



**PACOG**  
**Board of Directors Meeting**

November 20, 2024 Meeting Minutes  
Via Zoom

**1. Call to Order:**

Secretary Amanda Settelmaier called the meeting to order at 3:01 pm.

**2. Roll Call and Introductions:**

The roll was called to establish a quorum. Present were Ben Estell (Centre Region COG), John McHugh, (Western Chester County COG), Gary Myers (Capital Region COG), Amanda Settelmaier (Turtle Creek Valley COG), and Chair An Lewis (Steel Rivers COG, by phone). A quorum was established.

Also, in attendance were the following members of the Consulting Team: Joy Ruff, LGA (contractee), Cindy Bahn, Debby Grass, and Tricia Levander (consultants).

**3. Minutes of the 10.15.24 Board Meeting**

Motion to Accept the Minutes of the 10.15.24 Board Meeting, as presented.

Moved: Ms. Settelmaier

Second: Mr. Estell

All voted in favor of the motion. Motion passed 5-0 with no abstentions.

**4. Financial Report**

Ms. Levander reviewed the 10.31.24 financial report; she noted some uncertainty about amounts paid to CourseVector and whether Steel Rivers COG had been reimbursed for those amounts. Ms. Lewis expressed her belief that the amounts were paid out of the now-closed First National Bank account.

Motion to Receive the 09.30.24 Financial Report, as amended by Ms. Lewis.

Moved: Mr. Estell

Second: Mr. Myers

All voted in favor of the motion. Motion passed 5-0 with no abstentions.

**5. Consulting Team Report**

- a. Ms. Grass reported that she has received Membership Survey replies from 18 COGs, with at least one survey returned from each of the six PACOG regions. The top three most common responses to the question regarding which services were most beneficial included: a chance to collaborate with like-minded individuals; a place to find information and training; and the opportunity to attend events and conferences. The survey will remain open for additional responses.
- b. Ms. Bahn reviewed the proposal recommended by HUB for Directors and Officers Liability (D&O) insurance, which was a CNA policy at an annual cost of \$708, guaranteed for two years. While this policy offers coverage for employee practices, which are not needed at this time, it also allows excess shared coverage, which would provide additional D&O

coverage if needed. The retention amount caps at \$1,000, and could be zero, depending on the nature of the claim.

- c. Ms. Bahn also provided updates on upcoming webinars, referencing the one-page summary that was provided in the Board packet. The first webinar is scheduled for December 5 and will address opportunities for COGs under the state's Intergovernmental Cooperation Act. Bethany Williams and Terri Cunkle, from the PA DCED, will participate.
- d. The team also noted that 2 Regional Meetings have been scheduled. The meeting for Western regions will be held March 6, 2025, with Mercer County COG hosting, and the meeting for Central regions is scheduled for April 16 at Centre Region COG with a Board Meeting preceding the Regional Meeting. A location has not yet been identified for the Eastern regions; the consulting team requested the Board's assistance in identifying a potential host. The meetings will be held both in-person and via Zoom and will begin with a light lunch for in-person attendees, followed by a host presentation highlighting some of their COG's programs. Breakout sessions for both in-person and virtual attendees to express what they hope to gain from PACOG membership will follow. The meetings will also offer the chance to discuss, and perhaps refine, PACOG's mission.

## **6. Discussion: Purchase and Payment Policy**

Ms. Lewis stated that as a 501(c)(3), PACOG will need to file an annual Form 990 with the IRS, and she would like to have that noted in the policy. She expressed her belief that the policy provides flexibility for the consulting team, and that unless there is an urgent need, invoices should be sent to her for approval. Ms. Settelmaier suggested tabling this matter for the December Board Meeting and authorized the payment of the bill list.

## **7. December Board Meeting**

The Board Meeting is scheduled for Tuesday, December 17 at 10:00 am, via Zoom.

## **8. Other New and Unfinished Business**

### **a. Website**

The PACOG website is still under construction. Mr. Estell suggested that the website should have a section identifying what services COGs offer. Ms. Lewis stated that it will be a huge improvement over the old site and asked if anyone had spoken to CourseVector about the domain name. Ms. Grass responded in the negative, believing that it's premature to have that conversation now. Ms. Settelmaier asked about a term-limited agreement, with Course Vector holding the domain name for a time certain, after which PACOG would own the domain.

### **b. D&O Insurance**

Motion to Bind D&O Insurance with HUB International, under CNA Option #1, at an Annual Cost of \$708, for Two Years.

Moved: Ms. Lewis

Second: Mr. Estell

All voted in favor of the motion. Motion passed 5-0 with no abstentions.

## **Adjournment:**

There being no further business before the Board, Mr. Myers moved that the meeting be adjourned; the motion was seconded by Mr. Estell, and Ms. Settelmaier meeting at 4:02 pm.

**ATTEST**

X

*Cindy L. Bahn*

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Cindy L. Bahn, JD. MBA

**PACOG**

X

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Amanda Settelmaier  
Secretary/Treasurer