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**Board of Directors**

**October 26, 2016**

**Meeting Minutes**

**Present:**

President – George Esbensen

Vice President/Cities of the First Class St. Paul – Tim Butler

Region 1 Capitol City – Mike Scott

Region 2 Northern – Gary Larson

Region 3 Arrowhead – Kurt Rogers

Region 4 Northwest – Mark Schmidt

Region 5 Cuyuna – Chip Lohmiller

Region 6 Lake - Bill Thoennes

Region 7 St. Croix Valley – Tom Miller

Region 8 North Suburban – John Cunningham

Region 10 Central – Jay Wood

Region 11 United – Dale Specken

Region 12 Minnesota Valley – Gary Conrath

Region 13 Southwest – Mark Marcy

Region 14 South Central – Jeff Bengtson

Region 15 Southeast – Chuck Karl

SFM – Bruce West

Cities of the First Class Rochester – Greg Martin

Great Lakes Division – Adam Mannausau

Editor – Jena Noah

DNR – Tim Oland

HSEM – Kevin Reed

Agent of MSFCA – Nyle Zikmund

Parliamentarian – Ulie Seal

**Absent:**

Past President – Vacant

Region 9 West Central – Marc Klaith

Cities of the First Class Duluth – Dennis Edwards

Cities of the First Class Minneapolis - John Fruetel

**Guests:**

John Wolff

B. J. Jungmann

Marv Calvin

Randy Polzin

Bill Mund

President Esbensen called the meeting to Order at 9:00AM

**Presentations:**

Mike Metro – Retired Deputy Chief from Los Angeles Fire Department

Mobile Integrated Health Care – See Presentation

Ron Stoffel – Wildfire Suppression Supervisor for Minnesota Department of Natural Resources

Certification of Prescribed Burn Practitioners & Infested waters issue – issue is using infested water to suppress fires and transportation of that water to use for suppression. This whole process revolves around training burns and prescribed burns, not emergent fire suppression.

Information Update – See Presentation

First Net – T. John Cunningham

Provided overview of First Net – Public Safety Broadband Data System – See Presentation

**Approval of Minutes:**

Motion to approve by Karl, second by Cunningham. Motion approved.

**Adoption of Consent Agenda:**

Motion to approve by Butler, second by Miller

Thoennes asked Policy #204 be removed.

Motion to approve remainder of consent agenda passes.

Motion to approve policy #204 as amended by Wood, second Butler. Discussion

Typographic changes made, discussion on reason for policy change. Esbensen addressed, Per Diem is more efficient method for paying nominal travel expenses. Motion approved.

**Finance Report:**

Motion to approve Finance Committee report by Jay Wood, second by Scott. Discussion

Wolff - Association management costs are down – no transitions costs this year. Our cash flow is strong in Q2 and Q3 as we are sitting on conference profits. P & L looks goods now but significant expenses will be incurred before the end of the year.

Reviewed major “buckets” – Dues, Conference, Magazine, Conference, FOS, Other. Nice margin on magazine and conference. Other big difference is investments results, were down last year and up this year, swing of $24,000.

Year end will be break even or with investment results a $30,000 gain or a swing of $100,000 from last year. Revenue projections are conservative, feeling good about numbers.

Reviewed Historical Conference Registrations – conference is major fiscal driver of association. See presentation for full detail.

Motion approved

Motion to approve 2017 Preliminary Proposed budget by Specken, second by Lohmiller. Discussion.

Wolff presented budget with net of $19,512. Revenue projections are conservative while expenses are based on historical. More rigor in process, and more confidence in numbers.

West - Question about magazine expenses. Wolff/FSC – we had 3 issues printed by former printer and three with new plus the directory for a total of 4. West - Question on D/G/S – what are the expenses, Wolf - major one is FAIR Plan. Esbensen - commented on supporting 2 year budget process.

