

Friends of Spectrum, Inc. (FoS) Board of Directors

Meeting Minutes

Date: September 10, 2019

Scheduled Time: 6:30 p.m.

Attendance:

Member	Position	Attendance
Jessica Anacker	Member (Secretary)	Present
Tina Bondy	Member (Chair)	Present
Dana Carlson	Member (Treasurer)	Present
Scott Gangl	Member (Vice Chair)	Present
Mary Gattis	Member	Absent
Dan DeBruyn	Executive Director (Ex-Officio)	Present
Rick Peterson	Athletic/Facilities Director (Ex-Officio)	Absent
Dawn Sorenson	Executive Assistant	Present

I. Call to Order

Chairperson Bondy called the meeting to order at 6:33 p.m.

II. Reading of Vision and Mission Statements

Noting that currently there is not a Vision and Mission for Friends of Spectrum, Inc. (outside of the purposes defined in the bylaws and articles of incorporation), the Board will be developing them in the future, which will be read at the beginning of each meeting.

III. Conflict of Interest Check

Chairperson Bondy called for any Conflict of Interest Check. None was noted.

IV. Board Agenda

Chairperson Bondy called for approval of the agenda.

On a motion duly made and seconded, Anacker/Gangl, the Friends of Spectrum, Inc. Board of Directors unanimously approved the September 10, 2019 agenda as presented.

V. Consent Agenda

A. Interim Financial Transactions

None

B. Important Documents and Policies

None

C. Friends of Spectrum, Inc. Board Meeting Minutes

- July 23, 2019

On a motion duly made and seconded, Gangl/Annacker, the Friends of Spectrum, Inc. Board of Directors unanimously approved the July 23, 2019 meeting minutes as presented.

VI. Ongoing Business

A. Budget Report

Mr. DeBruyn shared that at future meetings, the Board may anticipate receiving a budget and update report; however, since no budget has been developed yet, there is not a report this evening.

Friends of Spectrum, Inc. (FoS) Board of Directors

B. Executive Director's Report

Mr. DeBruyn stated that at each meeting of the Board, a brief report will be provided; however, for this evening's meeting there was none. This report may be provided in written or verbal format.

C. Athletic Director's Report

Mr. DeBruyn noted that at each meeting of the Board, Mr. Peterson will provide a brief report on the activities associated with the athletic department; however, for this evening's meeting there was none. This report may be provided in written or verbal format.

VII. Old Business

There was no Old Business before the Board.

VIII. New Business

A. Draft Friends of Spectrum, Inc. Board Protocols

The Board reviewed the draft protocols. Mr. DeBruyn stated that the document was a derivative of what the Spectrum Board of Directors uses as their protocols and that it is reviewed and signed on an annual basis. In doing so, it reminds and affirms the Board of the protocol under which it is agreeing to conduct its business.

On a motion duly made and seconded, Gangl/Bondy, the Friends of Spectrum, Inc. Board of Directors unanimously approved the Friends of Spectrum, Inc. Board Protocols as presented.

Following approval, the signature page was executed. It is noted that member Mary Gattis will sign at the next attended meeting of the Board.

B. Draft Friends of Spectrum, Inc. Conflict of Interest Policy

Mr. DeBruyn presented the draft Conflict of Interest Policy. He shared that the policy comes directly from the Friends of Spectrum, Inc. Bylaws. Having a separate Conflict of Interest Policy is in keeping with best practice and will be reviewed on an annual basis.

Following discussion, on a motion duly made and seconded, Anacker/Gangl, the Friends of Spectrum, Inc. Board of Directors unanimously approved the Conflict of Interest Policy as presented.

C. Amended Friends of Spectrum, Inc. Bylaws

Ms. Sorenson provided a brief overview on the amended Bylaws. The proposed language change is for the budget cycle to move from calendar to fiscal; running July 1 through June 30th, which is in keeping with Spectrum's budget cycle.

Following discussion, on a motion duly made and seconded, Bondy/Anacker, the Friends of Spectrum, Inc. Board of Directors unanimously approved the amended Friends of Spectrum, Inc. Bylaws as presented.

