

**Safety and Education Foundation Board meeting minutes** **Oct 28, 2023**  
**Virtual Meeting** started approximately 10AM Central – ended approximately 12PM Central

Attendees:

Jerry Seckler (President)	Arthur Gunn (Treasurer)	Bruce Kaufman (Secretary)
Dennis Haber	Carrie Woods	
Mark Waddell	Timm Preusser	Tim Loy

Mike Barnes (ex-officio, COPA University Provost)  
T J Shembekar (ex-officio, COPA Board)

Excused: Andrew Niemyer

Call to Order

Jerry Seckler opened the meeting and reviewed the general outline for the meeting.

Secretary's Report

Bruce Kaufman noted that required Conflict of Interest forms are due; these have been emailed to Board members, to be completed and sent back to Bruce Kaufman.

Discussion of Board membership

Bruce Kaufman reviewed the current list of the Board of Trustees and the terms of office. He noted that he had lapsed in alerting the Board to terms requiring re-election and end of term limits. This lapse had been raised as a concern (need to correctly follow the bylaws of our organization) and that prompted our President and Secretary to seek guidance and advice from the SEF attorney in Minnesota in order to correctly address this issue.

(Addendum: The SEF leadership took this opportunity to inquire about a number of other topics. This included concerns around COPA and SEF collaboration, risks to each organization (financial and IRS related). A summary of the results has been sent to all members of the Board.)

Bruce Kaufman reviewed that the Bylaws specify terms of two years, with a 'term limit' on any Trustee of no more than 8 consecutive years.

The Minnesota non-profit act only specifies a limit on any one term of no more than 10 years; but Minnesota non-profit practices also encourage some form of term limits.

The SEF bylaws allow for any Trustee to remain on the board after their term expires until such time as they resign, die, or until a replacement is named and elected.

In 2020, at the time of the last SEF Bylaws revision/restating, the SEF Board had concurrently reviewed and redefined the terms of office for several of the original Trustees. It was recognized that there were three individuals who would all have their terms end in 2022. The SEF board reviewed the situation, and decided to stagger the ending of their terms. This discussion was documented in the materials sent at that time of the meeting and minutes of the meeting (October 2020).

The SEF attorney reviewed our actions in 2020 noted that this conforms with our bylaws and state requirements.

Based on the previously determined end of term for Dennis Haber (mid-2022), and the election to the board of Tim Loy subsequent to that, it was restated that the Board considers Tim Loy to be the

replacement for Dennis Haber. President Jerry Seckler has designated that Dennis Haber has been invited to the SEF board meetings since that time through now, in order to take advantage of his involvement in prior discussions and committee tasks for fund raising.

Of note, the other two original members and their term expirations were reviewed:

Andy Niemyer term ending mid-2023

Timm Preusser term ending mid-2024

As the SEF Board has not elected any new members, Andy Niemyer remains on the Board.

#### SEF Bylaws

It was noted that the current SEF Bylaws (provided to all Board members prior to the meeting) may not be posted accurately on the SEF website.

→ The Secretary will define and update as needed the SEF Bylaws on the SEF website.

#### Board Elections

Current board membership and terms of office were reviewed – and are codified in the table provided to all meeting participants.

The following Trustees are due for re-election this year:

- Timm Preusser (term limit – off in mid-2024)
- Arthur Gunn (term limit – off in mid-2026)
- Carrie Woods (term limit – off in mid-2027)
- Bruce Kaufman (term limit – off in mid-2027)

All noted above were renominated, and by unanimous vote they were all approved.

The following Trustee has notified the Board of a desire to resign by the end of this calendar year:

- Jerry Seckler

Jerry's current term has expired as of June, but in the absence of a replacement he will remain on the Board until the end of the year or his formal resignation if prior to that.

This will also allow for transitioning of his other duties (President and Chair) and the associated legal documentation and the financial accounts that he has signatory control over.

The officers of the Board are also due for election this year.  
 The following offices and nominations for those offices are:

<b>Position</b>	<b>Nomination</b>
Chairperson Must be voting Trustee Presides at all meetings of Board Ex-officio on all SEF committees w/vote	Mark Waddell
President Shall be CEO of Foundation Ex-officio on all SEF committee w/vote	Jerry Seckler
Vice Chair(s) must be voting Trustee most senior Vice-Chair acts as Chair in absence of Chair	No nominations
Secretary	Bruce Kaufman
Treasurer	Arthur Gunn

There was discussion around:

Jerry Seckler’s transition (if elected as President) – there is no need to specify a duration or end date for this office; on his resignation, the SEF Board can name a replacement. It is anticipated that the new Chair would be named to fill that office.

The need for naming Vice-Chair(s) was also reviewed; Timm Preusser noted that at the origin of the SEF Board, it was not felt to be a necessary office to fill; it was noted that the absence of an active Vice-Chair has not affected the function of the group.