Motion approved

Motion to have FSC and Executive & Finance Committee work on RFP for LOC/Banking by Larson, second by Marcy. Discussion on cash flow. Wolff - We do have good cash flow at certain times and we have our reserve account. Reviewed process of LOC, costs a few hundred to set up but only pay if you use and only the interest for the money we use. If we had, we might be able to invest more. When you run lean, LOC can help out. Esbensen – While $750,000 is a lot of money, in reality we are still a small operation. Very lean operation, take away investment earnings, we are a very lean operation. If we borrow $100,000 for one year at 5% for one year we would pay $5,000. Reality is we might use for a couple months and the monthly fee would be between $400 to $500. Only other way is to cash in our investments from the market which causes us to lose investment potential or if we have to pull out in down market, then we risk loss. With LOC, we could move more money into the investment account.

Bengtson – Is strategy to use LOC to invest more? Is this an insurance policy or are we looking to invest more? Wolff – both.

Motion approved

**Old Business:**

1. Long Range Plan – Theresa provided an overview of the draft strategic plan. Long range plan – sets goals

Strategic Plan – Assumes you can make changes in your environment.

Strategic Plan vs Long Range – Do not shelve, rather you look at it on a yearly basis – put 1 and 3 year goals, used to be 5 year but rapid changes preclude this.

We need to maintain presence as a leader. We are seen as deliverer of high quality services and education. Committees are extremely strong and major component of organization. Latter from 6 Pages of SWOT Notes.

Next Step – Obtain feedback, start doing articles on parts of the plan,

Esbensen – Good start, lot of meat on the bones, does not recall Belmont, what is left to be done, what is to be done. Elevator speech is great, likes edits on Mission Statement.

Cunningham – complimentary, looking forward to reading, put on retreat, focus on mission statement. Bengtson – Echo Cunningham, very good first draft and guiding document, looking forward to working on it and how Board supports and keep attention on it.

Put on future agenda – Mission Statement, Elevator Speech

Plan documents to be posted on web page, Board of Directors section - allowing directors to download.

1. Sections –
2. FITOAM - Motion by Specken to accept application with provision of dissolution and transfer of assets, second by Rogers. Discussion - Agent N. Zikmund reported that FITOAM has submitted all required paperwork and documents and with exception of dissolution and transfer of assets, they are complete. FITOAM advised they intend to dissolve and transfer upon passage of this motion to ensure MSFCA was going to accept them as a section. Motion approved.

ii. Northstar Women – Motion by Thoennes, second Butler – Thoennes commented Lake Region did a FFI academy for women and Kim Cox and Thill traveled to assist, program went very well. Esbensen shared Eden Prairie was original sponsor of North Star Women’s and assisted in obtaining official non-profit legal status. Commented on need to support and assist recruitment of women in fire service. Karl – do you have ambassadors? White – Yes. Expo’s are very successful. Martin – Civil Service Laws can be a barrier, should we work to change laws as they are prohibitive to hiring diverse populations? Motion approve

Agent Zikmund reported all required documents have been submitted along with roster of up to 100 potential members.

Presentation by Legislative Chair – B. J. Jungmann on 2017 Legislative Agenda

1. Policy #108 – Board of Directors Role.

Discussion on chiefs meetings versus regional meetings and Presidents vision of focusing more on Chiefs meetings versus the regional meetings. Motion by Scott to adopt as amended, second by Specken. Motion approved.

1. Governance Task Force - Motion by Conrath, second by Cunningham to created Governance Committee to address P & C recommendations. Discussion;

