

MAC Board Meeting – via phone
January 11, 2018 – Meeting Minutes

I. Called to Order by MAC Board Vice President, Kelly Nicholson at 10:01 a.m.

- a. Those present: Dresden Jones, Chris Jensen, Karla Bauer, Shawn Becker, Melissa Cornelius, Pamela Higgins-Maldonado, Diane Homa
- b. Executive Director: Bobbi Holtberg
- c. MAC Staff: Danielle Kluz, Julia Tindell
- d. Additional Attendees: Catherine, St. Paul City Attorney's Office; Bonnie, Nicollet County Attorney's Office, Theresa Lockwood, Vicki Walechka, Le Sueur County Attorney's Office; Charles Nelson, Women of Nations, Kevin, Southern Minnesota Regional Legal Services

II. Review Agenda – Changes/Additions

- a. Additions – Add Closed Executive Meeting for Board Members only
 - i. **Motion to approve modified agenda**
 - ii. 1st Karla Bauer
 - iii. 2nd Chris Jensen

Approved

III. Consent Agenda Items

- a. Secretary's Report: Reviewed December 2017 report
 - i. **Motion to approve Secretary's Report from December 2017**
 - 1. Motion 1st Diane Homa
 - 2. 2nd Melissa Cornelius

Approved

- b. Treasurer's Report
 - i. Chris is being added as a signer to Bremer account. He is reviewing NITVAN grant funding with Julia.
 - ii. Bobbi: Clarified that Chris will have access to all account info for MAC.
 - iii. **Motion to approve Treasurer's Report from December 2017**
 - 1. Motion 1st Pamela Higgins-Maldonado
 - 2. 2nd Dresden Jones

Approved

- c. Director's Report
 - i. Bobbi received OJP request for desk audit on Tuesday. OJP only asked for source documents from one line item from one FSR training grant; Bobbi submitted that today. MAC's Worker's Comp policy was renewed; the premium remained the same. The policy can be found under Important Documents in the Board Member section of the website.
 - ii. Julia has implemented Last Pass, as password manager program. MAC was previously managing passwords by making up easy to remember passwords and sharing via Word document. In light of MITCIRN, they wanted a more secure way to save and share passwords to accounts accessed by multiple staff and Board members. Julia is getting all who need access set up on Last Pass. Chris and Diana will also get Last Pass accounts. Users need only remember a "master" password, which are collected by Julia for safe keeping. The program will pull up list of all

websites that Mac uses and a Google Chrome extension will autofill websites with passwords. This has already increased security. Julia shared that on January 5, she sent a package to Heidi (MAC's accountant) that contained some secure staff member information, as well as some MAC branded envelopes. The package arrived at Heidi's address bearing a stamp that said it arrived at the USPS office unsealed. All MAC envelopes were gone but documents with personal staff information were intact. The USPS thinks it simply came open and needed to be resealed and they don't believe the secure information was compromised. Julia has taken action to protect the 5 individuals whose ID was possibly compromised – those involved were notified, and the IRS has flagged all involved Social Security numbers and will monitor them during tax season. Bobbi thanked Julia for her swift action and said this was a learning experience.

- iii. MITCIRN: Julia had great call with the grant manager. MAC is on track and doing everything we need to do. 27 organizations have signed up to participate (that number may be closer to 35 now). The first webinar was held and 55 people attended. Additional webinars are scheduled for February 1 and March. A date has also been secured for the advanced training and network launch. Overall, people are really excited about this initiative.
- iv. Danielle: MAC is now up to 74 members with the addition of Renville County Attorney's Office and Stevens County Attorney's Office. Eight more programs are expected to join: Mid-Minnesota Legal Aid, Roseau County Victim Services, Bloomington City Attorney's Office, Kanabec County Attorney's Office, Mahnomen County Attorney's Office, Coon Rapids City Attorney's Office, Mid-Minnesota Women's Center, and Wadena County Attorney's Office. All are newly funded by OJP. Danielle has been working on the OJP Training Report. MAC trained 30% more members and allies than were trained in 2016. The Fundamentals in Victims Services training will be repeated in St. Cloud; people are encouraged to attend.

IV. Updates

- a. Executive Committee (Kelly)
 - i. No official meeting.
 - ii. Communicating through emails re: lease issue.
- b. Board Development Committee (Dresden, Bobbi, Kelly)
 - i. Rebecca Fisher interested in joining the Board but her work load recently exploded. However, Rachael outreached to Rebecca and confirmed that she is still interested. If approved, she will join as an ad hoc director.
 - ii. This committee agreed it needs to revisit the committee plan and determine how to make it come to fruition.
- c. Budget and Finance Committee (Chris)
 - i. No update.
 - ii. First meeting for 2018 will be 1/24.
- d. Public Policy Committee (Bobbi)

- i. Agreed as a group to wait until Diana comes back from vacation to meet. Meanwhile, we are all watching things play out at the legislature.
- e. Outreach and Fundraising (Shawn)
 - i. New vision statement: To build relationships and unrestricted funds to meet MAC's special and ongoing needs.
 - ii. Committee members will identify personal connections and relationships with local businesses who may want to support MAC. They will also reach out to Membership to see what connections they have.
 - iii. Danielle will create form to help document these relationships/connections. The form will be approved by committee and sent to Board for approval. The Committee will complete their forms by March and present to Board. The rest of the Board will be asked to complete the forms as well.

