

October 22, 2025

**To:** Sourcewell Voting Member Entities

**From:** Katrina Wood, Election Judge

**Re:** Upcoming Election

We invite you to take part in the upcoming Sourcewell Board of Directors election.

This election ensures members help guide Sourcewell's future through fair and open participation. Please review the details below to prepare your nomination.

Sourcewell membership includes four subregions:

- Subregions I, II, and III: School districts
- Subregion IV: Cities, counties, and other government agencies

Each subregion elects two officials to serve on the Sourcewell Board of Directors.

**Available Seats:**

- One four-year term from **Subregion I**
- One four-year term from **Subregion IV**

The terms ending December 31, 2025, are held by:

- **Subregion I:** Sharon Thiel – Board Member, Bertha Hewitt School District
- **Subregion IV:** Steve Barrows – Dist. 3, Crow Wing County Commissioner

File nominations between October 27, 2025, and December 26, 2025. A governing body must pass a majority resolution to nominate a candidate. All nominees must be elected officials as of **January 2026** and remain in office throughout their term of office.

Please review the attached materials at your next board meeting. If your board supports a nomination, complete the enclosed form and include a copy of the meeting minutes. Submit both by **December 26, 2025**, by mail or using the QR code below to complete the form electronically.



QR Code:

**Attachments:**

- Nomination Form
- Full Voting Sub-Regional Membership
- Roles and Responsibilities of Directors



# Nomination Form for the Board of Directors

**Submit by December 26, 2025**

## Return by mail:

Sourcewell – Attn: Administration  
202 12<sup>th</sup> Street NE Staples, MN 56479

**Or scan the QR code to submit electronically.**

## Eligibility

Nominees must be elected officials as of January 2026. Each nomination requires a majority vote by the governing body of the voting member.

## Available Seats:

- One four-year term from Sub Region I Term Expires 12/31/2029
- One four-year term from Sub Region IV Term Expires 12/31/2029

## Nominee Information

Name	
Current Position	
Phone Number	
Email Address	

## Nominee's Qualifications

Provide a short biography highlighting relevant experience, skills, and accomplishments. This information will appear on the election ballot.

[Attach Description]

## Nominator Information

Name of Entity	
Current Position	
Phone Number	
Email Address	

## Certification

We certify that the information is accurate and meets all nomination requirements. Include a copy of your meeting minutes.

---

Signature	Printed Name	Title
-----------	--------------	-------

---

Signature	Printed Name	Title
-----------	--------------	-------

## Roles and Responsibilities of Directors

The statutory duties and powers of the Board of Directors of Sourcewell, as a service cooperative, are set forth in Minnesota Statutes Section 123A.21. The statute provides, in part, that the care, management, and control of a service cooperative are vested in a Board of Directors. The Board of Directors is authorized to employ a central administrative staff and other personnel as necessary to provide and support Sourcewell's programs and services or otherwise contract for such administrative support.

Sourcewell is also a public corporation and agency dedicated to public purposes; as such, all funds and property acquired by Sourcewell is public property and must remain dedicated to public purposes. No earnings or interests of Sourcewell may inure to the benefit of an individual or private party. These characteristics of Sourcewell and the limitations on how it may use and distribute its assets are analogous to charitable nonprofit corporations and the rules applicable to them. Accordingly, it is sensible for directors of Sourcewell to look to the standards of conduct applicable to governing boards of nonprofit corporations—typically articulated as fiduciary duties—as a model for their own conduct. These duties, along with how they apply in practice, are summarized briefly below.

### 1. Duty of Care

The duty of care requires Board members to exercise the care and diligence that an ordinarily prudent person would exhibit under similar circumstances. Before voting on a matter, Board members should ensure they have an adequate understanding of all the material facts with respect to the matter and the consequences expected to flow from the Board's decision. Board members can fulfill their fiduciary duty of care by making a reasonable investigation into the material facts related to a proposal, engaging in a process of deliberation, and making informed decisions they believe to be in the best interest of Sourcewell.

