

**Safety and Education Foundation Board meeting minutes** **January 22, 2024**  
**Virtual Meeting** **started approximately 10AM Central – ended approximately 11AM Central**

Attendees:

Mark Waddell (President)	Bruce Kaufman (Secretary)	
Carrie Woods	Timm Preusser	Tim Loy
Mike Barnes (ex-officio, COPA University Provost)		
T J Shembekar (ex-officio, COPA Board)		

Absent: Tony Sobczak (vacation)

The following is a summary of the meeting events – not necessarily in the order of discussion.

**Call to Order**

Mark Waddell opened the meeting and reviewed the general outline for the meeting.

**Secretary Report (Bruce Kaufman)**

The SEF has several policies that require acknowledgement, and it was noted that all current member of the Board are compliant with the required:

- Whistleblower policy
- Document and Confidentiality policy.
- Conflict of Interest (2024) - Nearly all members are compliant with the Conflict of Interest policy acknowledgement (*the outstanding members completed theirs immediately after the meeting; all Board members are now in compliance*).

The SEF Board meeting minutes from 2019 to current have been transmitted to the COPA website and are available to COPA members for review.

It was noted that additional minutes exist from before 2019, but they are quite sparse in content. In addition, the topics covered are out of date and not germane to current functions of the SEF.

It was approved by acclamation that these would be retained within the SEF BaseCamp, and available on request.

The current Trustees and their terms were reviewed:

	Term expires	Term limit
Timm Preusser	mid 2024	mid 2024
Arthur Gunn	resigned prior to this meeting	
Carrie Woods	end 2024	mid 2026
Bruce Kaufman	end 2024	mid 2026
Mark Waddell	mid 2025	mid 2027
Tim Loy	end 2024	end 2030
Tony Sobczak	end 2025	end 2031

## **Treasurer Report (Mark Waddell)**

A summary of the SEF and Training LLC holdings was provided.

The Training LLC has funds in a checking account, a Wells Fargo account, and in a credit card receivables account. It was noted that the Wells Fargo account balance is low, and it has been used to pay bills as they come due, with the intent of closing the account when the funds are exhausted.

The SEF has funds in a checking account, and protected endowment account, and in a Chase investment account.

The reconciliation of the accounts for 2023 is underway.

This includes the previously contracted independent CPA review currently underway.

The organizations have enough funds in their accounts to cover all contracts and pending expenses.

It was noted that overall, the CPPP programs in 2023 had income greater than their costs, and appreciation was extended to the organizers for their hard work to get this accomplished after many years of running a deficit.

The current posting of income and expenses to our Quickbook software has been and currently is a manual operation.

All independent contractor agreements have been received (or will be shortly).

The plans for the immediate future include:

- Complete the CPA review
- Using the past year's financial summaries - assess the overall expected costs and income for the year 2024
- Automating and linking the various accounts with the QuickBooks software, to allow for more immediate evaluations of condition.
- Requesting the leadership of the Training LLC to create a budget for the year, that can be presented to the SEF Board for review and approval; Mark Waddell and Mike Barnes are involved in this process. It will be expected that the Training LLC can still bring specific special project requests to the SEF board for review and additional funding.

The intent is for the Training LLC to retain funds that it takes in as payments and use those for paying their own bills.

### **Fundraising (Tim Loy – Mark Waddell)**

Mark noted the 2023 donations totaled about \$100,000 - not including contributions from COPA c(7). The COPA c(7) donated about \$145,000 last year.

The fundraising campaign (Elevate) has a 2024 goal of \$300,000 in donations.

There is a need to streamline the process of acknowledging donors, with a goal of providing a more standardized donation letter and allowing prompt recognition (and even personalization by the leadership for larger gifts).

In addition, with the changes in the Treasurer position there is a need to change the mailing address for the SEF (which is also the repository of donations). TJ Shembekar noted that COPA has been using a virtual mailbox for a while with good results. They are able to immediately notify and log all mail, provide pdf copies of documents received, and even to forward for deposit any checks received.

