



Cornell University
 Cooperative Extension
 Oneida County

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January 26, 2017 Organizational Meeting Minutes

Date: January 26, 2016

Meeting Time: 6:00

Board Member Attendance:

	Count	Board Member	Position	Term	Expiration
	1	Debbie Finn	President/ Dairy/4H	2	6/30/2017
	2	Paul Sears	Vice President/ MG / STEM	2	12/31/2018
	3	John Brouillette	Treasurer / Ag	1	12/31/2017
	4	Natalie Zumpano	Secretary / Child Care	1	12/31/2017
	5	Jackie Lastowski	At-Large / 4H / Finance	1	12/31/2019
X	6	Michael Laucello	At-Large / Legal	2	12/31/2018
	7	Jacob Schieferstine	At-Large/ Ag / Farm Bureau	1	12/31/2018
X	8	Sue Hrim	At-Large/ Mgmt. & Marketing	2	12/31/2018
	9	Dawn Richardson	At-Large / AG	1	07/31/2018
X	10	Regina Bonacci	At-Large/Comm. Development	1	07/31/2017
	11	Rosanne Loparco	At-Large / MG / HR	1	12/31/2017
	12	Peter Zawko	At-Large/Economic Development	1	12/31/2019
	Appointed	George Joseph	Legislative Rep.	N/A	N/A
	Appointed	Danielle Hautaniemi	State Extension Specialist	N/A	N/A

2017 Board Schedule

Date	Description
January 5	Board Meeting
January 26	Reorganization Board Meeting
February 23	Committee Meetings
March 23	Board Meeting
April 27	Committee Meetings
May 25	Board Meeting
June 22	Committee Meetings
July 27	Board Meeting
August	No Meeting Scheduled
September 28	Board Meeting
October 26	Committee Meeting
November 30	Annual Meeting
December	No Meeting Scheduled

Staff/Community Attendance

1	Mary Beth McEwen	Executive Director	CCE
2	Donna Gatto	Finance Manager	CCE
3	Terri Harrison	Administrative Assistant	CCE
4	Marty Broccoli	AED	CCE

Call to Order: (6:10 p.m.)

Motion to approve the 2017 Cornell Cooperative Extension Board of Directors meeting dates:

Vote:

Motioned by: George Joseph

Seconded by: Rosanne Loparco

Discussion: No discussion

Motion Carried: Unanimous

Staff / Board Presentations:

Marty Broccoli - Agriculture Economic Development Specialist presented to the Board. He reviewed the progression of the update to the Oneida County Farmland Protection Plan. A draft will be distributed to the Board for review. The Plan is in the final stages of completion. This is the ten-year plan for Oneida County. CCE will host a meeting with Blue Apron and area farmers on February 15, 2017. CCE OC worked to develop the relationship between Up State New York Growers and Packers, Delft Blue and Blue Apron. This has resulted in some very lucrative contracts.

Debbie Finn - Thank you to Mary Beth for accepting the Executive Director position.

Approval of Meeting Minutes:

Motion to approve September 22, 2016 meeting minutes.

Vote:

Motioned by: Jacob Schieferstine

Seconded by: Rosanne Loparco

Discussion: No discussion

Motion Carried: Carried, two abstention (Peter Zawko & Jackie Lastowski) because they were not on the Board of Directors at that time.

Motion to approve September 27, 2016 meeting minutes.

Vote:

Motioned by: Natalie Zumpano

Seconded by: Rosanne Loparco

Discussion: No discussion

Motion Carried: Carried, two abstention (Peter Zawko & Jackie Lastowski) because they were not on the Board of Directors at that time.

Motion to approve November Annual Meeting Minutes for the meeting prior to the formal agenda.

Vote:

Motioned by: Rosanne Loparco

Seconded by: Jacob Schieferstine

Discussion: No discussion

Motion Carried: Carried, two abstention (Peter Zawko & Jackie Lastowski) because they were not on the Board of Directors at that time.

Motion to approve November Annual Meeting Minutes for the formal meeting agenda.

