

Cornell Cooperative Extension of Livingston County Board of Directors
January 31, 2023

The January 31, 2023, meeting of the Cornell Cooperative Extension Board of Directors was called to order by President Dehm at 5:34 p.m.

Members Present: Dwight Knapp, Bruce Dehm, Anna Macauley, Meghan Rodwell, Mary Guldenschuh, Timothy Hayes, Nita Hawkins, Janey Keenan

Members Excused: Tess McKeel, Clayton Phelps

Staff Present: Matthew Cole, DeLisa Drum

President Dehm welcomed everyone.

President Dehm designated Operations Coordinator, DeLisa Drum the note taker of the meeting.

The Board of Directors voted for the election of officers and committees.

Officers

- President – Bruce Dehm
- VP – Mary Guldenschuh
- Secretary – Anna Macauley
- Treasurer – Tim Hayes

Committees

- Executive – Bruce Dehm, Mary Guldenschuh, Anna Macauley, Tim Hayes
- Finance – Tim Hayes, Janey Keenan, Meghan Rodwell
- Personnel –Dwight Knapp, Bruce Dehm
- Annual Meeting – Mary Guldenschuh, Nita Hawkins
- Nominating - Anna Macauley, Clayton Phelps

_____ made the motion to approve the officers for the 2023 year. _____ 2nd this and all were in favor.

_____ made the motion to approve the committees for the 2023 year. _____ 2nd and all were in favor.

_____ made a motion to approve the meeting's agenda, for January 31, 2023. _____ 2nd and all were in favor

Secretary Macauley, asked for the review of the last BOD's meeting minutes, from October 2022, as well as the meeting without a quorum in December. Treasurer Hayes made the

motion to approve October and December meeting minutes. Vice President Guldenshuh 2nd this and all were in favor

Liaison Report from Supervisor Dwight Knapp:

Dwight stated that business was as usual at the county. Appointments of Avon's David LeFeber as chairperson and Caledonia's Dan Pangrazio as Vice Chair. Supervisor Knapp informed the board that Livingston County Skilled Nursing Facility has been operating in the red, but things are looking up. The discussion of 20% increase in Medicaid rate means millions of dollars more. Genesee Community College is offering a college class to train, they had 12 participants in a recent class and the nursing home was able to keep 6 on staff. Supervisor Knapp, informed that the 2022 sales tax was up 7.5% from the 2021 year. The county is still looking at the year end financials to see where the county stands.

Matt Cole gave his Executive Director report:

In packet you will find the Snapshots and Excitement from the staff.

- See attached Snapshots and Excitement.

E.D. Cole, let the Board know that at the March 7th meeting would be with State Extension Specialist Adam Hughes, who will give a board orientation. March 28th meeting would be a workshop style meeting with information gathering and understanding why you serve. E.D. Cole is looking for ways to have communications with board members in the weeks between meetings.

- President Dehm reminded the board that there is a chain of command and that the board should be communicating with the Executive Director.

E.D. Cole is looking to meet with each board member, he will be reaching out to schedule 1 on 1 meetings. During this meeting looking to connect, but also having you share further connections in helping his growth of the community that CCE networks with. Looking to plan and prepare for a strategic plan soon.

E.D. Cole thanked the board for his time this far and having him join the CCE Liv Co. team.

E.D. Cole shared with the board that all schools are participating in paying for our Ag in the Classroom services. This is great news.

E.D. Cole let the board know that nutritionist Lucille Tang will be leaving the association mid-April to return home to her family.

New Business:

**Cornell Cooperative Extension of Livingston County
Board of Directors**

Operating Guidelines - FY 2023

Pursuant to Article XII of the Constitution of Cornell Cooperative Extension of Livingston County, the following Operating Guidelines shall serve to guide the work of the Board of Directors in their role as the Governing Body of the Association. These guidelines are intended to summarize general operating procedures, and may be amended or adjusted at any time by consensus of the Board of Directors. These Guidelines are valid only to the extent that they do not conflict with the Constitution.