Note that the duty of care requires that Board members act with reasonable prudence given the facts known to them at the time a Board decision is made. As long as adequate inquiry into the relevant facts is made, there is no requirement that a Board decision always be "correct" or ultimately beneficial to Sourcewell. If a Board acts reasonably and in good faith, its members are generally protected from personal liability.

To fulfill their fiduciary duty of care, individual Board members should:

- Attend and participate fully in meetings of the Board or committees of the Board of which they are a member;
- Read and ensure the accuracy of all reports provided to the Board, including financial reports, committee reports, reports from management, and meeting minutes;
- Place matters on the agenda for a meeting that the Board member reasonably believes to be important;
- Review and consider materials supplied by management concerning Sourcewell's business and affairs, and if sufficient information is not made available in a timely manner, request that action be delayed until the desired information is supplied and studied;



- Act at all times in the best interests of Sourcewell without regard for the Board member's personal priorities or financial interests or the priorities or financial interests of a family member or other organization.

### **3. Duty of Obedience**

The duty of obedience requires Board members to follow Sourcewell's governing statutes and established policies, carry out its public mission, and ensure its funds are used for lawful purposes.

### **4. Oversight Role of the Board**

The Board is charged with ultimate responsibility for the care, management, and control of Sourcewell; however, as is permitted by law, the Board has delegated the day-to-day administration and implementation of Sourcewell's programs and services to management and staff. As such, the Board's role is chiefly to provide oversight and support in the following areas:

- Sourcewell's fidelity to its public mission
- Sourcewell's compliance with applicable laws and regulations
- Strategic plan development
- Financial planning and budgeting
- Assessment of performance against strategic objectives and budget
- Evaluation and approval of material transactions and changes in programs and services
- Evaluation of the performance of the chief executive officer

### **5. Legal References**

Minn. Stat. § 123A.21, subds. 4(a), 5(c), 5(g), and 9  
Minn. Stat. § 317A.251

### **6. Equity Commitment**

In addition to the statutory and fiduciary duties outlined above, the Sourcewell Board of Directors affirms its commitment to the following equity statement:

Sourcewell exists to empower community success. We stand with our partners in government and education striving to recognize and honor the differences in each of our community members. We are committed to removing barriers to equity.

As of 2025-09-23 12:34:52 Central Standard Time/CST • Generated by Becca Nathe • Sorted by Account Name (Ascending)

