



SWAMC Board of Directors Meeting Minutes

April 16, 2020

I. Call to Order ----- 9:05 am President Swain

A. Roll Call ----- Marquardt

yes Mary Swain, yes Paul Gronholdt, _____ Rebecca Skinner, _____ Myra Olsen, yes Alice Ruby, yes Glen Gardner, yes Terry Haines, yes Laura Delgado, yes Dennis Robinson, yes Joe Sullivan

II. Approval of Agenda ----- Swain

Gardner moves to approve, Ruby seconds, no objections, agenda approved.

III. Consent Agenda ----- Swain

- A. BOD Meeting Minutes, February 2020
 - B. Pre-Conference Board Meeting – March 4, 2020
 - C. Post-Conference Board Meeting – March 7, 2020
- No objections, minutes approved.

IV. Governance & Policy ----- Swain

- A. February 2020 Financial Statement – Marquardt noted that this FS does not yet reflect the bill from the Captain Cook with Conference expenses; next month’s will. Gardner moves to approve, Delgado seconds, no objections, FS approved
- B. Altman Rogers FY20 Financial Audit – Once Marquardt and Vaught were brought into process, audit moved quickly. Accountant Pelkhe did outstanding. Audit was clean – no significant findings or issues identified. Staff confirmed that another audit won’t be required for FY20, unless SWAMC’s federal funds exceeded \$750k, which they won’t. Vaught plans to bill a portion of the audit to DOE under remaining grant. Bound copies of audit report available for review at SWAMC office. Sullivan moves to approve, Gardner seconds, no objections, Audit accepted as presented.
- C. Kodiak Associate Board Seat Selection – Darren Muller was sole applicant for this seat, which he previously held. Staff confirmed seat expires in 2022. Gronholdt moves to approve, Sullivan seconds, no objections, appointment approved.
- D. Membership Resolution FY20-01: PCE – SWAMC staff and BOD withheld Membership Resolution FY20-01 as adopted by the Membership due to inaccuracy of language stating that “alternative energy” makes a community ineligible for PCE. Sullivan concerned that if BOD approved the resolution with the language removed, then it is no longer the same resolution adopted by the membership. Perhaps resolution should be changed from Membership Resolution FY20-01 to Board Resolution FY20-02. Robinson suggested that amending membership resolution is ok and is simply “passed as amended due to erroneous data”. Swain noted that the original version of the resolution provided to membership did not have “alternative energy” language in it, which was added later. Swain approved of removing that language if staff then sends a copy of membership letting them know what actions were taken and why. Marquardt reviewed by-laws: “if board members find that a proposed resolution doesn’t advance the collective interests of SWAMC, they shall forward to membership with a “no” recommendation.” The amendment added was made on the floor and didn’t have a chance to be vetted - this created the opposite situation as intended. Board’s final decision could be shared with membership in newsletter. By-laws appear to allow for amendments by Board members after approval by membership. Sullivan: Board needs to be careful about changing language in a resolution that’s already been adopted by the membership – makes the “passed and adopted” language in the resolution no longer accurate. Want to protect the reputation of SWAMC and the Board of Directors. Board should adopt a substitute resolution with amendments made and rename it as Board Resolution, send to membership with explanation. Protects integrity of the Board. Swain made the motion to withdraw Membership Resolution 20-01 and replace it with Board Resolution 20-02 with reflects the changes removing inaccurate “alternative energy” language. Gardner moves to approve, Sullivan seconds, Board Resolution is adopted as amended by roll call, no objections.

V. Management & Program Issues ----- Marquardt



- A. Possible EDA supplemental funding for COVID 19 response in the region – Marquardt explained that Shirley Kelley of EDA reached out and asked whether SWAMC could use extra staff or funding if EDA had additional money available for SWAMC to help businesses through COVID-19 impacts. Marquardt answered yes. This would require a new staff member hired with a strong background in business and dedicated to this project only. Would require travel once allowed. Could walk Chambers, Muni’s, businesses through program apps. Suggested this would require \$80k in funding for personnel, supervision, travel. Asked Board, what are top priorities in your communities?: Business owners don’t know about programs early enough to prepare and apply, are overwhelmed with information. SWAMC could help channel information and assistance. Board approved of SWAMC pursuing this further with EDA.

VI. Staff Report----- Marquardt

Marquardt outlined what staff has been working on since Conference. Early/mid-March was mostly Conference follow-up. April has been focused on COVID and federal grant reporting. SWAMC was notified of award of Grant #3 from USDA to do energy audits for businesses statewide. Several planned trips have been canceled due to COVID-19. Staff is working to close-out the Aleutian Broadband grant. Swain applauded Marquardt for success in compromise made with LiveStories to retain their hosting of SWAMC’s CEDS report but at lower contract rate.

VI. Board Comments / Other Business

Board members thanked Marquardt and Vaught for their roles on completing the FY19 Financial Audit. Marquardt suggested moving the next BOD meeting date up to early May given how rapidly things are changing. BOD agreed to set next meeting date at 9 am on May 7th and will push this back if needed.

- VII. **Adjourn Time:** Gronholdt moves to adjourn meeting, Gardner seconds, adjourned at 10:06 am by **President Swain**



Roll Call Item D. Membership Resolution FY20-01: PCE

yes Mary Swain, yes Paul Gronholdt, _____ Rebecca Skinner, _____ Myra Olsen, yes Alice Ruby,
yes Glen Gardner, yes Terry Haines, yes Laura Delgado, yes Dennis Robinson, yes Joe Sullivan