

MINNESOTA QUILTERS, INC.  
BOARD OF DIRECTORS MEETING MINUTES  
Saturday, September 19, 2009  
Meeting held at Sue Sandager's home in Scandia, Minnesota

**Board Members Attending:** Mary Brandt, Yvonne Curran, Kathie Simon Frank, Linda Lysdahl, Miki Peine, Sue Rutford, Sue Sandager, Char Wenger, Cindy Wilson, Kathleen Winters

**Incoming Board Members Attending:** Diane Moe, Karen O'Brien, Jill Schultz

**Board Members Absent:** Linda Wines

**Staff Absent:** Becky McPeek

**Others Attending:** Wynn Martin (Strategic planning consultant); Jan Walstrom (2010 Show Co-chair)

**Call to Order and Announcements** (Mary Brandt)

Mary Brandt called the meeting to order at 9:50 am, circulated the sheet for recording Board members' volunteer hours, and invited each person to introduce herself.

Conflict of interest forms were distributed and each person who did not have one on file was asked to sign and return it.

**Roll Call and Minutes** (Kathie Simon Frank)

Kathie Simon Frank offered the August 2009 minutes for approval. A correction was made.

**MOTION:** Sue Rutford moved and Yvonne Curran seconded the approval of the corrected minutes.

Motion passed unanimously. Revised minutes will be sent to the Board and submitted to the MQ office for filing.

Kathie Simon Frank reported that some Board business had been conducted via e-mail between the August Board meeting and this one. To make that official, Kathie made the following motion.

**MOTION:** Kathie Simon Frank moved and Kathleen Winters seconded that the Board accept the recommendation of revised considerations for the Annual Show Committee and the MQ Board of Directors. Beginning with the 2011 show, the new considerations will be as follows. The upcoming Show Committee and Board will be entitled to priority registration for the show; show registration fee will be waived and each will receive a show bag and show pin; each will receive a banquet ticket at reduced cost; and each will receive a volunteer pin. The following year, the outgoing Show Committee will again receive priority registration for the show. These considerations will become effective as of October 1, 2009 for Board members, and for the 2011 Show Committee. There will be no change for the 2010 Show Committee. They will receive the considerations currently in effect. Discussion followed. The vote was taken and passed unanimously.

Kathie Simon Frank questioned whether it is appropriate to conduct official Board business through e-mail. After discussion, it was agreed that it was not optimal to conduct business this way. In the event that some business must be conducted quickly, Board members should "reply to all" in their e-mails. An informal vote may be taken, pending approval at the following Board meeting. The Secretary should make a record of all e-mail transactions and replies and bring that to the following Board meeting to be noted officially in the minutes. Does business conducted via e-mail violate the Open Meeting Law?

The Communications Director was asked to consider alternatives besides e-mail for conducting business via e-mail and to report back to the Board. Some suggestions for alternative ways to use technology to conduct business were through Survey Monkey, Face Book, or other internet groups.

**Treasurer/Finance Report** (Miki Peine)

Miki Peine distributed a packet containing financial reports complete to August 31, 2009. She reviewed the highlights of the Finance Committee meeting.

MQ's insurance policy at the show covers liability for a certain number of volunteers. Question: are we covering enough individuals? How might we reduce our risks? Suggestions discussed included requiring volunteers to participate in a safety meeting that includes information about safe climbing reminders (e.g., not standing on chairs, and correct use of ladders), how to evacuate the show venue, etc. The Morse Insurance Agency that Miki Peine consulted suggested that we include a disclaimer that MQ is not responsible for volunteers' safety; instead volunteers are responsible for themselves.

MQ will get bids for insurance coverage that will apply to MQ's employees, 20 volunteers each month for the monthly shows, and 240 volunteers for each show. We need to be up front and honest with our insurance

agents about what our needs are. We should also be requiring employees to have automobile insurance that covers them when they drive on behalf of MQ. MQ would not pay for the insurance, but will reimburse for miles driven. When people turn in their requests for mileage reimbursement, they will be asked to provide proof of automobile insurance with the company name and policy number.

MQ has begun to use a new program called CVent for membership, show registration and the like. This program allows reporting of registration information and revenues. MQ Committees will have to begin to include a budget item for CVent (about \$3.50 per person). Miki Peine distributed some pages showing how the reports will look. The committee that has been considering this program thinks it will meet our needs better in all ways than our current program, MemberClicks.

Miki Peine will work with Becky McPeck, Business Manager, to define what is needed for a policy regarding MQ's reserve account.