Region 5 Voting Member equals Yes

Sub-Region ↑	Sub-Region ↓	Buy/Sourswell Account Number	Account Name	Type	Sub-Type	Address Line 1	Address Line 2	City/Town/Village	State/Province	Zip/Postal Code	Region 5 Voting Member
Region I		1315	Bertha Hewitt Schools Independent School District 786	Education	Public K-12 Education	310 Central Ave S		Bertha	Minnesota	56437-1122	Yes
		1579	Brownsville Independent School District 787	Education	Public K-12 Education	620 Park Ave N		Brownsville	Minnesota	56438-7104	Yes
		14322	Freshwater Education District	Education	Public K-12 Education	22727 Industrial Dr		Wadena	Minnesota	56438-2549	Yes
		5078	Long Prairie-Grey Eagle Schools SD 2753	Education	Public K-12 Education	205 2nd S S		Long Prairie	Minnesota	56347-1353	Yes
		5414	Mnangala Independent School District 821	Education	Public K-12 Education	216 Aspen Ave NW	P O Box 160	Mnangala	Minnesota	56464-3161	Yes
		7157	Sabeika Independent School District 820	Education	Public K-12 Education	200 1st St NW # 249		Sabeika	Minnesota	56477-4203	Yes
		7753	Staples-Motley Schools Independent School District 2170	Education	Public K-12 Education	905 4th St NE		Staples	Minnesota	56479-2162	Yes
		33164	Vermdale Independent School District 818	Education	Public K-12 Education	411 SW Brown St		Vermdale	Minnesota	56481-3000	Yes
		10634	Wadena-Over Creek Schools Independent School District 2155	Education	Public K-12 Education	600 Coffey Ave SW		Wadena	Minnesota	56482-1750	Yes
	Subtotal	Count	9								
Region II		11260	Cass Lake-Bena Schools Independent School District 115	Education	Public K-12 Education	208 Central Ave NW		Cass Lake	Minnesota	56633-3373	Yes
		2855	Crosby Ironton Schools Independent School District 182	Education	Public K-12 Education	711 Poplar St		Crosby	Minnesota	56441-1135	Yes
		6067	Northland Community Schools ISO No.118	Education	Public K-12 Education	316 Main St E		Renier	Minnesota	56672-4557	Yes
		6449	Pequot Lakes Schools Independent School District 186	Education	Public K-12 Education	4276 West Lake Street		Pequot Lakes	Minnesota	56472	Yes
		6503	Pillager Independent School District 116	Education	Public K-12 Education	323 E 2nd St		Pillager	Minnesota	56473-8057	Yes
		6526	Pine River Backus School District	Education	Public K-12 Education	401 Murray Ave		Pine River	Minnesota	56474-4484	Yes
		8791	Walker Hackensack-Akeley Independent School District 113	Education	Public K-12 Education	301 4th Street		Walker	Minnesota	56484	Yes
	Subtotal	Count	7								
Region III		15688	Brainerd Independent School District 181	Education	Public K-12 Education	804 Oak St		Brainerd	Minnesota	56401-3755	Yes
		5043	Little Falls Schools Independent School District 482	Education	Public K-12 Education	14750 Riverwood Drive		Little Falls	Minnesota	56345-3357	Yes
		40599	Mid-State Education District 6979	Education	Public K-12 Education	15770 18th Street Ne		Little Falls	Minnesota	56345-6564	Yes
		6492	Pier Schools ISO No.484	Education	Public K-12 Education	112 Kammic St		Pierz	Minnesota	56346-4000	Yes
		6980	Royalton Independent School District 485	Education	Public K-12 Education	120 S Hawthorn St		Royalton	Minnesota	56373-9111	Yes
		11398	Swanville Independent School District 486	Education	Public K-12 Education	602 Degraff Ave		Swanville	Minnesota	56382-3340	Yes
		33156	Upsala Independent School District 487	Education	Public K-12 Education	415 S Main St		Upsala	Minnesota	56384-8410	Yes
	Subtotal	Count	7								
Region IV		1784	Cass County	Government	County/Borough	303 Minnesota Ave		Walker	Minnesota	56484-2270	Yes
		536	Central Lakes College	Education	Public College/University	501 W College Dr		Brainerd	Minnesota	56401-3900	Yes
		34965	City of Baxter	Government	City/Municipality	13190 Memorywood Dr		Baxter	Minnesota	56425-1000	Yes
		18277	City of Brainerd	Government	City/Municipality	501 Laurel St		Brainerd	Minnesota	56401-3525	Yes
		84933	City of Brezney Point	Government	City/Municipality	8319 County Road 11		Pequot Lakes	Minnesota	56472-3114	Yes
		36435	City of Brownville	Government	City/Municipality	544 Main St S	P O, Box 247	Brownville	Minnesota	56438-1200	Yes
		2161	City of Clarissa	Government	City/Municipality	PO Box 396		Clarissa	Minnesota	56440-0396	Yes
		16521	City of Crosslake	Government	City/Municipality	37028 Co Rd 66		Crosslake	Minnesota	56442-2528	Yes
		50069	City of Emily	Government	City/Municipality	39811 Main Highway 6		Emily	Minnesota	56447-4079	Yes
		490	City of Little Falls	Government	City/Municipality	100 7th Ave NE	P O Box C	Little Falls	Minnesota	56345-2300	Yes
Region V		40597	City of Little Falls	Government	City/Municipality	115 2nd St NE		Little Falls	Minnesota	56464-3316	Yes