



Meeting Minutes of the STEM Action Center Board of Directors

November 27, 2018

802 W. Bannock, Suite 900, Boise, ID 83702

3:00 p.m. – 4:00 p.m.

Call-in Information: 1-877-820-7831 Passcode: 616175

In attendance:

- Kaitlin MaGuire (staff), Joanna Madden (staff), Laurie Anderson (board)
- (via phone) Angela Hemingway, Dave Hill, Todd Grande

Action Items noted in red.

1. Call Meeting to Order: Dave Hill called the meeting to order at 3:02pm.
 - a. Introductions were made with board members and staff, both in office and on the conference line. Dave asked for Laurie to lead the meeting since he was mobile.
2. Requests for Additions to the Agenda:
 - a. Joanna requested that discussion of the annual meeting date be added to the agenda.
3. Approval of Minutes from Last Board Meeting
 - a. Todd motioned to approve the minutes as written, Dave seconded. The minutes were unanimously approved with no edits.
4. Action Items
 - a. Review Form 990
The draft form 990 was included in attachments to the board for review but couldn't be read due to password protection. Document was resent (or pw given) and board members can now review. There was much discussion about the content and the creation of the Form 990:
 - Todd Grande, as a board member, is rightfully listed as the Treasurer
 - Question arose about the possible need for more detailed list of expenditures; Angela indicated that it looks fine.
 - A question arose about the creation of the document:
 - Harris Company filled the document out based on information provided by Kaitlin Maguire.
 - Todd raised the question about whether or not an audit is required. He would like to meet with the accountants, and wondered if we should have a "statement of findings" from Harris. He was wondering about what the recommendations might be for the best practices of dual control.

Kaitlin took the Action Item to report back on this point.

Board members are to review the Form 990, it will be approved at the next meeting.



- b. Complete Annual Conflict of Interest Form: A motion was made by Dave Hill that current conflict of interest forms be completed and the renewal date of the forms be completed by June 30th annually. Todd Grande seconded the motion. There was no discussion. All were in favor and the motion passed.

**Board members are to complete the Col form and return it by December 11th.
Document can be scanned and sent to Kaitlin McGuire; cc: Angela Hemingway**

5. Reports:

- a. Annual Conflict of Interest Report and Policy

Due to the majority of board members attending remotely, the board was instructed to review the policy and sign the form according to the above action item 4.b.

Discussion ensued about the timing of signing the Conflict of Interest Report. It is required for board members to sign this report annually. With respect to timing, the following guidelines were set forth for signing this report:

Current Board Members: Sign and return for this year by December 11

Any new board members: Review and sign when brought on

All Board Members: Review and sign renewal of form by June 30, annually.

6. Board Training and Development:

- a. Board Expansion Process

The Board expansion process evolved to the generative discussion of how the board could help the organization. It was agreed that the most immediate help would be to expand the board. There was much discussion, captured here.

- Process for expanding the board is set by the bylaws:
 - Board expansion committee shall consist of the board chair + 1 board member. Due to the size of the current board it was determined that the entire board would be the committee.
 - Currently have 5 board positions to fill, each are 3 year terms
 - Several people have self-nominated, need a process for review of those people
 - There is currently a matrix to determine needs gap for board members; it is to be used as a guideline, and will be reviewed by Angela for any needed updates.
 - Current needs for the board include those able to connect to industry, funders, etc. Geographically people are needed from North Idaho, Lewiston, etc. Board members from those areas could lead to more funding and more programs in those areas.
 - Todd referenced a resource: "How to Develop a Board". (*Would like to hear more about that*) He indicated that the #1 idea is people have a vested self-interest in the STEM Workforce.
- Action Items from this discussion:**
- **Angela, Joanna and Kaitlin will review the board matrix again and develop objectives for expansion, identify prospective industry partners. Develop a shortlist in December for review.**



7. The bylaws state that we are to have an annual meeting. Discussion included how this is different than a regular meeting.
Annual meetings are typically characterized by
 - Strategic planning component
 - Board member strength-finding
 - Finding focus
 - Defining successes
 - Board education
- Discussed date: Bylaws state that we must hold this in Q1 of the Calendar year. We would like to have it coincide with the STEM Action Center Annual Meeting, which is in April/May timeframe.
Action item: At the next meeting we will vote to change the bylaws to have the annual meeting date be changed to the same time as the STEM Action Center Board.
8. Set Next Meeting Date and Time
 - Next regular meeting will be the end of January. Joanna will send out a Doodle poll to set the date and time.
9. Meeting Adjourned by Laurie Anderson at 4:08 pm.

Submitted by: Laurie Anderson, Board Secretary
December 3, 2018