1. Meetings

- a. Frequency: The Board of Cornell Cooperative Extension of Livingston County is required to meet at least five times a year.
- b. Locations: Meetings are generally held at 3 Murray Hill Drive, Mount Morris, New York 14510 at dates and times set by the sitting Board.
- c. Meeting Dates and Times: These will be posted at the Association, on the CCE Association website and sent to the newspaper of record: Genesee Valley Penny Saver.
- d. Agenda: Board Meetings shall follow an agenda, which is prepared in advance of the meeting by the Board President. Agenda items will typically include:
 - i. Call to Order
 - ii. Approval / Edits to Agenda
 - iii. Review of Minutes of the Previous Meeting
 - iv. Legislative Report
 - v. Financial Reports (as per F.O.R.M. Code 1002)
 - vi. Public Comments*
 - vii. Executive Director Report
 - viii. Committee Reports
 - ix. Program Reports – staff or regional ag team members
 - x. Old Business
 - xi. New Business
 - xii. Board Member Updates & Informational Sharing
 - xiii. Adjournment
- e. Quorum: A quorum is half the membership of the Board +1. Any non-voting Board members shall not count towards the quorum. (i.e. State Extension Specialist)

** Any person wishing to speak during the Board Meeting “at the pleasure of the President” must sign into the meeting at least 15 minutes in advance of the start. Speaking “at the pleasure of the President” is limited to a three minute time period for individuals to present their comments. There shall be no replies or conversations with Board members during this time. The Board President has the authority to take any necessary measure to control the floor and spontaneous comments from the floor are not permitted.*

2. **Organizational Meetings**

- a. The first meeting of the calendar year (to be held prior to February 1) will be deemed the “annual organizational meeting.”
- b. The previous year’s Board President will open the meeting and preside until the election of officers takes place, at which time the newly elected Board President will preside.
- c. Agenda items for the Annual Organizational Meeting will include a set of annual resolutions, which may include the following:
 - i. Fiscal Authorizations
 - ii. Approval of Operating Guidelines
 - iii. Other authorizations as required

3. **Annual Meeting** The Annual Meeting of the Association will be held in the last quarter of the 2023 calendar year and conducted pursuant to Article X of the Constitution. The Annual Meeting notice will be provided to enrollees.

4. **Board Committee Structure**

The purpose of committees is to study and report back to the full Board on subjects that (a) are fundamental to the Association’s core functions and also (b) that the Board has selected as priorities. These are expected to meet at least as frequently as necessary to fulfill their mission.

Like the Board, all committees are required to follow guidelines set forth by Open Meetings Law, to include proper public notification of meetings and documentation of meetings through minutes provided to the board for their review.

<https://www.dos.ny.gov/coog/openmeetlaw.html>

Standing Committees

The standing committees of the Board of Directors shall be established each year. The Board President is ex-officio (without voting rights) on each committee. This does not apply to the Executive Committee. Typically, the standing committees and function are:

- Executive Committee - comprised of the Officers of the Board and may also include Past Board President (if still on the board); may act on behalf of the board, if necessary
- Finance Committee - provides fiscal oversight and guidance to Association

Ad Hoc Committees

Other ad hoc committees may be established as required (i.e. Annual Meeting, capital projects/financial development; strategic planning; Executive Director search committee; Diversity, Equity, and Inclusion, Personnel etc.) The President may appoint these. These committees may or may not be required to follow all elements of Open Meetings Law, depending on composition and scope of decision making. Ad hoc committees may be disbanded as outcomes are accomplished or circumstances for their creation have changed.

Advisory Committees

As per the Constitution, advisory committees can establish each year at its organizational meeting as it deems necessary to carry out the work of the association. Consideration must be made to be inclusive of all program areas being delivered within the Association. Their purpose is to ensure that the Association's programs of research-based education are relevant and based on current community needs and issues; and that community stakeholders are engaged in determining, implementing, and evaluating the programs that are conducted by the Association. The advisory committees will

- review Association's programs/areas – including content, impact, reach, and fee structure, and suggest ways to improve them and broaden their reach. As necessary, may offer observations and recommendations to the board to help them fulfill their responsibility of setting program priorities and evaluating the program portfolio.
- consider whether there are emerging community needs that our programs can and should try to meet.
- provide first-hand experience by attending programs.

Program Advisory Committees for CCE of Livingston County proposed for 2022 include:

- Ag Advisory Committee
- 4-H Advisory Committee

Additional Program Advisory Committees may be appointed as needed throughout the year

5. Nominating Committee

This is a committee of the Association, not a committee of the Board. Its purpose is to find, evaluate, and present to the Association a slate of Board members each year, as well as conduct the Annual Board Election. The Board President of the Association shall annually appoint a committee of at least 5 people who represent the broad interests of County residents and the work of the Association. A majority of the Nominating Committee must be non-Board members of the Association and the President will designate the Chair of the committee.

