



BOARD OF DIRECTORS MEETING

Board of Director's Meeting

September 27, 2017 Wednesday @ 7:00 p.m. Eastern Daylight Savings Time

Webinar Meeting

MINUTES

BOARD MEMBERS PRESENT

Richard Newman, Chair
Jay Holloway, Vice Chair
Leroy Baker, Secretary
Chris Miller, Treasurer
Tom Bartels, Director
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, Executive Director

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Chuck Auman
Terry Hall
Patricia Holloway

Kevin Osborne
Mary Ann Wahlner

1. Call to Order – Chair Rich Newman called the meeting of the Board of Directors to order at 7:02 p.m. EDT.
2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all members in attendance. He reiterated that we would use the Robert's Rules of Order for small boards, and vote on motions By Roll Call only until our Standing Rule III. 1. B. is modified to allow votes By General Consent. The Chair reminded Board members to mute their microphones when not speaking, and to state their name when they wish to speak.
3. Roll Call: A Roll Call was taken to establish a quorum. All Board members were in attendance. During the meeting, Chris Miller experienced connection difficulties resulting in him being able to hear everything, but limited his ability to speak to the Board.
4. Announcements: Chair Newman announced that Certificates with the resolutions from the August meeting had been delivered to John Acker and Steve Humphrey. He also mentioned the recent

Message Board upgrade will be discussed briefly in today's Executive Session and more fully at the next Board meeting.

5. MOTION: Made by Secretary Baker, seconded by Director Wolfe. Move approval of the agenda as presented to include all expected business. Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Morris, Newman, Orr, Wolfe; Voting Nay: None; Unable to vote: Miller; Absent: None.
6. MOTION: Made by Secretary Baker, seconded by Vice Chair Holloway. Move approval of the minutes of the August 23, 2017 meeting as written. Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Morris, Newman, Orr, Wolfe; Voting Nay: None; Unable to vote: Miller; Absent: None.
7. Item: The next BOD meeting will be a webinar to be held November 1, 2017 at 7:00 p.m. EDT. Tom Wilcox alerted the Board to an event celebrating the 40th anniversary of the opening of the NWC Museum on the evening of November 29th in Columbia, just held prior to our next physical meeting.
8. MOTION: Made by Vice Chair Holloway, seconded by Director Morris. The Board approves the Action Plan dated September 20, 2017, and instructs the Executive Director to begin execution as soon as possible and report progress to the Board no later than December 2, 2017. Motion carried. Voting Yea: Bartels, Baker, Cote, Gary, Holloway, Lee, Miller, Morris, Newman, Wolfe; Voting Nay: Gregory, Orr; Absent: None.
9. Discussion: Vice Chair Jay Holloway reported on the progress of the Committee Review assigned in the June meeting. He reported that the Committees he has contacted also feel the need for changes, with some recommending changes to structure, membership and guidelines. He will provide another report with possible recommendations to the Board at the next physical meeting.
10. Executive Director Wilcox provided an update on the new website. One of the testing scenarios described to the Board last month has been completed. Markus has been on vacation for part of Tom's first month in the ED position, so they will be meeting this week to plan the continuation of the website upgrade. They may be requesting members who are experts in web site design and development to volunteer their assistance. They are also considering professionals in association web site design.
11. Director Robert Gary reported on the Adopt-a-Timepiece program. While the program is in place, it has not been well received. The staff time and effort required does not seem to justify continuation. Robert will continue his review and provide recommended actions at a future Board meeting.
12. MOTION: Made by Vice Chair Holloway, seconded by Director Orr. Upon consideration of the request dated 9-13-17 from the Convention Committee Chair and members of the Convention Committee to permit and govern the sale of non-horological items in the Mart, the Board requests that the Convention Committee modify Regional Meeting Guide and any other supporting materials such that table holders at Regional Events and National Conventions "primarily sell items of horological interest" and furthermore ensure that non-horological items for sale in the Mart are both appropriate for NAWCC events and of interest to members, as determined by the respective event Regional Mart Chair or Regional Meeting General Chair. The Board further requests that changes to the Guide in support of this motion be presented to the Board for formal approval, per normal procedures, as soon as possible. Motion carried. Voting Yea: Baker, Cote, Gregory, Gary, Holloway, Morris, Newman, Orr, Wolfe; Voting Nay: Bartels, Lee; Unable to vote: Miller; Absent: None.

13. Treasurer Chris Miller reviewed the August 2017 Financial Summary and associated documents, along with two capital requests. Total expenses remain under budget for both August and the Year-to-Date. Total Revenue continues to lag behind budget, but Net Revenue is exceeding the budget forecast. Chris and Chuck are reviewing several areas where expenses are exceeding budget, including the salary categories.

MOTION: Made by Treasurer Miller, seconded by Director Wolfe. Move approval of \$6,000 in capital funds to purchase a new server to replace the existing File and Print/Domain server. Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: None.

14. MOTION: Made by Secretary Baker, seconded by Director Gary - That the Board goes into Executive Session to discuss financial and personnel issues. Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: None.

15. MOTION: Move that the meeting adjourn. Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: None.

Meeting adjourned at 8:54 p.m. EDT.

Please send all comments and questions on items being considered to NAWCC Board Secretary at lebaker@chorus.net.

NAWCC Board Secretary
Leroy Baker