



**BOARD OF DIRECTORS MEETING**  
**November 2019 Meeting – Columbia, PA**

**MINUTES**

**November 11-12, 2019**

**BOARD MEMBERS PRESENT**

Richard Newman, Chair  
Leroy Baker, Vice Chair  
Rhett Lucke, Secretary  
Chris Miller, Treasurer  
Thomas Compton, Director  
John Cote, Director

James Dutton, Director  
Robert Gary, Director  
Philip Morris, Director  
Tim Orr, Director  
James Price, Director

**EX-OFFICIO BOARD MEMBERS**

Myron Mintz – Legal Council

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

Vivian Miller  
Fortunate Mueller-Maerki  
Frank DelGreco  
Judy Draucker  
Doug Berman (RKL)  
Julia Burns (Clarity Transitions)

Susan Gary  
Tom McIntyre  
Gary Stone  
Cathy Gorton  
Michelle Frye (RKL)  
Al Dodson

**November 11, 2019**

1. Call to Order: Chair Rich Newman called the meeting of the Board of Directors to order at 8:03 a.m. EST.
2. Welcome, Introductions, Meeting Procedures & Announcements – Chair Newman welcomed all Board Members and guests in attendance.

The Chair recognized Jenn Byers for taking on additional responsibilities and challenges since the resignation of the Executive Director.

The Chair reminded everyone that we will follow Robert's Rules of Order for Small Boards during the meeting.

3. Roll Call: A Roll Call was taken to establish a quorum. All current Board members were in attendance.

Chair Newman announced that Director Kalinkiewicz has elected to resign from the Board of Directors for personal reasons.

4. **MOTION:** Made by Secretary Lucke, seconded by Director Price. That the Board approves the minutes of the September 26, 2019 meeting as written.

**Passed by Consent**

5. NAWCC Headquarters Scorecard Review

Director Baker presented the headquarters scorecard results through September.

Items in “red” included net liquidity, days from month end until financial statements completed and new member numbers. It was noted that steps taken by Controller Byers to improve timing of financial statements had resulted in significant improvements from previous months.

Director Cote agreed to provide “development” results for future scorecard reports.

Tom McIntyre can provide website data for future scorecard reports.

6. Financial Audit Reports

Representatives from RKL reviewed the results of their recently completed audit. During the review, it was acknowledged that the audit took longer than normal due to it being their first audit with the NAWCC and working with a new Controller. They did however, compliment the NAWCC Controller on being thorough and transparent during the process. A new non-profit standard was also used for the first time during this audit.

Findings from the audit resulted in 7 audit adjustments for a total of \$175K. An opportunity to strengthen the use of restricted funds was also identified.

To improve timing on future audits, RKL recommends starting field work earlier.

**MOTION:** Made by Treasurer Miller and seconded by Director Dutton. That the results of the 2018-2019 Audit be accepted as presented.

**Passed by Consent**

**MOITION:** Made by Treasurer Miller and seconded by Director Dutton. That RKL be approved as the Auditor for 2019-2020.

**Passed by Consent**

## 7. Financial Results

Treasurer Miller reviewed the financial results for both August and September:

### August Results

- A net loss of \$17,817 for the month and \$86,299 YTD was reported.
- The museum reported 1091 visitors in the month of August.

### September Results

- A net loss of \$26,412 for the month and \$92,212 YTD was reported.
- The museum reported 991 visitors in the month of September.

PNC (Investments) status was also reviewed.

- Return for the year averaging over 6% for all investments

Cost reduction actions completed since the last Board Meeting include:

- Rent increased on house to level which exceeds the monthly cost.
- Oversight and Advancement Committee, consisting of Officers and other Board Members (established in October 2019), fully engaged to ensure continued operations and help manage costs until the open Executive Director position is filled.

## 8. A discussion was held on opportunities for Regional Conventions

- Better communication and clarification needed on the allowance of “public days” at our regionals.
- Headquarters looking to assist in the handling of registration for regionals. A pilot is being conducted with the 2020 Florida regional.

## 9. Convention Reports & Updates

- a. Chair Newman presented a final report from Lu Sadowski on the 2019 Convention, held in Springfield, MA. Net profit from the convention was \$47,703.

**MOTION:** Made by Vice-Chair Baker and seconded by Director Cote: Move that the Board adopt the following resolution:

### RESOLUTION IN RECOGNITION AND APPRECIATION OF DISTINGUISHED SERVICE FOR THE 2019 NATIONAL CONVENTION

WHEREAS, Star Fellow Lu Sadowski, 2019 National Convention Chair, and the many other Chapters, Individuals and Businesses made the 2019 National Convention an outstanding event: Therefore, be it RESOLVED, that we, the Members of the Board, do hereby extend to Lu Sadowski, and all of the volunteers and supporters our sincere and grateful appreciation for their dedicated service to the National Association of Watch and Clock Collectors and our congratulations on a very successful Convention and our best wishes for continued success, happiness, and good health in the years to come.

**Passed by Consent**

b. Judy Draucker presented a preliminary budget for the 2020 Convention

**MOTION:** Made by Director Price and seconded by Treasurer Miller: That the preliminary budget be approved as presented.