Butler - recommendation of task force – look at roles and terms of officers, relationships between officers, agents, and editor, etc. Like to amend bylaw to have regional directors elected by members. Seal – Change from Task Force to Committer per the bylaws that would be adopted by resolution of the board if we wanted to create the committee. Butler – create and bring back to Board in January and then in March. Ulie – Separate the issues – Governance and Bylaws. Take up each one separate. Esbensen – Bylaws after governance? Ulie – separate issues. Cunningham – Why can’t Governance look at regional directors? Discussion. Butler – Policy & Communication discussed if this is a membership driven organization we should have our members electing their representatives. Ulie – Bylaw committee drafts language. Esbensen – No change, wanted to clarify, somewhere fifty plus years ago, those people decided this was a good idea. Of 1000, 360 voted, about 23 per region voted on a per region basis. Concerned, that even with a contested election for president and vice president of the association, 60% did not vote, does not care, whatever want to do. Regional Directors were selected by talking to folks in the regions to find out who was active and engaged and got things done. Does not have any dog in this fight. Scott – some were not attending meetings, could be him, widespread misunderstanding thinking regional are MSFCA meetings. Just trying to clarify. Karl – Thoughts on being on a year for two year. If directors are on for one year. Seal – clarified. Rogers – would they have to go to a central location to vote? Seal - no, use electronic. Would show up at same time as officers and bylaws. Any region that had multiple people that would show up at the region. Seal explained. Wood – Who is on the P & C Committee? Butler – West, Farmer, Anderson, Scheerer. Wood - One year appointment is ridiculous. New members just getting their head wet. Now guess what, you are going to be removed. Second point - spending money to fulfill the needs of this board is ridiculous. President needs to set up a board they can work with. About 7 out of 10 departments he knows of voted to get rid of their popularity contest, why should we do that here. Karl – May not get anyone to file. Seal – If not contested, no reason to have an electronic election. Bengtson – Support the intent, regional members offering up their regional directors makes a lot of sense to him. Concerned about electronic voting participation. Optimist in him thinks we will get more participation overall. Concern regarding some of the outstate area. Seal – Potential that no one votes or no one runs, Bylaws can provide for a Plan B. Seal did talk to electronic elections in all 15 regions, VP and Pres, and bylaws – worst case would be $8,000 to $9,000 thousand dollars. Bengtson – MSFDA thinks they are reflecting the MSFCA region. Miller – If we are doing mailings, can we include paper ballot in dues. Ulie – Will take more than that to do paper. Vote Integrity, cannot go in same envelope. Electronic voting has lots of integrity. Wood – Pointed out that 3 of the P & C members are former board members. Scott – stated they may be upset they did not like process. Butler – Challenged Scott’s assertion, came from emails and others that expressed concern. Seal – Not a new discussion, has happened with past two presidents. Not a new discussion or issue.

Esbensen – Part of the problem used to be those sitting in this room. Lots of crossover.

Scott – Not a bad idea, does not want to spend a lot of money on it. Seal – I don’t think you are.

Esbensen – Clarify, establish governance committee and drafting bylaws

Butler – Clarified two separate issues - governance committee will look at magazine issues, officer terms, etc. Bylaws are for region director election.

Seal – President appoints committee members.

Motion passes.

Bylaws – Motion by Miller, second by Thoennes to have Bylaw Committee prepare draft changes to bylaws to allow electronic voting of regional directors. Discussion. Seal – Will craft language that board can approve – will have provision if no contestant. Explained two ways to change bylaws – board or 50 members submit change.

Motion passes

1. Membership Renewal – FSC reviewed memo, issues with using online renewal and recommendation to use paper process that details those who want to renew online, can and should contact office. No formal board action taken or needed. Final decisionwas to send out a paper reminder and let those who wanted to revnew electronically know they could reach out to FSC for specific direction to make that process smoother.
2. Legal & Advocacy – FSC reviewed memo on L & A fund, discussion and consensus to move forward but to include dollar amount received by each department in letter.
3. RFP - Esbensen

Appointed committee of Chuck Karl, Tom Miller, Marc Klaith, Kurt Rogers and himself. Stated Chuck Karl volunteered to be chair.

