



## **BOARD OF DIRECTORS' WINTER MEETING**

**Fountain Hills Community Center**

**13001 N La Montana**

**Fountain Hills, AZ 85268**

### **MINUTES**

**Thursday, March 7, 2019**

#### **BOARD MEMBERS PRESENT**

Richard Newman, Chair  
Tom Bartels, Vice Chair  
Leroy Baker, Secretary  
Chris Miller, Treasurer  
John Cote, Director  
Robert Gary, Director

Phil Gregory, Director  
David Lee, Director  
Philip Morris, Director  
Tim Orr, Director  
Carroll Wolfe, Director

#### **EX-OFFICIO BOARD MEMBERS**

Tom Wilcox, Esq., Executive Director

Myron Mintz, Esq., Legal Counsel

#### **OTHERS PRESENT FOR ALL OR PART OF THE MEETING**

Jennifer Byers  
Susan Gary  
George Goolsby  
David Harvey  
Rebecca Hickey

Brian Roy  
R. O. Schmitt  
Vianny Schmitt  
Frank Wagner  
Mary Ann Wahlner

1. Call to Order Chair Rich Newman called the meeting of the Board of Directors to order at 8:00 a.m. MST.
2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all members in attendance. He thanked Frank Wagner for hosting the Board meeting at the Arizona Sunshine Regional. The Chair reminded everyone that we will follow Robert's Rules of Order for Small Boards during the meeting.
3. Agenda Review: Chair Newman reviewed the agenda and asked for any additional items from the Directors. There were no changes to the posted agenda.
4. Announcements: The Chair announced that the Kenneth Roberts Award, authorized by the Board at a recent meeting, has been implemented by the Awards Committee and is receiving nominations. The Chair reminded the Board that we will have new Board members at our next scheduled physical meeting in June, and the first order of business after seating the new Board will be the election of officers.

5. Roll Call: A Roll Call was taken to establish a quorum. All Board members were in attendance.
6. **MOTION:** Made by Secretary Baker, seconded by Director Cote. Move approval of the minutes of the February 21, 2019 meeting as written. Hearing no objections, the Chair declared the **Motion Carried**.
7. Item: Establish the next BOD meeting dates. The next Board of Directors meeting will be a webinar to be held Thursday, May 2, 2019 at 7:30 p.m. EDT.
8. Museum Strategic Plan: Director Morris, Chair of the Museum Collections Committee, reviewed the current membership of the Committee with the Board. Director Morris briefly reviewed the five governing documents for the Museum, all of which are past their expiration dates or in need of revision. He discussed the existing Strategic Plan in detail, reviewing the seven strategic areas and thirty-one action steps included in the plan. The Board provided input for the Committee on the future direction of the Museum and the priorities for a revised Strategic Plan. Director Morris will take that feedback to the Committee and bring revised documents to future Board meetings for approval.
9. Investment Performance Review & Observations: Executive Director Wilcox, Controller Byers, and Treasurer Miller reviewed our investment account balances and performance through January 2019.

David Harvey from our investment advisory firm reviewed our current investment portfolio for the Board. He also discussed the future outlook for investments in general.

10. Current Year Financial Review & Observations: Executive Director Wilcox and Controller Byers reviewed our current fiscal year results through January 31, 2019, as well as projections for the remaining months of the fiscal year.
11. 2019-2020 Budget Proposal & 3 Year Forecast: Executive Director Wilcox and Controller Byers presented a proposed operating budget for FY19-20. They discussed the budget assumptions included in the revenue and expense figures for each expense category. The Board discussed the need to see the Balance Sheet and Cash Flow statements on a quarterly basis to monitor our financial health. Executive Director Wilcox and Controller Byers agreed to provide those documents in the future.

**MOTION:** Made by Treasurer Miller, seconded by Director Wolfe – The Board approves the FY19-20 Budget as presented.

**Motion carried.** Voting Yea: Bartels, Baker, Cote, Gary, Lee, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: Gregory; Absent: None.

12. Capital Budget List Review & Expenditure Recommendations: Executive Director Wilcox reviewed the capital projects list with the Board. The Board discussed many of the items and provided input on priorities. Executive Director Wilcox will bring capital spending recommendations to a future Board meeting.

13. 2019 Development Strategy Update: Executive Director Wilcox presented the development philosophy being used by NAWCC. George Goolsby described future campaigns to reach a goal of a \$40 million Endowment. Executive Director Wilcox discussed more specifics of a Phase II For All Time campaign that will kick off at the 2019 National Convention.

**MOTION:** Made by Director Cote, seconded by Director Lee – The Board approves extending the mandate of the For All Time campaign in its present form indefinitely.

**Motion carried.** Yea: 11; Nay: 0

14. Committee Structure for the Future: Vice Chair Bartels reported on a survey of committee chairs. Responses were minimal and the feedback was not very robust. The Board discussed our current committee structure and provided feedback for Vice Chair Bartels. He will continue working on the structure and bring proposals for changes to a future Board meeting.

