



## Board of Directors Meeting Minutes December 9, 2019

Approved 1.13.20

### I. **Welcome** - Lisa Krystosek

#### A. Meeting call to order

Lisa called the meeting to order at 8:05 pm CT. Marian was excused due to a client emergency.

#### B. Roll Call

Board members present were Lisa, Beth, Jeff, Misty, Ric, and Wanda.  
Executives present: None (per board request)

### II. **New business** - Lisa Krystosek

#### A. Review and Vote - minutes from November 2019 Board Meeting

After brief discussion, Ric moved and Jeff seconded the motion to approve the November 11, 2019 board meeting minutes. The motion carried unanimously.

### III. **Committee Reports**

#### A. Governance Committee - Marian Heyink

##### 1. CEO Evaluation:

a) Review Job Description (moved to January when Marian can lead the discussion)

b) Discuss and Complete CEO Evaluation Form

The board reviewed Lynn's self-evaluation step-by-step. The board discussed the scores she had given herself for each section by reviewing each criteria. We discussed the need for the board to see a clear return on our investments with concrete factual examples for strengths and challenges in the document, as well as an improvement plan for low scores. There was much discussion. It was determined that each of us would separately evaluate and score each criteria in a process that will be formalized and consistent. Due to the important nature of the CEO evaluation, it was determined that the board would meet again in one week to formally complete the evaluation.

Ric moved and Wanda seconded the motion that all board members have their scores for Lynn's self-evaluation to Lisa by COB Friday December 13. Lisa would compile all, and the board will meet again Monday December 16 at 6 pm PT, 7 pm MT, 8 pm CT, and 9 pm ET. Wanda will send out the Zoom invitation.

2. Provide Board Member Self-Assessment and Evaluation tools (moved to January when Marian can lead the discussion)

3. Conflict of interest policy updates (electronic format) (Moved to January when Marian can lead the discussion)

## B. Finance Committee - Jeff Moore

### 1. Vote 3<sup>rd</sup> Quarter Financials

It was determined that we had already voted to approve the 3<sup>rd</sup> quarter financials at the November 2019 meeting. The board then briefly discussed financials and the future outlook for Eagala, including endowments. There are positive and negative impacts from endowments. Beth mentioned the Nonprofit Quarterly Journal article she read about endowments. There are usually conditions attached to how and in what ways the funds can be spent, and for what. This can constrict the dollars that can be spent administratively for special needs and/or when emergencies occur.

Jeff discussed the Farmers Task Force, Farm Aid, Farm Credit Council, the Farm Bureau and their partnership, including plans to potentially train loan officers to identify mental health needs in farmers applying for loans. A brief discussion followed.

### 2. Review draft 2020 budget. Dropbox link to draft budget: [\(Dropbox link removed for minutes\)](#)

The board decided to move the vote to approve the 2020 budget to the January 2020 board meeting. The board discussed in detail the budget and categories for income and expenses, but also attempted to clarify the budget process itself.

## IV. Discuss Executive Officer Report - Lynn Thomas to provide report via email

The board reviewed Lynn's emailed report. After the discussion below (other business), board members looked for comments from Lynn specifically about the decision to add a provisional military services designation option in her report. Based on the email received by Ric's program, the idea was to increase numbers of programs that could be funded by the VA grant. Due to the fiscal implications and impact of that decision, the board spent time comparing Lynn's bullet point on the addition of the provisional designation to the more detailed email from the VA grant manager's message. The board thought it would be best practice to involve the board in that discussion. The board wants to be advised when such a large funding stream may be in jeopardy, what decisions are being made, and what progress has or has not been made to spend those funds. The opportunity this example provides for increased trainings was also discussed.

## V. Other Business - Full Board

Ric shared an email his program received from the VA grant manager about the need to open access to the grant funding in order for Eagala to spend the funds. It was decided by management to create an Eagala Military Services Provisional Designation. This was an important surprise to the board, and was an excellent example of the board needing more effective communication from the CEO on issues such as this one - issues that impact the fiscal soundness of Eagala, as well as critical decisions that impact membership and training – two of Eagala's strategic goals.

**VI. Adjourn – Full Board**

Beth moved and Ric seconded the motion to adjourn the meeting at 10:50 pm CT. The motion carried unanimously.

<b>December 2019 Eagala Board Committee Calendar Action Items (To report during January 2020 Full Board Meeting)</b>	
<b>Finance Committee</b>	<b>Governance Committee</b>
Prepare final budget report to submit to board for approval.	Review Governance Committee Calendar.
Review Finance Committee Calendar.	Review Governance Responsibilities.
Review Finance Committee Responsibilities.	Collect Board Self-assessment and Evaluation Reviews.
	Plan board education/development topics for next year.
<b>Link to Eagala Board Calendar: <a href="https://www.dropbox.com/sh/2n079glo1zftjb1/AAD-rb8apOVxldN67Qwarpgoa?dl=0">https://www.dropbox.com/sh/2n079glo1zftjb1/AAD-rb8apOVxldN67Qwarpgoa?dl=0</a></b>	

**Next Board of Directors Meeting:  
Monday, January 13, 2020 @ 6pm PT; 7pm MT; 8PM CT; 9PM ET**

Minutes respectfully submitted,

*Wanda Whittlesey-Jerome*

Eagala Secretary of the Board, 2019 – 2020