

ELDERBRIDGE ALLIANCE BOARD

Meeting Minutes

Elderbridge Agency on Aging

Algona, Iowa

July 6, 2016, 10:30 a.m.

0.0 Call to Order

The meeting was called to order by Dan Janssen, President at 10:36 a.m.

0.1 Introduction of Board members, staff and visitors.

President Janssen, called for introductions of visitors and staff. Staff members present: Sherri Boedeker, Finance Director and Amy Simpson, Administrative Assistant was present.

0.2 Roll Call

Dan Janssen	P	David Woodcock	P
Phil Garland	Ph	Steve Kruse	Ex
Mary Jeann Batham, Ex-officio	P		

0.3 Items added to the Board Agenda by Board Members and Agency Staff

No new items were added to the agenda.

0.4 Adopt Agenda

President Janssen called for a motion to adopt the July 6, 2016, agenda. It was moved by David Woodcock and seconded by Phil Garland that the agenda be adopted. On roll call the vote was as follows:

Aye: all (the motion was declared carried.)

1.0 Board Affairs

1.1 Approval of January 20, 2016, Board Meeting Minutes

President Janssen called for approval of the January 20, 2016, Board Meeting minutes. It was moved by David Woodcock and seconded by Dan Janssen that the January 20, 2016, meeting minutes be approved. On roll call the vote was as follows:

Aye: all (the motion was declared carried.)

1.2 Discussion and Approval of Elderbridge Alliance Bylaws

That changes from January 20, 2016, meeting have been incorporated into the bylaws. Further changes are needed.

- The bottom of page two under Special Meetings there is a misspelled word. Should be person or persons not personal.
- Page three, Section 3.6, second to last line it should state "entitled to vote".

- Page five, Section 4.5 under President. The word “meeting” should be a plural.
- Page six, under Committee, misspelled word at the end of the first line.
- Page seven, at the top of the page. There is duplicate wording,

President Janssen called for a motion to accept the bylaws with the additional changes. It was moved by Phil Garland and seconded by David Woodcock. On roll call the vote was as follows:

Aye: all (the motion was declared carried.)

1.3 Conflict of Interest Policy

The Conflict of Interest policy is currently part of the IRS Form 1023. It needs to be a standalone policy. President Janssen called for a motion to adopt the Conflict of Interest policy. It was moved by Dan Janssen and seconded by David Woodcock that the Conflict of Interest policy be accepted. On roll call the vote was as follows:

Aye: all (the motion was declared carried.)

1.4 Approval of IRS Form 1023

The following items were noted for change and discussion:

- Page 2, Part II, question 4b. No response to question. Attorney needs to answer question.
- Part V, should Shelly Sindt and Donell Doering be listed? How does Elderbridge Alliance exist or function? How Does Elderbridge Alliance fit into the Elderbridge structure and who will run the business?
- Page three, 2 a and b, follow up as to why Shelly Sindt and Donell Doering are listed as officers, directors or trustees. Is there a relationship problem between our Board and Shelly Sindt and Donell Doering if they are not attached to Elderbridge Alliance? Need clarification.
- Bottom of page three, number 4, talks about establishing compensation for officers, directors and trustees. Do we need to answer those questions?
- Bottom of page four, 9a, it was answered yes. Conflict of Interest policy interrupts the flow of the document. It should be attached. Agreement of Services was inserted in middle of document also, and should be attached.
- A flowchart of the organization would be beneficial. Make separate affidavit statements for the Board of Directors to sign the Agreement of Services.
- Top of page six, will Elderbridge undertake fundraising is listed as “no.” Isn’t it the intent to come up with funds as a 501(c)(3)? Finance Director Boedeker stated that revenue would be from clients and not fundraising. Have attorney look at this because we may not want to rule out fundraising in the future. Grants could become available.
- On page six, question 6 and 7 are not answered. Have those been missed? Need to double check.

- Page nine, Part IX, Financial Data, can we list July of 15 to June of 16 of this year? We need to shift forward to the current year.
- Page 19, Section II, questions 6 and 7 may not need to be answered and may eliminate the attachment on the backside of page.
- The Agreement of Services references Schedule A that has a fee structure. It is not attached to the Agreement of Services. Need to approve the fee structure when it is created.

President Janssen suggested that for approval of the IRS Form 1023 the Board could do email approval after questions have been answered by the attorney. Approval of the IRS Form 1023 will not be voted upon at this time.

1.5 Approval of Agreement for Services between Elderbridge and Elderbridge Alliance

It was moved by David Woodcock and seconded by Phil Garland that the Agreement of Services be approved. On roll call the vote was as follows:

Aye: all (the motion was declared carried.)

1.6 Start-up Costs

Finance Director Boedeker indicated that the Elderbridge Board has approved \$10,000 for start-up costs and is in a liability account. It is suggested that the loan be processed and Elderbridge Alliance will pay back the advance once Elderbridge Alliance is up and running.

1.7 5th Board Member

There is a need for a 5th Board Member as per the bylaws. David Woodcock asked that it be added to the agenda for the next Elderbridge Alliance meeting.

2.0 Adjournment

There being no further business before the Board, it was moved by David Woodcock and seconded by Dan Janssen that the meeting be adjourned at 11:30 a.m.