Karl - Did a teleconference first to touch on what should be included and what should not. Fortunate to have person who worked for him, wrote RFP for government, lots of changes, tried to make it as clear as they could. Contract is a whole another thing. If we decide to put out. Only concern is the bond amount, government person said if it gets to be a bond or insurance, it should be in the board’s name, so the board is protected. Committee has been thru it many many times, in fact this is draft number 8. Further discussion; Esbensen – Thanks to Chuck and group. Butler - Have you talked with current or past Ed? Karl – what we did was look at old RFP, this may not be what we go with. We have it on file. Tried to update. Esbensen – Did get a list of duties and equipment from FSC. Karl – That will come into contract, this is just looking at person. Rogers – Hit most of the high points. Thoennes – Point of clarification – Did board authorize, do we not need a board action to proceed? Esbensen – that is what this is. To get on the street – to have proposals, we need to get started so we can be ready if needed. Thoennes – Was board asked to even redo the draft? Esbensen – No. Seal – Strictly from a Roberts, no action has been taken, so they just did some prep work. Nothing would proceed until now. Cunningham – Was discussed at September 2016 meeting. Seal – Was discussed, Samer (Thoennes) points is it was not authorized. Esbensen – Questions or Comments, did people have a chance to look at it? Butler – Realize it may be the contract piece – do we give the proposers the term or ? Do we want to have a RFP issued every time the contract is due? Regardless, the RFP should include the term and how often does the board change. Karl – Only an RFP, if we are going forward then we need a contract. This was just to put on the street and see if interest, then if yes, we get into the nitty gritty. Could be up to 3 to 5 interviews. You would have to have a contract. Miller – Are you envisioning renewal or automatic renewals? Seal – Extensions can also be option. Miller – If included, may get more to apply. Esbensen – 3 year contract with up to 2 – 1 year extensions – thus a total of 5. C – Is there a request for action, what is the next step? Do we need to make any more changes and go out for it in January, discuss again in November and December, and go out in January? See what we get back, and then have some rounds of interviews, so time we get around to June, no later than July 1. Wood – There is no renewal clause in current contract. Seal – Not quite true, you could opt to open up negotiations, there is nothing stopping you from reaching out. Miller – Karl said this was just to get an RFP in the drawer, nothing stopping us from entering into agreement with FSC. Karl – Yes, if we did contract renewal now, then find out if we need to do RFP, this gets us ready to do it. Butler – Is there a motion on table? Esbensen – No

Butler – Moves that board takes up issue of contract renewal with FSC, second by Thoennes. Discussion. Motion fails (paper ballot)

1. Fire Service Advisory Committee report – update in memo

Thoennes – Who approved motion/action to withdraw grant proposal. Esbensen - Did check with Parliamentarian and when there is not time, EC can take action and did. Butler – Are you referring to bylaws section, EC did not meet, President polled, but did not talk. When board makes a ruling we should be directed by the board. I got a phone call, did not have a meeting. Esbensen – Did not have a chance to get a meeting together, called everyone. Thoennes – So EC can act whenever they want. Miller – asked Seal - can EC undo everything board does?

Seal – Not going to argue, what happened happened, want to change then need to change bylaws. Miller – I am a member of the ED, I did not have a vote, never participated in a discussion, and never had a vote, total wrongdoing. Esbensen-Pointed out to Miller that he was called but didn’t return the call for more than 2 weeks. Seal –FSAC was not going to consider any more of the requests, you look under bylaw 4.3, in the absence of the board meeting, can act. Butler – We did not have a meeting, rather president calling individuals and doing what he wants.   
Seal – No wrongdoing, may want to make some changes to bylaws.

Wood – With MSFCA withdrawing their requests, does it make us look better going forward in the future. Seal – Hard to tell, they are going thru discussions on their own.

1. Goals by President – Put out and in the magazine and will be talking about at Awards Dinner

**New Business:**

1. Editor Contract – Motion by Butler, second by Thoennes. Discussion

Motion passes.

1. Fiscal Agent for SFM YFPI Program.

Tabled

1. Bylaw Change – Motion by Cunningham, second by Specken. Discussion amended for it to be electronic. Seal commented that there will probably be other stuff.

Motion prevails.

1. FOS – Discussion, no motion by board. FOS to move forward. Consensus to move forward. Samer announced it is the 3rd, 4th and 5th February. When flyers come out, please forward to region members.
2. Regional Reports – Please provide in writing to Nyle
3. SFM. MBFTE – Provided in writing
4. January and March meetings – Use meeting wizard or similar to determine.

**Adjourn:**

Motion to adjourn by Scott, second by Karl. Meeting adjourned at 4:07PM.