It was determined that currently no nomination or election to this office was needed, but this would be revisited at a future SEF Board meeting.

There were no further nominations from the group – these officers were voted upon and approved unanimously – noting that Mark Waddell and Arthur Gunn abstained from voting for the office to which they had been nominated.

**Board Recruitment**

It was noted that there has been a continuing effort to recruit new members to the SEF Board, and has often focused on finding candidates with specific skill sets desired by the Board (such as ‘marketing’). It has been difficult to identify interested candidates.

Several ideas and suggestions were discussed:

- forming a formal ‘nominating committee’
- seeking members from outside of COPA membership (such as from Cirrus Aircraft)
- formally including COPA Board member (or two) as a voting member of the SEF Board
- posting to the COPA Forum a message from the SEF seeking volunteers – it was thought that this could be part of a more involved posting by our SEF President reviewing SEF actions.

→ Several names were identified as candidates – and they will be contacted for interest.

### **Treasurer's Report**

Arthur Gunn had previously provided third quarter statements for the Board members' review. These files have already been submitted to COPA board via TJ Shembekar.

Arthur noted the following:

- The large revenue / receivable swing (SEF documents) is due to timing difference of Migration; in 2022 the event was in October, while 2023 was in September.
- Total combined revenue to date is approximately \$615,000. The floor for requiring an audit is \$750,000. Projected income is \$25,000 from the C7, \$50,000 if we accrue for 4<sup>th</sup> quarter; then we would need another \$85,000 in revenue to surpass the audit threshold, possible but not likely.
- Therefore it is recommended that SEF engage the (local to Arthur Gunn) CPA firm for the required review. The firm used last year for the audit (in Las Vegas) was very late causing issues.

Arthur is willing to answer any questions (after the meeting) as they come up.

→The SEF Board approved these financial reports as submitted.

→The SEF Board authorized the Treasurer to proceed with the financial review with the firm identified.

There was a discussion around the sequence of events/timing of the Q4 financial results/review/approval as they relate to submission for taxes and to the COPA Board. An SEF Board meeting will need to be scheduled at an appropriate time to approve those results.

Mark Waddell, Arthur Gunn, T J Shembekar will work off line to define and meet the requirements of the letter of agreement between SEF and COPA.

→The SEF/COPA agreement will be used to define the appropriate timing; and the meeting will be arranged.

### **COPA U / Training LLC discussions**

Mike Barnes provided an overview report of the recent activities from the COPA University developers conference.

The conference allowed for a thorough review of the status of the CPPP events, planning, and generated a list of specific goals and tasks to be completed.

The group has identified the events and methods that are working well, and that has allowed planning to proceed.

The events for 2024 have been defined, and much of the schedule for 2025 and 2026 has been roughed out.

Mark Waddell provided an overview of several joint COPA / COPU U projects. He had been tasked with cooperating with the C7 Board on two projects:

- (1) creating an "Ask COPA-U" moderated forum category, and

(2) exploring the online learning system with a working group from the SEF/COPA-U consisting of Tim Loy, Mike Barnes, Chuck Cali, and Nathan Barnes.

A preliminary meeting between Mike Barnes, Mark Waddell, TJ Shembekar and Mitch Sellers recently occurred; a full meeting is planned for next month.

“Ask COPA-U” – this was conceived as a place for COPA-U Instructors to answer concerns and questions; only the instructors would be able to add to the posts, but any COPA member can read the responses.

CDM courses – it was identified that these events need to have an instructor present in order to qualify under the insurance policy.

→ A meeting with Mark Waddell, Bill Frank, Tim Lewis, and Tony Sobczak will be arranged to further discuss and define.

Online Course development – The overall project was noted to be quite complex, with issues related to integration with existing CPPP events, coordination for access (COPA members vs non-members), and definition of paid vs free aspects.

Given the extent of this endeavor, Chuck Cali has been designated as a new “Dean of Online Content” within COPA U.

Given the extensive scope of activities and actions around the LMS and online production, it was briefly discussed whether it will be necessary to hire someone to help manage this project.

Among the first stages of this content development – the recent CPPP lectures have been recorded, with the intent to edit and produce segments for online deployment.

The concepts have evolved from longer single lecture presentations, toward the production of shorter (10-15 minute) segments. Multiple 15 minutes safety videos have been recorded and are now in editing by Nathan Barnes; at least nine of these are expected to be ready by year-end.

It has also been identified that our online content will need a formal ‘Liability Disclosure’ statement developed and added to all pages.

Learning Management System – has been purchased by COPA (c7); a meeting of COPA U and COPA involved individuals has been planned for early November (11/6/2023) to understand, discuss, and plan for the implementation of the system.

The contract between the COPA Training Foundation LLC and Nathan Barnes for such production has been altered, with the expectation of his providing about 9 finished segments by the end of the calendar year.