V. Discussion & Action Items

- a. Policy Change for Meals (per diem)
 - i. OJP provided guidance on whether we have to do post-meal reimbursement or if a per diem paid prior to travel is acceptable. OJP confirmed we can do a per diem program.
 - ii. Chris rewrote paragraphs 5D and 5E of MAC bylaws to be in accordance with the state commissioner's plan. This way, it will remain current. MAC staff will be provided a per diem in advance and will be required to present receipts required for reimbursement for other expenses incurred.
 - iii. The Policy Handbook will be updated and uploaded to the Important Documents page.
 - iv. **Motion to approve policy change**
 - 1. 1st Melissa Cornelius
 - 2. 2nd Karla Bauer

Approved

- b. Closed Session: MADD Lease
 - i. Non-Board members on call were asked to drop off for the closed session. Bobbi had a conversation with Art from MADD in Sept 2017, informing him we needed more space prior to the end of our lease. Bobbi asked if MADD would work with MAC; he said yes and asked for 60 day notice which Bobbi agreed to. After the move to a new office was approved by the Board, Bobbi sent Art notice immediately. Art did not respond. Bobbi followed up via email 3 weeks after her initial email. Art responded and stated that MAC could not break its lease because the MADD National office said he had no authority to amend the lease contract. MADD National intends to execute the lease thru 9/30/18; MAC is responsible for \$5600, which is \$800 for each of the 7 months remaining on the lease.

Bobbi sent the email exchange to the Executive Committee and reached out to Casey at OJP. Chris looked at the third amendment to lease, which is the only information MAC was provided despite having asked Art for the original lease and

two previous amendments. Chris cannot rep MAC but his opinion is there are issues with the way sublease is written and executed and it is likely not valid or enforceable. When Bobbi again asked Art about the two previous amendments and the original lease, he only replied stating MAC needs to pay \$5600 to break the lease.

Casey emailed Bobbi and said MADD National has taken over all of MN MADD's financial dealings. Therefore, Art may not be able to respond. Bobbi stated there is a lot going on MADD, and stated that she does not mean to put Diane Homa "on the spot" – the environment has been "hostile" and Bobbi concerned about ethical business on MADD's part. Bobbi feels that MAC needs to extricate themselves from any connection with MADD, specifically contractual obligations. What is our next move?

Chris stated it would be helpful for others to review the amendment to the lease agreement. MADD is the tenant, and they are subleasing the space to MAC; the actual "landlord" is RRB Associates – they are identified as the landlord on the sublease agreement. The original agreement was executed in 2007 with RRB and MADD. The first amendment to the sublease occurred in 2011. The second amendment to the sublease occurred in 2016. MAC signed the sublease amendment that extended to 9/30/2018 – Bobbi did not execute that action (before she was ED). The third amendment to sublease agreement references in Exhibit A, which is supposed to be the original lease and the two prior amendments. However, there is no Exhibit A provided/attached. Additionally, RRB does not appear to have signed the third amendment. There is no record of RRB's approval.

Outside of concerns over the lease and amendments, Art stated to Bobbi that all he required as 60 days' notice – MAC acted accordingly upon that information. If MADD is demanding that MAC pay out its lease, Chris feels we need to seek outside counsel. MAC could decide to pay the \$5600 but Chris believes that is the wrong course of action because MAC is not in the wrong in this situation, and this would not be a wise use of resources. MAC needs to investigate the cost of obtaining outside counsel. He further stated that since MAC and MADD are both OJP funded programs, this is a difficult situation.

Bobbi noticed a date error on the reference to the second amendment: the amendment says it was signed in 2016 but it was signed in 2015.

Kelly asked if outside counsel could be paid with unrestricted funds or OJP funds. Bobbi will check with OJP if that is an allowed expense. She also stated that she is unsure if MADD had disclosed the rent MAC has been paying them as income. MAC pays MADD \$800 per month. MADD pays \$4,000/month to RRB for the entire space.

Diane assured the Board that, as a former MADD employee, she will keep this confidential.

Bobbi reiterated Art's statement that MADD National told him he did not have the authority to give her permission to break the lease. If that is the case, could Art have entered into any sort of agreement with MAC in the first place? Bobbi will contact RRB. If RRB signed the original lease does that negate any amendment? Chris stated that depends on language, although RRB would have to consent to any sublease.

Bobbi asked the Board for specific direction. Does she reply to Art? What does she say? Who is responsible for obtaining counsel (if necessary)? Chris recommends MAC find a civil litigation attorney to send demand letter. The demand letter would demand the original lease, all amendments, and anything else that was supposed to be attached in Exhibit A on the third amendment. Chris believes this will cost approximately \$200-\$550. Chris also stated the demand letter should note all discrepancies in the third lease agreement.

Kelly stated she believes the Board President should contact an attorney. Since Dianna is on vacation, Kelly will do preliminary research into finding attorney because her father is in real estate and can likely recommend someone. She will bring the recommendation to the Executive Committee.

VI. Adjourn

a. Motion made to adjourn the meeting at 11:03 AM

- i. 1st Diane
- ii. 2nd Pamela

Approved

Next Meeting: February 8, 2018 @ 10:00 a.m. – 12:00 p.m. – Second floor conference room at One West Water Street, St. Paul, MN 55107

- Any considerations for next meeting?