6. Organization of the Association

The Board of Directors shall retain an Executive Director, who shall be responsible for the leadership and management of the Association. The Board of Directors delegates the authority for the day-to-day management of the affairs of the Association to the Executive Director. The Executive Director is responsible to the Board and is expected to carry out the policies and expend the resources of the Association as directed by the Board.

The Executive Director shall recommend an organizational structure for implementing the programs of the Association.

7. General Provisions

Other general provisions will be established as necessary.

Board Member Rodwell made the motion to approve the 2023 operating guidelines, Secretary Macauley 2nd and all were in favor.

**Cornell Cooperative Extension of Livingston County
Board of Directors**

2023 Annual Fiscal Authorizations

A. Agreement with Livingston County (AR) Payment of 2023 Appropriations

Suggested Motion:

The Board of Directors will approve the Board President to authorize the AR agreement between Livingston County and Cornell Cooperative Extension of Livingston County.

Appropriated sum of **\$ 542,500** shall be paid in equal installments to the bonded Treasurer of Cornell Cooperative Extension. (Increase of \$15,000 from 2022.)

B. Agreement with Cornell University (BR)

Suggested Motion:

The Board of Directors will approve the Board President to authorize the BR agreement with Cornell University to provide general oversight of program and operations as per State Law 224 and agreement with USDA.

We will receive:

- Smith Lever Funds of \$16,000
- State 224 \$78,921

We will pay Cornell University:

- Association Services of \$10,778 (increase of \$528)
- Unemployment payment of \$898.35 (\$4.35 increase)
- Workman's Comp of \$5,584.71 (decrease due to no claims)
- Cornell Initial Deposit for payroll of \$42,188 (increase of \$9,612 from 2022 adjustments are made based on changes in payroll and amount needed for 1 month's salary payment to Cornell)
- General Liability Charges of \$12,855 as determined through worksheets of PW Wood. (\$392 increase from 2022).

C. Agreement with Cornell Cooperative Extension NWNYS Dairy Livestock & Field Crops Team

Suggested Motion:

The Board of Directors will approve to continue membership in the NWNYS Dairy Livestock and Field Crops Team for 2023 with Executive Director signing forthcoming MOU.

Nine county team (Orleans, Niagara, Genesee, Monroe, Wayne, Ontario, Wayne, Seneca, and Wyoming Counties) providing expertise in Dairy, Field Crops, Farm Business Management, Livestock and Small Farms. To pay \$50,000 (

D. Opening & Closing of Bank Accounts

Suggested Motion:

The Board of Directors will approve the opening and closing of bank accounts and authorize the Board President and Board Treasurer to sign required forms.

E. Authorization for Investment Accounts/Authorization to initiate transactions

Suggested Motion:

The Board of Directors will approve the opening and closing of investment accounts and authorize the Executive Director, Matt Cole; Board President, Bruce Dehm; and Board Treasurer, Timothy Hayes to be the authorized signers on the account.

F. Authorized Financial Institutions

Suggested Motion:

The Board authorizes the following current banking institutions:

Five Star Bank, checking and savings
Community Bank N.A., checking (NWNYS Dairy Team)
CD's in various banks based on best rates.

G. Signing Checks - name of authorized signers

Suggested Motion:

The Board authorizes the following signers for bank accounts, as designated:

Five Star Bank Checking Account (XXXXX0136) and Community Bank N.A. (XXXXXX1907)
Timothy Hayes, Board Treasurer
DeLisa Drum, Operations Coordinator
Courtney Weimar, Communications Coordinator

Checks over \$2,500 require two signatures.

H. Vouchers for payment - authorized signers

Suggested Motion:

Vouchers for program/grant expenditures shall be verified by the staff person initiating the expenditure and approved by the appropriate program leader, supervisor or the Executive Director.

I. Voucher limits

Suggested Motion:

Vouchers approved by program leaders and supervisors shall not exceed \$1,000. Vouchers over \$1,000 shall require the approval of the Executive Director.

Excluding the voucher for the Cornell bill, vouchers signed by the Executive Director shall not exceed \$10,000. Vouchers exceeding \$10,000 shall require the approval of the Executive Director and the Board Treasurer.