**Mark Waddell will be investigating this option; the Board was in agreement to pursue this if found to meet our needs.**

### **Training LLC - COPA University (Mark Waddell)**

#### Training LLC Governance

Mark Waddell reported on conversations that have been held with the SEF lawyer regarding the governance of the Training LLC. As previously noted, there has been a lack of defined (on paper) leadership to comply with the incorporation in Minnesota.

The State of Minnesota law requires that there be at least three named board members for the LLC to legally function, and that they must meet a minimum of once per year.

Mark Waddell then proposed three individuals to be named by the SEF Board as Training LLC board members immediately while we continue recruitment: Chuck Cali, Michael Hochenrieder, and John Gressett.

All have been active within the functions of the Training LLC; they have expressed an interest in this position.

*(An additional name was suggested after the meeting – Ed Watters; he has also been quite active in the functions of the Training LLC).*

Mark also proposed that the Training LLC board members be invited to one (or more) of the SEF board meetings – to satisfy the annual meeting requirement.

Additional individuals will be recruited to fill out the Training LLC board (minimum 5 members).

#### Training LLC Financial

Mark Waddell has determined that the COPA Training at one time had an apparently different Employee Identification Number and IRS designation (allowing the receipt of tax-free donations), but that IRS recognition has lapsed. This created confusion because COPA Training has been included under the SEF IRS recognition, and did not have to file any IRS forms on its own.

*(After the meeting, Mark clarified this situation with our Board attorney who supplied 2014 documentation we were lacking in our records. COPA Training had been formed in 2014 as a foundation separate from the SEF. However, that original structure was changed to place all training and education operation responsibilities into COPA Training Foundation LLC, a new single member LLC owned by the SEF. The COPA Training Foundation (not the LLC) was then dissolved.)*

It was noted that going forward it will likely be easiest to maintain that relationship; not to try and recreate the Training LLC tax designation on its own.

As previously mentioned, the Training LLC will be preparing a more detailed yearly budget for SEF review and approval.

### COPA U - CPPP

A review of the 2023 CPPP events was notable for:

- As previously noted, the CPPP events have become essentially revenue neutral.
- There were 249 NEW (i.e. first time) attendees (North America and International)

There was a discussion around how to both grow the overall number of participants, as well as how to encourage attendees to return for subsequent events.

### COPA U and LMS/video endeavors (Mark Waddell)

The new Learning Management System had a recent 'soft' launch, to positive reviews.

Chuck Cali has been reviewing the results; he has begun to adapt the style of the presentations.

An example was given – noting that a live presentation allows the presenter to 'read' the room, and to adapt the material to maintain interest. That is missing from on-line material.

However, changing the on-line format to intersperse short quiz material can be used to increase the interaction with the material and keep the viewer's interest.

It is also planned to obtain more learner feedback to assist in the effort to adapt the program.

The independent contract for video production expired at the end of 2023.

Mark Waddell had provided for review an updated contract for 2024. This has a number of specific deliverables, to include:

- Production of 12 short videos (to be used for marketing, and social media display, etc.)
- Production of 6 'long' videos intended for the LMS format

**The Board reviewed the proposed contract and voted to approve it.**

### COPA U – strategic planning (Mark Waddell)

Several items were identified and briefly discussed.

Drafting a budget by the end of January – in order to define the funding needs (previously noted)

Marketing of events (has been a part of Nathan Barnes duties).

Nathan Barnes and the CPPP management team will need to propose and institute a marketing plan for these events.

This should also include a definition of which on-line sites the organization should participate in (and why and with what content).

It was noted that the COPA c(7) has employed a formal marketing consultant; and that this may be an alternative to attempting to handle this 'in-house'.

A new process is currently in place for a more optimum and timely distribution of the information, and the CPPP managers will be monitoring this situation.