D. Initial Board Member Terms

Ms. Sorenson stated that the Friends of Spectrum, Inc. Bylaws require that terms be determined for the initial Board members. She shared that the Bylaws call for the staggering of terms with 1/3 of the Board having a 3-year term, 1/3 having a 2-year term, and 1/3 having a 1 year term. Since the Friends of Spectrum, Inc. Board is comprised of 5 members, the following terms were set:

- Chair Tina Bondy – a 1-year term, ending in 2020
- Vice Chair Scott Gangl – a 2-year term, ending in 2021
- Secretary Jessica Annaker – a 3-year term, ending in 2022
- Treasurer Dana Carlson – a 3-year term, ending in 2022
- Member Mary Gattis – a 2-year term, ending in 2021

Friends of Spectrum, Inc. (FoS) Board of Directors

Following discussion, on a motion duly made and seconded, Gangl/Bondy, the Friends of Spectrum, Inc. Board of Directors unanimously approved initial Board member terms as follows: Chair Bondy – 1-year term ending 2020; Vice Chair Gangl – 2-year term ending 2021; Secretary Annaker – 3-year term ending 2022; Treasurer Carlson – 3-year term ending 2022; and Member Gattis – 2-year term ending 2021.

E. Form 1023, Form 2848 Power of Attorney, and FoS, I Application for Recognition of Exemption

The Board reviewed the documents which were prepared and provided by the attorney, Jenn Urban, who is assisting the Friends of Spectrum, Inc. in the filing for 501(c)(3) status with the Internal Review Service. Ms. Sorenson shared that she will be contacting Ms. Urban to go ahead with submitting the documents, but wanted the Board to review them prior to submittal.

F. Procedures for Expending Funds (Discussion)

Mr. DeBruyn presented a rough draft document detailing procedures for the organization on how funds may be disbursed. He shared that there is a great deal more work needed before it will be submitted to the Board for consideration of approval. In addition to the document, a Finance Policy will be drafted which will layout internal and external controls, fund balance requirements, signing authority, etc. Hopefully, both documents will be ready for further discussion and consideration of approval at the next scheduled meeting of the Board.

G. Official Financial Software of the Friends of Spectrum, Inc.

Mr. DeBruyn shared that Spectrum's financial consultant Bergan KDV is recommending the use of Intuit QuickBooks for the organization. He shared that Amy White, Spectrum's Business Assistant, has been reviewing various software programs as she will be the person utilizing the program for the organization.

Following discussion, on a motion duly made and seconded, Bondy/Carlson, the Friends of Spectrum, Inc. Board of Directors unanimously approved utilizing Intuit QuickBooks Financial Software.

H. Bank and Signatory Determination

Mr. DeBruyn stated that he is recommending that the Board consider using US Bank for the Friends of Spectrum, Inc. as it is an entirely separate entity from what is utilized by Spectrum. In addition, he is recommending the "Silver" level account, which is a basic account with no minimum balance requirements. In addition, he is recommending the following signatories on the account:

- Tina Bondy, FoS, Inc. Chair
- Dana Carlson, FoS, Inc. Treasurer
- Dan DeBruyn Spectrum Executive Director
- Rick Peterson, Spectrum Athletic Director
- Seth Mills, Spectrum Activities Director

Following discussion, on a motion duly made and seconded, Gangl/Carlson, the Friends of Spectrum, Inc. Board of Directors unanimously approved the use of US Bank, silver-level account, and the following signatories: Tina Bondy, Dana Carlson, Dan DeBruyn, Rick Carlson, and Seth Mills.

Ms. Sorenson shared what is required by the bank of each authorized signatory: social security number, mother's maiden last name, date of birth, physical address and mailing address if different, copy of driver's license, telephone numbers, including work, email address, and name of employer to authorize the signatories on the account. She will coordinate gathering the requested information and getting it to the bank.

I. Next Steps

Mr. Gangl offered to draft some possible logo ideas for the organization. He will present them at the next meeting of the Board.

Friends of Spectrum, Inc. (FoS) Board of Directors

IX. Next Meeting and Future Agenda Input

A. Next Meeting Date – Tuesday, January 14, 2020, beginning at 6:30 p.m.

Possible Agenda Items:

- Additional discussion of working relationship between entities/Delegation of Authority
- Logo/Letterhead discussion
- Vision and Mission discussion

X. Adjournment

On a motion duly made and seconded, Annacker/Gangl, the Friends of Spectrum, Inc. Board of Directors unanimously adjourned the meeting at 7:22 p.m.



Board Secretary Certification – Jessica Anacker