Convention Committee Chair Newman reported that the committee is considering having a professional event planner take on the tasks surrounding the National Convention. This person may also be able to assist regional committees.

15. Committee Chair Term and Appointment Process Discussion: Director Gary led a discussion on the Committee Chair appointment process and the term length of the Chairs and members of committees. He will continue working on revisions to the process and bring proposals to a future Board meeting.
16. Review Day's Action Items & Tomorrow's Agenda: Chair Newman reviewed the action items resulting from today's motions and reviewed the agenda for tomorrow's portion of the meeting.
17. Solicit Feedback from Audience: Chair Newman solicited feedback from those in attendance.
18. **MOTION:** Made by Director Gary, seconded by Director Wolfe: That the Board go into Executive Session to discuss personnel and legal matters. Hearing no objections, the Chair declared the **Motion Carried.**

No action was taken in Executive Session.

19. **MOTION:** Made at 5:00 p.m. by Treasurer Miller, seconded by Director Wolfe: Move that the meeting be recessed until 8:00 a.m. MST Friday, March 8, 2019. Hearing no objections, the Chair declared the **Motion Carried.**

### **Call to Order, Friday, March 8, 2019**

20. Chair Newman reconvened the meeting of the Board of Directors to order at 8:05 a.m. MST. Chair Newman welcomed the members in attendance. A Roll Call was taken to establish a quorum. All Board members were in attendance.

21. **MOTION:** Made by Treasurer Miller, seconded by Director Cote: That the Board go into Executive Session to discuss personnel and legal matters. Hearing no objections, the Chair declared the **Motion Carried**.

No action was taken in Executive Session.

22. **MOTION:** Made by Director Cote, seconded by Director Gary: That the Board approves an increase to the Salary and Benefits line of the FY19-20 Budget by \$6,000. Hearing no objections, the Chair declared the **Motion Carried**.

23. Announcements: There were no further announcements.

24. Review Agenda and Amend as Needed: The Agenda was accepted as presented.

25. Symposium Updates – 2019, and future: Chair Newman briefly discussed the results of the 2018 Symposium, held at the Henry Ford Museum. He went on to discuss in detail the 2019 Symposium to be held in Nuremburg, Germany. He discussed the logistics of the joint meeting, and reviewed the budget in some detail.

Chair Newman also discussed the plans for the 2020 Symposium, to be held in Philadelphia, PA on October 1-3, 2020. Contracting is underway for the venues involved.

26. National Convention Updates – 2019, 2020, and future: Chair Newman provided the following updates on future National Conventions after Executive Director Wilcox and the Board reviewed the great success of the 75th Anniversary National Convention Co-Chaired by Lu Sadowski and Marion Krajewski:

2019: Plans are progressing well. Registrations are proceeding, speakers are secured, and the exhibit is coming together. The Committee is still looking for a few volunteers, most notably for on-site registration.

2020: The 2020 Convention slated for Dayton, Ohio is in the early planning stages. The Convention will be co-hosted by Buckeye Chapter 23 and Chapter 159 - British Horology.

2021: Planning for the 2020 Convention is underway. Chapter 34 – Old Dominion has volunteered to host the convention, and is evaluating locations in eastern Virginia. Pricing proposals have been received from several locations.

2022: Chapter 140 – Kentucky Thoroughbreds has volunteered to host the 2022 Convention. Preliminary planning is in process.

2023: We expect to be back in Pennsylvania to celebrate the 80<sup>th</sup> anniversary of the NAWCC.

27. Membership categories discussion: Director Orr reviewed our current membership categories and the various amenities included in each. He also presented a proposed set of membership categories to simplify our offerings. There was a vigorous discussion and direction provided for the Membership Committee. The Committee will develop a formal proposal and Director Orr will bring that proposal to a future Board meeting.
28. Website Improvement Plan: Executive Director Wilcox and Brian Roy, User Experience and Online Communications Manager, presented the 2019 NAWCC Website Plan. The plan objectives include:
1. Attractive, New User Experience look and feel
  2. Build on new platform for more supportability and sustainability
  3. Positive user interaction
  4. Revenue enhancing
  5. Membership recruiting
  6. NAWCC Promotion, Marketing, and Messaging
  7. Easier to pay, renew, donate
  8. More Community Building opportunity
  9. Education Orientation
  10. Chapter/member focus
  11. Analytics
  12. Other areas, objectives, and user experience
  13. Phases of work process and timelines
  14. Expectations of deliverables and schedule going forward

In addition to the usual testing procedures of any development project, there are plans for a webinar open to all members and for some user experience input at the National Convention in June 2019.

29. Solicit Feedback from Audience: Chair Newman solicited feedback from those in attendance.
30. **MOTION:** Made by Director Gary, seconded by Director Wolfe: That the meeting be adjourned. Hearing no objections, the Chair declared the **Motion Carried.**

Meeting adjourned at 11:11 a.m. MST.