

## Board of Directors Meeting Minutes

March 28, 2023 / 4:00 pm at the Hamden office.

**Call to Order:** 4:10 PM

**Present in person:** Donna Dickson-Noonan, Diane Frances, Donna Jones, Erin Johnson, Libby Lipinnet Kelly, Gary Orton, Carolyn Scobie, Betty Scott, Brad Taggart, Wayland Gladstone.

**Present via Zoom:** Mandeep Virk-Baker, Lori North, Mary Beth McEwen.

*Vote: to accept March 8, 2023 Board Minutes.*

*Motioned by: Brad Taggart*

*Seconded by: Donna Jones*

*Motion Carried Unanimously: 4:11pm*

### **Finance:**

- Presentation – Wayne Bank and Sidney Federal Credit Union presented bank account options:
  - **Wayne Bank** – Timothy Gutliph, Community Office Manager  
Wayne Bank uses the Overnight Investment Repurchase Account. The \$50/month fee is waived for CCE DC. Some unsecured money is in CCE DC accounts – Tim recommends CCE take some money out of money markets and either create new sweep agreements or put the funds into existing sweep agreement to ensure that all funds are collateralized. There is a new Positive Pay service that is available to monitor checks. There are also some CD promos and a new CDARS (Certificate of Deposit Account Registry) program that provides FDIC insurance coverage on CD deposits. The sweep account earns 0.5% interest.
  - **Sidney Federal Credit Union** – Ashley Whitt and Tara Benson  
SFCU is community and member focused, not-for-profit. They donate to the local community and are insured by NCUA. CCE DC has applied and are in the process of receiving new credit cards through SFCU. Their dividend checking account provides a 0.25% interest rate. The money market provides 0.15% interest. There is a 9-month promotional CD for \$100,000 and over for 5%. This is not guaranteed for autorenewal. The early penalty for withdrawal is 90 days of dividends. SFCU does not offer sweep accounts at this time.

Motion to authorize CCE Delaware County to (hold / open) the following accounts at Wayne Bank.

- **Discussion** – Current Bank Accounts / Actions to be taken:

Motion to close all current bank accounts at the following institutions and transfer funds to Wayne Bank: NBT Bank, Community Bank and Trust, Delaware National Bank of Delhi, People's Security Bank and Trust. Any accounts and CDs with designated purposes will be opened as a new, separate account.

**Discussion:** CCE DC can't put more than \$250,000 in SFCU until they have a sweep account set-up. The money is associated with our EIN number and we cannot have multiple accounts that add up to greater than \$250,000 for insurance purposes. Wayne Bank is investing our money in sweep accounts are insured – they send the money to different banks so that no single bank has more than \$250,000. Gary Orton noted that we are currently \$200,000 uninsured. Mandeep suggested opening new checking accounts to give us a fresh start as our finance accounting is off with one check number. Many current accounts were opened a long time ago and don't have current CCE DC staff as signers. Total funds in six

banks are \$2,352,028.95. Both our current checking accounts are with Wayne Bank. The other accounts with other banks are money markets, CDs and savings. This is the most complete list that is known. These accounts are not earning much money. Mandeep suggested that CCE DC make a clean cut, close all the bank accounts outside of Wayne Bank and SFCU, consolidate CCE funds at Wayne Bank and she further shared her plan of inviting presenters to give board information regarding competitive investment options. There are a few accounts such as Gladstone Foundation that may need to be kept as separate if there are donor restrictions for those accounts to be used for specific purposes.

*Vote:*

*Motioned by: Donna Jones*

*Seconded by: Wayland Gladstone*

*Motion Carried Unanimously: 5:19pm*

### **Credit cards:**

#### **Motion to:**

1. Close all (10) old gas credit cards: SUNOCO (a total of 6) and Morabito (a total of 4) credit cards.
2. Use DNB savings account to pay-off any outstanding VISA credit card balances (\*motion to close old VISA credit cards was approved on 3/8/23).
3. Authorize ED to open a new credit card at SFCU (MasterCard with \$25,000 line of credit) and add following 5 authorized users – Dr. Mandeep Virk-Baker (ED), Emily Roach (4H Team Leader), Dale Dewing (Watershed Senior Team Leader), Paul Cerosaletti (PFM Team Leader), and Corrine Tompkins (4H Camp Administrator) – (\*motion to open new credit card was approved 3/8/23)

**Discussion:** Mandeep shared that our employees can get much cheaper gas for the Association owned vehicles from the county with a key application that is specific for each car and increases transparency and accountability. If traveling out of the area employees can purchase gas and like other qualifies travel expenses gas will be fully reimbursable expenditure with proper back-up and receipts. . If we need gas cards in the future, we can revisit the issue. Bud questioned WAC employees using personal credit cards to purchase gas because of the procurement policy Line H that would be a red flag if they tried to get reimbursed. Mandeep will look into the specific policy and staff also has cash advance options as well as CCE credit cards that could be used instead. Mandeep further clarifies that new gas card account can be opened in the near future is needed with a check-out process in the office for staff to use when they're traveling.

*Vote:*

*Motioned by: Gary Orton*

*Seconded by: Donna Jones*

*Motion Carried Unanimously: 5:33pm*

**Acumatica back-up approver:** Motion to approve Emily Roach as the back-up Acumatica approver during Dr. Mandeep Virk-Baker's maternity leave.