The question of who provides the photographs of the Quilter of the Year was raised. The Board would like to make sure photographs of the past four Quilters of the Year, not currently represented in the MQ office, are added. Kathie Simon Frank said she thought her husband would be willing to make the photographs, mat and frame them and get them hung in the office. Mary Brandt agreed to provide the photographs from which the enlargements would be made.

**Action item:** The Board was reminded that at the annual meeting in June, a member asked that financial reports be provided to members. Miki Peine said MQ's auditor recommended against providing detailed financial reports. We could put out pie charts of expenses and revenue. In the following discussion, the Board was reminded that an abbreviated financial report used to appear in the newsletter, at least annually, and that we might reinstate that column. Miki Peine will research this and report to the next financial committee meeting in October.

**Action item:** Mary Brandt presented a sample Non-Discrimination and Anti-Harassment Policy from the Minnesota Council on Non-Profits for the Board to consider. It is important that MQ develop a similar policy for our organization. This will be discussed further at the October Board meeting.

### **Show Coordinator Report** (Linda Lysdahl)

Linda Lysdahl showed the Board ribbons and a sample book of colors to the Board for consideration. She will use what's left of some of the ribbons, will order more of what is needed. The goal is to establish consistency of specific colors for specific functions (Board members, Show Entrants, Vendors, Sponsors, etc.) so she doesn't have to make time-consuming, and thus costly, decisions about this each year.

When entrants of judged quilts, non-judged quilts, children's quilts, and challenge quilts are acknowledged by their respective committee chairs, each should be sent a ribbon to wear at the show that says "Quilt Exhibitor."

### **2010 Show Committee Report** (Jill Schultz and Jan Walstrom)

The Thursday night event at the 2010 Annual Show and Conference will be a "Quest for Quilts and Chocolate" at Mi Famiglia in St. Cloud. Plans are proceeding for what sounds like a fun and unique experience.

The 2010 show chairs, Jill Schultz and Jan Walstrom, will shortly be meeting with the St. Cloud Visitor's Bureau as well as with Committee members. This contingent is considering St. Cloud parking issues that need resolution before the 2010 show. Other issues being considered are shuttle schedules and bussing to and from the banquet on Friday night.

The next show meeting was scheduled for Saturday, October 3<sup>rd</sup> after the regular monthly meeting.

The Registration Book deadline was October 10<sup>th</sup>. After discussion, the Board decided to include in the Registration Book a list of St. Cloud area hotels and restaurants for members' convenience if they're considering attending the show. Restaurants, but not hotels, will be included in the Show book.

**MOTION:** Cindy Wilson moved and Sue Rutford seconded that MQ increase non-member tuition by \$5 per half-day class and \$10 per full-day or two-day class beginning immediately with the 2010 show. Motion passed unanimously.

### **President's Report** (Mary Brandt)

Mary Brandt asked for nominations for the 2010 Quilter of the Year. The following names were entered into nomination: Terry Atkinson, Susan Cleveland, Nancy Eha, Linda Hohag, Karen McTavish, Heather Mulder Peterson of Anka's Treasures, Laura Murray, Maxine Rosenthal, and Cindy Thury Smith.

After clarification of the criteria for Quilter of the Year, discussion of the nominees followed. The Board chose Susan Cleveland by consensus with Terry Atkinson as a back-up. Char Wenger will call Susan Cleveland to

inform her that she was selected as MQ's 2010 Quilter of the Year and to invite her to participate in the show in that capacity.

The Board then considered questions about the Sponsor Vendor Survey. Who will take ownership of it? Who will collect the information from the survey? Questions should be included about how vendors felt they were treated, how the facility was? Was the booth space adequate and suitable? What did they think of the show as a whole? What did they think of their experience as a whole? What did MQ do right? What can MQ do to improve their experience? The person(s) who take ownership of the survey should be prepared to summarize the data collected. Linda Wines used Survey Monkey for the 2009 survey. The sentiment was that the Board, rather than the show chairs, should take charge of the survey. After discussion, it was decided that the President Elect should oversee this process.

Mary Brandt announced that all the paperwork that is now given to Board members will be available as a web link to Board members. This will include the Articles of Incorporation, policies and procedures, job positions and descriptions, financials. Mary Brandt is collecting this information now and will give it to the Webmaster to be entered on the Web. Mary Brandt will also update the Web list of all Quilters of the Year to date.

The mileage rate in effect is 14 cents per mile, the standard rate for volunteers of non-profit organizations. Employees receive federally-determined rate of reimbursement for mileage.