The Executive Director is authorized to sign the voucher for the Cornell bill up to \$75,000.

J. Vouchers to be paid to Executive Director - name of authorized signers

Suggested Motion:

Vouchers to be paid to the Executive Director shall be authorized by the Board Treasurer or Board President.

K. Authorizing Payroll - name of authorized individuals

Suggested Motion:

Matt Cole
DeLisa Drum
DeAnna Croteau
Mark Wittmeyer
Lucille Tang

L. Authorizing Officers of the association

Suggested Motion:

Appointment of Records Management Officer – DeLisa Drum, Operations Coordinator
Appointment of Safety Officer – DeLisa Drum, Operations Coordinator

M. Executing Program Contracts - name of authorized individuals, stipulate dollar amounts and time period

Suggested Motion:

To authorize the Executive Director, Matt Cole to sign all program contracts, up to \$100,000. Contracts over this \$100,000 threshold shall require the signature of CCE-Livingston Board President. CCE-Livingston will only partake in contacts that are 3 years or less. If a contract is signed for longer, board approval is required.

N. Charge Accounts with Local Businesses - authorizing charge accounts with local businesses & names of those authorized to charge items.

Suggested Motion:

The Board authorizes the following local business charge accounts and approves CCE-Livingston staff to use the charge accounts for business purposes:

Walmart
Kwik Fill
Five Star

O. Petty Cash - authorization of petty cash custodians & review of balances

Suggested Motion:

The custodian of the petty cash shall be DeLisa Drum, Operations Coordinator. In the event DeLisa Drum is unavailable, Courtney Weimar, Communications Coordinator shall be custodian. The balance of cash on hand shall be \$150 on hand.

P. Mileage Reimbursement Rate - approval

Suggested Motion:

The mileage reimbursement rate should be directly tied to the rate recommended by the IRS. The 2023 IRS rate is \$.655 per mile.

Motion made to accept the following Financial Delegations and Authorizations for the Year 2023 by Treasurer Hayes, Supervisor Knapp made the 2nd and all were in favor.

2023 CCE Staff Holiday Schedule

January 2nd, Monday
New Year's Day (Observed)

January 16th, Monday
Martin Luther King Day

February 20th, Monday
Presidents' Day

May 29th, Monday
Memorial Day

June 19th, Monday
Juneteenth

July 4th, Tuesday
Independence Day

September 4th, Monday
Labor Day

October 9th, Monday
Columbus Day

November 10th, Friday
Veteran's Day

November 23rd & 24th
Thursday & Friday
Thanksgiving

December 25th, Monday
Christmas

- 2 Floating Holidays will be available to be used at the discretion of the employee anytime thought the year if the chosen dates do not conflict with required work responsibilities and obligations.

Vice President Guldenschuh made the motion to approve the 14 holiday schedule for the staff, board member Rodwell 2nd and all were in favor.

2023 BOD Meeting Schedule

Tuesday, January 31 – Organizational Meeting
Tuesday, March 7 – Year End Close
Tuesday, March 28
Tuesday, April 25
Tuesday, May 30
Tuesday, June 20 – Preliminary Budget Presentation
Tuesday, July 18 – Hemlock Fair
Tuesday, August 22
Tuesday, September 26
Tuesday, October 24
Thursday, November 9 – Annual Meeting of the Association
Tuesday, December 5 – Board Meet & Greet

Treasure Hayes made the motion to approve the BOD meeting list for 2023, Supervisor Knapp 2nd the motion. All were in favor.

The 2023 Affirmative Action, Diversity and Inclusion Plan was shared with the board for approval. Supervisor Knapp made the motion to approve the plan for the 2023-year, Treasure Hayes made the 2nd and all were in favor. The plan has been signed by President Dehm and E.D. Cole

Board Member Rodwell shared with the board that the 2023 Farmer Neighbor dinner will be again in March at the Genesee River Hotel. (March 24th, Friday at 5:30pm)

Treasurer Hayes made the motion to adjourn then meeting at 6:53pm, Secretary Macauley 2nd and all were in favor.

Next Meeting is Tuesday, March 7th at 5:30pm here at the CCE Office. Look forward to seeing you then.

Respectfully submitted,

DeLisa Drum
Operations Coordinator

Reviewed by,

Anna Macauley
Board Secretary