Vote:

Motioned by: Rosanne Loparco

Seconded by: John Brouillette

Discussion: No discussion

Motion Carried: Carried, two abstention (Peter Zawko & Jackie Lastowski) because they were not on the Board of Directors at that time.

Motion to approve January 5, 2017 Meeting Minutes

Vote:

Motioned by: Peter Zawko

Seconded by: Jacob Schieferstine

Discussion: No discussion

Motion Carried: Unanimous

Finance:

- 2017 Budget Presentation – Donna Gatto

Motion to accept the 2017 budget:

Vote:

Motioned by: John Brouillette

Seconded by: Paul Sears

Discussion: No discussion

Motion Carried: Unanimous

- Accounts Receivable – There were times throughout 2016 when we had approximately one million dollars in accounts receivables. Although we did not have to use the line of credit in 2016, we may need to utilize it in the future. It will depend on how quickly receivables are paid.

CONSENT AGENDA ITEMS A THROUGH J

Vote:

Motioned by: John Brouillette

Seconded by: Paul Sears

Discussion: Clarification reading of Item E. Clarification needed on sweep accounts.

Motion Carried: Unanimous

A Review & Authorize annual policy/plans under the following consent agenda:

- Review & authorize 2017 CCE Volunteer Agreement & Conflict of Interest & Ethics Statement
- Review & authorize 2017 CCE Oneida County Affirmative Action Diversity and Inclusion Plan
- Acknowledge review & receipt of FORM Code 104; Organizational & Financial Leadership in Extension Associations; Financial Responsibilities of Associations Board of Directors
- Review & authorize 2017 Emergency Management Plan
- Review & authorize 2017 Operational Guidelines
- Review & authorize 2017 MI-1 Record Retention Policy per FORM Code 1705: Retention of Records

B Authorizations given to President &/or Executive Director:

- Memorandum of Agreement with Oneida County (AR)
- Memorandum of Agreement with Cornell University (BR)
- Subcontracts with CCE System
- Contracts with other Associations and Agencies

C Authorize signers for Treasurer on bank accounts, loans, and other financial transactions including signing checks:

- President
- Vice President

D Authorize support staff to act as assistants to the treasurer (selected by treasurer):

- Remi Link
- Linda Wightman
- Lynette Kay
- Courtney Jenne
- Marianne Joslin
- Holly Wise

E Authorize limits on Transactions and Accounts:

- Checks over \$5,000.00 require two signatures.
- The Executive Director or his designee may authorize transfers for payroll, up to \$200,000 for two pay period months and \$300,000 for 3 pay period months.
- Limit of \$100,000 internal amount accounts transferred from one account to another without signature of a board member. We only have one account now.
- Checks in excess of \$10,000 require an authorized board member's signature

F Authority to be signature on disbursement vouchers:

- Mary Beth McEwen - Executive Director
- Richelle Singer
- Jeff Miller
- Helen Madden
- Carol Watkins
- Lisa Farney
- Bonnie Collins
- Marty Broccoli

G Authority for Petty Cash Fund:

- Maintain a Petty Cash Fund not to exceed \$300.00, *replenish as needed to maintain balance up to \$300.*
- Appoint Linda Wightman and Joan Gorton as Petty Cash Custodians.

H Authority to Executive Director, Program Team Leaders and Program Leaders:

- Establish performance appraisal process for association employees.
- Maintain up-to-date position descriptions for each authorized position.
- Assure adherence to established policy.

I Authorization to renew Line of Credit at Adirondack Bank for \$500,000:

- Authorized signers – Mary Beth McEwen, Board President, Board Vice-President, Board Treasurer

J RESOLUTION FOR BANKING ACCOUNTS

I HEREBY CERTIFY to the following banks; Adirondack Bank and the Bank of Utica, that at a meeting of the Board of Directors of Cornell Cooperative Extension Association of Oneida County, a not-for-profit Organization organized under the laws of the State of New York duly called (a quorum being present) and held at the office of said organization at 121 Second Street, Oriskany, New York 13408 on the 26th day of January 2017. THE FOLLOWING resolutions were duly adopted and are now in full force and effect:

RESOLVED, that the above banks be designated as depositors of this organization and that all checks, notes, drafts, bills of exchange, acceptances, undertakings or other orders for the payment of money from the accounts of this organization with the said Bank, including any payments by the Bank which might exceed the amount of funds of the organization then on deposit, may be honored by the said Bank when signed on behalf of this organization by any one of its following officers and/or employees, to wit:

_____ President	_____ Linda Wightman
_____ Treasurer	_____ Remi Link
_____ Vice President	_____ Lynette Kay
_____ Holly Wise	_____ Jeff Miller
_____ Courtney Jenne	_____ Terri Harrison
_____ Joan Gorton	_____ Nancy Rider

RESOLVED, that the above Banks, are hereby authorized to pay any such orders and also to receive the same for credit of or in payment from the payee or any other holder without inquiry as to the circumstances of issue or the disposition of the proceeds even if drawn to the individual order of any signing officer or tendered in payment of his individual obligation.

RESOLVED, that the foregoing powers and authority will continue until written notice of revocation has been delivered to the above Banks.

RESOLVED, that the secretary to this organization be and he/she is authorized to certify to the above Banks, the foregoing resolutions and that the provisions thereof and in conformity with the charter and by-laws of this organization.

I FURTHER CERTIFY that there is no provision in the charter or by-laws of said organization limiting the power of the board of directors to pass the foregoing resolutions and that the same are in conformity with the provisions of said charter and by-laws.

IN WITNESS WHEREOF, I have hereunto set my hand as secretary of said organization this 26th day of January 2017.

Secretary

Elect 2017 CCE Officers:

Current Slate of officers (2016):

President:	Debbie Finn
Vice-President:	Paul Sears
Treasurer:	John Brouillette
Secretary:	Natalie Zumpano

2017 Slate of Officers:

President:	Debbie Finn
Vice-President:	Paul Sears
Treasurer:	John Brouillette
Secretary:	Natalie Zumpano

Motion to approve slate of officers:

Vote:

Motioned by: Peter Zawko
Seconded by: Rosanne Loparco
Discussion: No discussion
Motion Carried: Unanimous

Board President’s Report:

Committees of the Board include: HR, Finance, Programming, and Nominating. Each Board member is requested to join two committees. Terri Harrison will organize sign up. The Learning Mission thanked CCE OC at the Board of Directors meeting – we are in the Community.

Executive Director’s Report:

- Grants – Farm to School, Eat Well Play Hard
- SWOT Analysis – Staff Results
- County Planters – Historically CCE staff and volunteers have planted flowers. In 2017, fruits and vegetables will be planted. Eat Smart New York will use the produce for cooking demonstrations and DSS clients can take home harvested fruits and vegetables.
- Building Renovations / New Shed: Shed village for storage, Rent office at Corner Stone Church, new flag poles, wish list – handicap accessible.
- Meet & Greet with Staff – March Meeting
- SBN / RFP eight counties with SBN. HUB was presented to us; however, not cost efficient
- Madison County update: search has started for Executive Director. Oneida County has provided help and support. Madison County is having a bit of a backslide.

Old Business:

- Vacation Policy (Non-Exempt / Exempt) – because of the position description classification changes, several position were changed from exempt to non-exempt. There is an affect to staff vacation accrual when this happens. Non-exempt staff accumulate vacation at a different rate. Options include increasing non-exempt vacation accrual rate to equal the exempt accrual rate for all employees hired prior to a specific date, partially increasing the accrual rate for non-exempt staff, or leaving current accrual rates unchanged.

Motion to leave current non-exempt and exempt accrual rates the same even when position classification changes.

Vote:

Motioned by: Jacob Schieferstine
Seconded by: Rosanne Loparco
Discussion: No discussion
Motion Carried: Unanimous

Executive Session if Required: NOT APPLICABLE

Adjourn: Time: 9:15 PM

Vote:

Motioned by: Natalie Zumpano

Seconded by: Peter Zawko

Discussion: No discussion

Motion Carried: Unanimous