→ Mark Waddell will assist the COPA Training Foundation LLC to produce and submit to COPA (c7) a grant proposal to cover this cost (estimated at \$60,000).

A tentative plan is to finish several online courses at or near the end of the year and open them to COPA members only. This should also be coordinated with fundraising (see next section).

(Addendum – added information by Mark Waddell but not discussed at the Board meeting: formal agreement on ownership/assignment with our content creators/course developers has been under review; it was noted that the “assignment” clause initially proposed is not acceptable and will need to be re-worked. The creators would be willing to grant license rights to the COPA Training Foundation LLC. A new document will need to be created.

→Mark Waddell will be assisting the COPA Training Foundation LLC by working with a small group to address the form of license agreement and review whether we need any other releases to use recorded content online.)

### **Fund Raising**

Fund raising is an integral part of the SEF, and has been discussed at nearly all of the Board meetings.

TJ Shembekar suggested that this topic always be on the SEF Board agenda.

Tim Loy gave a brief presentation around the need to develop a more comprehensive ‘campaign’ for raising money – using the AOPA foundation model as an example. He noted that this model – with different levels of contribution and recognition – could be adapted to our endeavors.

Discussion focused around the coordination of / implementation of such a campaign with the roll out of the On-line course/use of the LMS later this year (or early next year).

It was noted that this work may be better handled by a hired person (rather than depending on volunteer work); the position might be approximately 0.3 FTE (based on an approximation from the AOPA model and staffing.

TJ Shembekar noted that using an online part-time hired coordinator could be considered – short duration of work, easily done online, limited scope.

It was noted that the SEF had formed a fundraising committee of Trustees, but the group has not been active recently; the members are Dennis Haber, Bruce Kaufman, Tim Loy.

Tim Loy would be the liaison to the CPPP/COPA U environment.

Bruce Kaufman and others were to explore potential interactions with AOPA.

(Addendum: communications from Jerry Seckler outside of the Board meeting reported on contacts with AOPA during OSH; it became apparent that the AOPA Foundation was not interested in providing funding to SEF – and actually would seek funds; there may be some coordination of activities that could occur).

(Addendum – information provided by Mark Waddell outside of the Board meeting:

Mark has been working with Tim Loy on the SEF Charity Navigator listing, and has identified several opportunities to enhance our rating (currently only 3 stars).

To obtain a 4-star rating, we will need to:

- provide our Form 990 (redacted donor list version) on the SEF webpage,
- adopt a whistleblower policy, and
- adopt a document retention and destruction policy (see below))

**New Business**

Bruce Kaufman has proposed and has begun a documentation project to summarize the history of SEF formation and SEF Board actions.

Newer COPA members (and in recent discussions – newer COPA board members) were unaware of the history and the active projects.

There is an identified need to collate all of the activities that have been considered, and some started. This will allow for a centralized list from which priorities and responsibility can be assigned.

The outcome of this will be directly applicable to the need for enhanced document retention and availability.

Document retention and availability was identified as needing enhancement.

Mark Waddell emphasized that going forward, written documentation (and of course the ability to store and access it) will be used for any changes to projects and contracts; verbal and email exchanges between members of the SEF, and between the SEF and other entities will need to be limited.

The use of ‘Basecamp’ as the depository will be the starting point.

It was noted that there may be more than one active sections on Basecamp relative to the SEF and its functions. (“Legacy” basecamp with documentation back to 2014; Training LLC basecamp; SEF basecamp)

→ The SEF leadership will work to refine the access and locations for the document retention going forward.

Will confirm access to these areas for Tim Loy and TJ Shembekar (ex officio member of SEF Board)

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Will confirm access to the SEF Training LLC Basecamp for Mike Barnes.

The COPA U group has an extensive system for document sharing and retention using Google Sheets; this will be continued. All SEF Board members have access to this system.

As the document repository is refined, then the aspects related to ‘Whistleblower’ and ‘Document retention’ can be reviewed with the SEF attorney and added to the system.

Strategic planning between/with COPA (c7), the COPA Training Foundation LLC, and the SEF

TJ Shembekar had expressed the desire and need to have a meeting between the respective boards to define and enhance the strategic planning of the groups. He felt that a subset of each boards’ members would be appropriate.

TJ and Mark Waddell will be meeting offline to discuss and define this interaction.

Mark noted that the upcoming meeting around the LMS would be an initial opportunity for this type of interaction.

Mark Waddell concluded the meeting with an expression of thanks and gratitude on behalf of the SEF for all the work and time that Jerry Seckler has provided over the years.

Jerry noted that although he will be leaving the SEF Board, he will be remaining active in teaching and working with the COPA University.

The entire board joined Mark in thanking Jerry for his time and efforts.

The meeting was adjourned at about 11:55AM.