**Passed by Voice Vote**

10. Chair Newman reported a very successful 2019 Symposium, which received sponsorship from German Auction Houses and Watch Companies. The Symposium yielded a net profit of \$2,498, which will be credited to the Symposium fund.
11. Director Cote provided an update on Development. YTD, Phase I of the For All Time Campaign has received \$4,605 and Phase II is currently at \$96,879. We have also received \$12,492 YTD with the Annual Appeal. Director Cote also updated the board on other ongoing discussions with potential donors.
12. Chair Newman updated the Board on the role, makeup and activities of the Oversight and Advancement Committee. The committee was established with the resignation of the Executive Director and has been very engaged with headquarters since that time. This engagement has included:
  - Both onsite and offsite engagement with headquarters staff to ensure ongoing operations and facilitate cost control and improved efficiencies.
  - Understanding and prioritization of headquarters needs.
  - Identification and appointment of an interim site lead (Controller Jenn Byers).
  - Review and refocus on the website project.
13. Director Cote reviewed opportunities for increased and improved social media presence. Other horological organizations are effectively using various social media to bring in new people. These forums are extremely effective, especially with those interested in wrist watches.
14. Al Dodson provided an update on the Ansonia Tower Clock (“Quincy Clock”). After review, placement in the Rotunda does not appear to be a feasible option. An alternative plan is to incorporate into a new “public time display, to be placed in the first gallery. This alternative is under review for feasibility and cost. It was reported that the project currently has \$7500 available in funding.
15. Strategic Planning Workshop (Session I)

Julia Burns from Clarity Transitions provided an overview of the assessment her firm has completed on the NAWCC. The overview included:

  - Review of our current Vision and Mission Statements

- Alignment of Vision and Mission Statements with members and key stakeholders
- The NAWCC's value propositions and deployment of these propositions
- The organizations strengths and weaknesses
- Opportunities for improvement
- Options for the future

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

17. **MOTION:** Made at 7:00 p.m. by Secretary Lucke and seconded by Vice-Chair Baker. That the meeting be recessed until 8:00 a.m. EST Tuesday, November 12, 2019. Hearing no objections, the Chair declared the **Motion Carried.**

### **November 12, 2019**

18. Chair Newman reconvened the meeting of the Board of Directors with a call to order at 8:00 a.m. EST. Chair Newman welcomed back the members and guests in attendance. A Roll Call was taken to establish a quorum. All current Board members were in attendance.

19. Strategic Planning Workshop (Session II)

Julia Burns from Clarity Transitions led a discussion on Short Term Priorities and Strategy. This included an interactive discussion revolving around the NAWCC's Value Proposition, and approaches to address capital expense needs for impending HVAC and roofing replacement.

20. **MOTION:** Made by Director Gary and seconded by Treasurer Miller. That the amendments to the Bylaws be approved as submitted and that the Nominations and Elections Committee be directed to submit this proposal to the membership for their vote as soon as possible.

**Approved by Vote: 11 Yea, 0 Nay**

**MOTION to Amend:** Made by Vice-Chair Baker and seconded by Treasurer Miller. To amend Article 2, Section 3

From: "No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominations and Elections Committee, hereinafter NEC, until five years after the employee ceases NAWCC employment."

To “No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominations and Elections Committee, hereinafter NEC, until five years after the employee ceases NAWCC employment. This may be waived by a two thirds vote of those Board members present and voting.

**Passed by Voice Vote: 10 yea, 1 Nay**

21. Website Project Update

- Chair Newman updated the board on status of the project and establishment of a Board Sponsorship Team, consisting of Chair Newman, Vice-Chair Baker, Secretary Lucke and Director Orr. The purpose of the team is to drive the activities required to ensure the project is completed in a timely manner and with the desired results. The sponsorship team is actively working with a website development supplier to evaluate current status of the project and to provide the necessary resources for completion and successful launch. A group of 2-3 members is also being put together as subject matter experts to work with the supplier along with the Sponsorship Team.

22. National Committee Strategy

- Chair Newman reviewed a draft proposal for a more streamlined committee structure.
- The proposed structure to be posted to the board for further discussion and development.

23. The current regional schedule through June 2020 was reviewed and national representatives assigned.

24. Future Education Program Opportunities

- Director Dutton reviewed a draft of a proposed clockmaking education curriculum.
- Jim Price reviewed an online (YouTube) program being developed by a California member

25. **MOTION:** Made by Chair Newman and seconded by Director Gary. Move that Article V, Section 4(c), Symposium Committee be amended as submitted, that Article 7, Section 3, Symposiums, be amended as submitted and that Article 10, Section 6(I), the Symposium Fund, be amended as submitted.

**Passed by Voice Vote: 11 Yea, 0 Nay**

26. Director Dutton provided an update on status of evaluations and quotes for needed repair/replacement of Roof and HVAC Systems. Options and quotes to be finalized and presented to the Board for review.
27. **MOTION:** Made by Chair Newman and seconded by Director Price. That the Board go into Executive Session to discuss financial, legal and personnel matters. Hearing no objections, the Chair declared the **Motion Carried.**
28. The Chair reconvened the Board of Directors meeting with a Call to Order and welcomed back members and guests.
29. Strategic Planning Workshop (Session III)
- Julia Burns from Clarity Transitions led a discussion on Immediate Challenges and Barriers and a subsequent review of Short-Term Actions for the Board to take forward for further review and development.
  - Immediate Challenges include: Online presence, Branding, Entrenched way of working, Facilities maintenance and Leadership transition.
30. The Chair thanked the audience for their attendance and solicited feedback.
31. **MOTION:** Made by Chair Newman and seconded by Vice-Chair Baker. That the Board go into Executive Session to discuss financial, legal and personnel matters. Hearing no objections, the Chair declared the **Motion Carried.**
32. **MOTION:** Made by Chair Newman and seconded by Secretary Lucke. That the meeting be adjourned. Hearing no objections, the Chair declared the **Motion Carried.**

Meeting adjourned at 4:45 p.m. EST