Mary Brandt would like to receive the following to include it on the Board web site. From the Show Committee: all policy and procedure items that need to be approved by the MQ Board. From the Operations Directors: clarification of the terms of MQ's lease with the Textile Center including the terms and conditions of the meeting room use, and a cancellation clause. From the Education Director, the schedule for monthly member meetings. The President and Education Director will look at a calendar to check on dates for meetings, making sure that, especially in July and September, the meeting dates don't conflict with holiday weekends for the Fourth of July and Labor Day. In the future, the Education Director should update meeting information on the Web by submitting it to the President Elect and the President.

Further discussion took place regarding MQ's lease with the Textile Center. Do we need an ad hoc committee to consider options before the lease expires in 2011? Wynn Martin volunteered that her husband may be able to consult with the Board about this. Some options include keeping an office at the Textile Center but moving meetings to other sites.

Char Wenger distributed a list of dates for 2009-2010 Board meetings. Board meetings will continue to be at 6:30 pm on the third Tuesday of each month. Social time will be from 6-6:30 p.m. Dinner is on your own. The Finance Committee will meet the second Monday each month at 4:30 pm.

**Business Manager's Report** (Becky McPeck, absent) No report.

**Communications Directors' Report** (Cindy Wilson and Yvonne Curran)

Cindy Wilson asked the Board to sign cards thanking people who've helped the Board.

Cindy then turned the meeting over to Wynn Martin, volunteer marketing coordinator, who distributed copies of logo ideas being developed and refined. She and Cindy sought feedback about the designs that the Logo Committee has been working on. The Board, in a straw vote, expressed their top three favorites. The preferences and suggestions for edits will go back to the committee for further work.

Cindy reported that last year she initiated a newsletter column telling of the highlights of the Board meetings so members are informed. She said members were suspicious of the Board and this new practice should answer that concern. She also added pictures of all Board members as a regular item in each newsletter and each month featured a bio of a Board member as an introduction to those who represent the members. She recommends continuing the highlights and the Board member bios and photographs.

Discussion took place regarding MQ's relationship with the quilt portion of the State Fair. Board members expressed disappointment that many quilts were shown so poorly at this year's Fair. They were crowded and, in some cases, almost impossible to see. Some of the award-winning quilts were not displayed at all. The Board acknowledged that the Fair Committee has many entries and limited space. Many expressed the opinion that the Board should request that the State Fair Committee display the names of the quilt makers with their quilts. The question was asked: Do we want to continue to give monetary awards when we don't endorse the way that the displays are done?

The Board agreed that we should award an MQ membership to the people who win a prize for their first pieced quilt and for their first appliqued quilt.

## **Education Director's Report** (Sue Rutford)

Sue Rutford will clear the dates proposed for next year's meetings with the Textile Center. She said she will arrange to schedule a couple of meetings at sites other than the Textile Center. The Board approved an MQ Garage Sale for the March 2010 Saturday meeting program. She will ask the membership if they would like the Garage Sale again.

Sue Rutford reported that the September meeting was successful and well attended. It was a Schoolhouse format with several demonstrations available for viewing. She got feedback that people learned new techniques and that people interacted a lot.

Discussion followed about how to get people more engaged at meetings. We could facilitate starting small groups within the bigger group, or to encourage people to participate in smaller groups as well as the larger group. To give members the opportunity to share information about themselves, we might also encourage members to show during Show and Tell their first quilt as well as the current one.

We might sponsor a "Guild Night" or "Guild Fest" program. Small quilt groups could exhibit what projects they work on. There could be a table highlighting charity projects in general. Quilts of Valor, Home of the Brave, and Linus Quilts could give out information and show examples of the kinds of quilts that people make for them to distribute to the populations they serve.

Mary Brandt expressed concern that sometimes people stand up during Announcements and Show and Tell and essentially sell their services or make personal announcements. The Board said this should not be permitted. Announcements should be limited to MQ business. We can provide space where they can leave their business cards.

Sue Rutford announced that the positions for Day Coordinator (conducting the day meeting) and Evening Coordinator Elect (coordinating refreshments for evening meetings) are still open. These jobs can be shared by two or more people.

**Past-President's Report** (Linda Wines, absent) No report.

## **President Elect's Report** (Char Wenger)

Char Wenger shared a letter from Camp Knutson written in thanks for a \$400 contribution. She is unsure who made the donation, as it doesn't seem to be from a grant from MQ. She will look into this. [Note, in an e-mail after the meeting (9/25/09), Mary Brandt shared information that had come to her regarding Camp Knutson, where, it seems, someone from MQ donated quilts to their auction. The money those quilts brought in was acknowledged as a gift from MQ.]

Char Wenger then proceeded to read the grant requests she had received.

The question was asked: how much money does MQ give in grants. Char Wenger explained that \$10,000 is budgeted for grants. \$7,000 goes to PBS for their quilt shows. The remaining money is given on a first-come-first-served basis to organizations that submit requests.