### **No Discussion.**

*Vote:*

*Motioned by: Carolyn Scobie*

*Seconded by: Diane Frances*

*Motion Carried Unanimously: 5:34pm*

**Policies – motion to review and adopt:**

1. 902 Confidentiality (compliance)
2. 903 Conflict of Interest (compliance)
3. 904 Conflict of Commitment (compliance)
4. 908 Code of Ethics (compliance)
5. 401 Equal Opportunity (compliance)
6. 608 FMLA (compliance)
7. 905 Substance Free Workplace (compliance)
8. 1001 Property and Equipment (System)

Discussion: Mandeep discussed the abovementioned eight compliance and system level policies. She shared with the board that the CCE puts together these policies and each Association is expected to adopt, document their adoption date, and implement these at the local level. The 8 policies listed were missing from the Box Policy Manual folder and must now be made available to employees. The purpose is to review, understand, adopt and implement the policies – we cannot make any changes. Lori was invited to the meeting and she also provided an overview and answered policy related questions. Mandeep and Lori are in the process of adding, removing and cleaning up the Box Policy Manual folder.

*Vote:*

*Motioned by: Libby Lipinnet Kelly*

*Seconded by: Donna Dickson-Noonan*

*Motion Carried Unanimously: 5:49pm*

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

- Review and authorize 2023 CCE Volunteer Agreement & Code of Conduct
- Review and authorize 2023 Confidentiality Agreement
- Review and authorize 2023 Acknowledgement of Risk Waiver
- Acknowledge review & receipt of FORM Code 104; Organizational & Financial Leadership in Extension Associations; Financial Responsibilities of Associations Board of Directors
- Review and authorize 2023 MI-1 Record Retention Policy per FORM Code 1705: Retention of Records

**B Authorizations given to President and/or Executive Director:**

- Memorandum of Agreement with Delaware County (AR) – completed
- Memorandum of Agreement with Cornell University (BR) – completed
- Subcontracts within the CCE System
- All other contracts including with other Associations, Agencies and Funders.

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

- President
- Vice President
- Treasurer

**D Authorized support staff to act as assistants to the treasurer (selected by treasurer) (ex: open and close bank accounts with Board approval:**

- Valerie Dudley

**E Authorize limits on Transactions and Accounts:**

- The Executive Director or her designee may authorize transfers for payroll, up to \$150,000.
- Limit of \$100,000 transferred from one account to another without signature of a board member.

**F Authority to be signature on disbursement (A/P) vouchers:**

- Dr. Mandeep Virk Baker - Executive Director
- Dale Dewing
- Emily S. Roach

**G 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.

Discussion: The board members need to review the CCE Volunteer Agreement & Code of Conduct, the Confidentiality Agreement and the Acknowledgement of Risk Waiver annually and sign these documents. The board members will read these documents and submit the signed copies to CCE DC office. Form Code 104 outlines retention schedule. A – G was read out loud by Betty Scott.

**H RESOLUTION FOR BANKING ACCOUNTS**

I HEREBY CERTIFY to Wayne Bank that at a meeting of the Board of Directors of Cornell Cooperative Extension Association of Delaware 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 34570 State Hwy 10, Suite 2, Hamden, NY 13782-1120 on the 28<sup>th</sup> day of March 2023. 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:

\_\_\_\_\_  
Betty Scott, President

\_\_\_\_\_  
Kim Holden

\_\_\_\_\_  
Donna Dickson-Noonan, Vice President

\_\_\_\_\_  
Justine Bishop

\_\_\_\_\_  
Gary Orton, Treasurer

\_\_\_\_\_  
Carla Hegeman Crim

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Paul Cerosaletti

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 28th day of March 2023.

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Diane Frances, Secretary

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Discussion: Resolution for Banking Accounts was determined that Wayne Bank was designated as CCE DC bank of choice. Signing the resolution will help get signers updated at Wayne Bank. Resolution was fully signed by everyone and completed on 03-29-23. Please see attached signed resolution.

*Vote: items A - H*

*Motioned by: Donna Jones*

*Seconded by: Erin Johnson*

*Motion Carried Unanimously: 5:59pm*

**New Business:**

- Presentation Board Roles and Responsibilities – George Joseph – Oneida County Legislative Majority Leader & CCE Oneida Board member. –*Will reschedule for another meeting*
- Review and authorize 2023 CCE Delaware County Affirmative Action Diversity and Inclusion Plan – *Will address at next meeting*

2023 Board & Committee Meeting Schedule (5:00 pm – 6:30 pm):

<b>Date</b>	<b>Description</b>
March 8	Reorganization Board Meeting
March 28	Board Meeting
April 24	Executive Committee Meeting
May 22	Board Meeting
June 28	Executive Committee Meeting
July 31	Board Meeting
August 28	Executive Committee Meeting
Sept 25	Board Meeting
October 23	Committee Meeting
Nov 20	Board Meeting
Dec 18	Annual Meeting

**Executive Session if Required:** *No Executive Session required.*

**Adjourn:** Time: 6:04pm

*Vote:*

*Motioned by: Donna Dickson-Noonan*

*Seconded by: Brad Taggart*

*Motion Carried Unanimously: 6:04pm*