within the budget limitations of this agency.

Motion by Jim Christianson and second by Kathy Carlson. Vote u/c

AUTHORIZE THE EXECUTIVE DIRECTOR AND THE FISCAL AUDITOR TO MAKE YEAR-END TRANSFERS TO ELIMINATE ANY OPERATING FUND DEFICIENCIES

BACKGROUND: The General Fund is currently responsible for all NWSC funds and any transfers would be temporary (due to and due from) until formally approved by the board.

Motion by Ann Long Voelkner and second by Shawn Rominski. Vote u/c

AUTHORIZE ANN LONG VOELKNER AND SALLY ROLLER TO REPRESENT THE NWSC on the Minnesota Service Cooperatives (MSC) Governing Board for 2019

There are two meetings per year, held at the MSC and MSBA annual conferences.

Motion by Shawn Rominski and second by Jason Carlson. Vote u/c

AUTHORIZE JIM DEVRIES AND SHAWN ROMINSKI AS AN ALTERNATE TO REPRESENT THE COOPERATIVE PURCHASING CONNECTION BOARD for 2019

There are two meetings per year, held at the MSC and MSBA annual conferences.

Motion by Jon Carlson and second by Sally Roller. Vote u/c

AUTHORIZE JASON CARLSON AND SHAWN ROMINSKI AS AN ALTERNATE TO REPRESENT THE MN HEALTHCARE CONSORTIUM (MHC) BOARD FOR 2019

Motion by Jim Christianson and second by Kathy Carlson. Vote u/c

APPROVE THE THIEF RIVER FALLS TIMES AS THE OFFICIAL NEWSPAPER for the NWSC bid notices and include all legal publications as required by MN Statute

Motion by Ann Long Voelkner and second by Shawn Rominski. Vote u/c

END OF THE ANNUAL ORGANIZATIONAL PORTION OF THIS MEETING

**MINUTES
NORTHWEST SERVICE COOPERATIVE
DISTRICT #928
TUESDAY, JANUARY 22, 2019**

BOARD OF DIRECTORS REGULAR BOARD MEETING

CALL TO ORDER BY JAMES DEVRIES – 5:15 p.m.

ACTION ITEMS:

APPROVE THE AGENDA as amended.

Motion by Jason Carlson and second by Sally Roller to adopt the agenda.

Vote u/c

APPROVE THE NOVEMBER 27, 2018 BOARD MEETING MINUTES as reviewed and presented at the meeting.

Motion by Ann Long Voelkner and second by Shawn Rominski. Vote u/c

APPROVE THE NOVEMBER 20, 2018 THROUGH JANUARY 16, 2019 REGULAR BILLS in the amount of \$580,280.81.

Motion by Shawn Rominski and second by Jim Christianson. Vote u/c

Presentation: Luke Evenson, Eide Bailley ~ Reviewed the F.Y. 2018 Audit

APPROVE FY 2018 AUDIT.

Motion by Jason Carlson and second by Ann Long Voelkner. Vote u/c

APPROVE THE ADDITION OF PARK RAPIDS and NEVIS to the NWSC Adult Education consortium in F.Y. 2020.

Motion by Jason Carlson and second by Ann Long Voelkner. Vote u/c

Presentation: Dan Weir, Insurance/Risk Management Consultant ~ Insurance Updates

APPROVE THE 2017-18 SCHOOL POOL SETTLEMENT. Includes transfers of: \$1,618,253.76 to BC/BS from NWSC minimum premium account held by EBIS, \$893,509.64 to BC/BS from MHC and \$1,295,551.24 to MHC from NWSC to fund the RSR at 100%.

Motion by Jason Carlson and second by Shawn Rominski. Vote u/c

APPROVE CHANGING THE SCHOOL POOL CREDIT/REFUND POLICY. The policy states that if the School Pool's RSR is not fully funded (100%) at the time of the annual settlement, credits (formerly refunds) will not be given to pool members that are eligible for such.

Motion by Jim Christianson and second by Jon Carlson. Vote u/c

APPROVE GALEN CLOW'S APPOINTMENT as Ex-Officio Board Member. The term will end on December 31, 2022.

Motion by Shawn Rominski and second by Chris Melbye. Vote u/c

ITEMS FOR INFORMATION:

- Finance/Budget report was presented by the Business Manager
- Cooperative Purchasing Connection updates

Adjourned.

RESPECTFULLY SUBMITTED:

Clerk
NW Service Cooperative – District #928
Date: _____

APPROVED BY: _____

President

Vice President

Treasurer

Date: _____

Next Meeting: February 26, 2019