**MOTION:** Char Wenger moved and Yvonne Curran seconded that MQ give \$300 to Burnsville Senior Quilters for materials and batting to be used towards the 350 quilts they make each year for children in need. Motion passed unanimously.

**MOTION:** Char Wenger moved and Kathleen Winters seconded that MQ grant \$300 to Quilt Dreamers of Apple Valley for backs and batting for quilts they make for children, nursing homes, premature babies, and Quilts of Valor. Motion passed unanimously.

**MOTION:** Char Wenger moved and Yvonne Curran seconded that MQ grant \$300 to the Willmar Country Quilters to invite speaker Debbie Bowles for their program "Stepping Out of the Block." The motion passed unanimously.

**MOTION:** Char Wenger moved and Kathie Simon Frank seconded that MQ continue to support PBS in Duluth with a grant of \$1,800 to air 52 weeks of quilt-related programming in the coming year. Motion passed unanimously.

Char Wenger then told Board members she needs their job descriptions. She urged each Board member to review their job description and those of the other Board members, as well, to see where there might be duplication of duties. She mentioned that the President Elect position would now include being responsible for the Vendor/Sponsor Surveys. Public Relations has been an inactive position and it will be incorporated under the description of the Communications Director's and the Business Manager's responsibilities. The Newsletter Editor's job is currently being done by Becky McPeck, Business Manager. However, if Becky McPeck were to

leave her job and we were to hire someone else in the future, we might want to reinstate Newsletter Editor as a volunteer job. That position will remain on the books.

Char distributed an Organizational Chart that shows what MQ standing committees report to which Board members.

A question was asked: do we need to clarify term limits for off-Board positions? After discussion it was determined that the job descriptions for chairs of standing committees might say: "The person filling this position shall serve a minimum of one year, renewable at the discretion of the Board."

The notebook of job descriptions will remain in the MQ office. Marilyn Ohrlich, Volunteer Coordinator, can review it and share information from it when she is recruiting for open volunteer positions.

The Past President will be charged with keeping the job descriptions up to date. She will also encourage people to look at their job descriptions. Individuals in positions are responsible for informing the President Elect of proposed revisions to the description. Changes to descriptions need to go through the Board.

### **Operations Director** (Sue Sandager and Kathleen Winters)

The question arose about why Minnesota Quilters does not have tax exempt status even though it has 501 (c) (3) status. MQ gets much of its income from donations: \$27,000 in membership donations and another \$50,000 in donations from Sponsor Vendors. A percentage of the membership donation is for goods (namely, the newsletter), but the rest is a donation. Several on the Board understood that if the majority of revenue comes from donations, then the organization can be tax exempt. If this is true, MQ stands to benefit significantly, because it will not have to pay sales tax on goods and services. Sue Sandager and Miki Peine will consult lawyer Eve Bornstein about this. The question of legal fees was raised, but Sue Sandager reported that so far we have not been charged for the occasional legal consultations we have received.

Kathleen Winters and Sue Sandager will clean out the storage locker of non-show materials. They will dispose of files and documents more than 7 years old for financials and more than 10 years old for employee records.

The Operations Directors reported that they would conduct job reviews with Becky McPeck and Linda Lysdahl on the Monday following this meeting.

They are looking at other possible vendors to provide MQ with insurance. Linda Lysdahl will send a copy of the invoice for her MacBook computer insurance to Kathleen Winters and Sue Sandager so they may review it and take it into consideration with the rest of MQ's insurance needs.

### **Other Business**

Miki Peine asked for official signatures so that she can get the invoice for CVent paid.

The remainder of the day was spent generating ideas and setting goals for ways that the Board and membership can implement the newly developed strategic plan. Board members divided into small groups to discuss strategies for greater engagement of the membership in the organization, greater visibility of quilting within - and outreach to - the community, and opportunities for volunteers within MQ. Plans are underway to "put legs" to the ideas in the strategic plan.

In summary, Wynn Martin assigned the Board homework:

- 1) write up requirements for volunteers (needs, descriptions of the jobs that would fulfill those needs)
- 2) connect with the current Volunteer Coordinator, Marilyn Ohrlich, to get volunteers for needed positions; can the Volunteer Coordinator be more visible? By coming to meetings? in the newsletter?
- 3) Establish a time-line for accomplishing the Strategic Plan identified items, especially regarding MQ's location
- 4) Put deadlines on the time-line!

Mary Brandt adjourned the meeting at 5:00 pm.

Respectfully submitted,

Kathie Simon Frank

Secretary

16 October 2009; revised 22 October 2009