

BOARD OF DIRECTORS MEETING
August 2019 Webinar Meeting

MINUTES

August 7, 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
Donna Kalinkiewicz, Director
Philip Morris, Director
Tim Orr, Director
James Price, Director

EX-OFFICIO BOARD MEMBERS

Tom Wilcox, Esq., Executive Director

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Tom McIntyre
Dave Coatsworth
Jennifer Byers
Judy Draucker

Jim Haney
Pat Holloway
Brian Roy

1. Call to Order: Chair Rich Newman called the meeting of the Board of Directors to order at 7:11 p.m. EDT.
2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all Board Members and guests in attendance. 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 Board members were in attendance.
4. Announcements:

Chair Newman thanked everyone for their attendance and participation in the June meeting, held in Springfield, MA.

Chair Newman announced that he was available and would represent the BOD at the upcoming All Texas Chapters Regional to be held in Houston, TX

5. **MOTION:** Made by Secretary Lucke, seconded by Director Gary. That the Board approves the minutes of the June 26-27, 2019 meeting as written.

Passed by Consent

6. May 2019 and May YTD Financial reports presented by Executive Director Wilcox and NAWCC Controller Byers.

It was noted by Treasurer and Finance Committee Chair Miller that our net liquidity reserve remains below the \$400K threshold, which requires notification to the Board of Directors. Further review and recommendations to be discussed, including personnel related matters during executive session.

June 2019 results not yet available. Will be reported and reviewed at the next meeting.

7. Recommended actions to address FY2019 deficit:

Executive Director Wilcox has been working with NAWCC Controller Byers and Director Dutton on recommended cost reduction actions to be taken asap to address the deficit.

8. NAWCC Controller Byers reported that the external auditors had completed their onsite work in Columbia and were currently working on a preliminary report. Controller Byers noted that the auditors were very professional and thorough. Feedback on availability of the preliminary report expected in the next week.

9. Vice-Chair Baker reported that a proposed headquarters dashboard report had been submitted to Executive Director Wilcox for review and feedback. Executive Director Wilcox to review with his executive staff and provide feedback to Vice-Chair Baker by August 16, 2019.

Target for review of initial dashboard report with the BOD at our September meeting.

10. Executive Director Wilcox and Chair Newman reported on numerous discussions that were held in Syracuse regarding plans for completion of restoration and display of the Ansonia Tower Clock "Quincy Clock".

Discussions and recommendations were well received by key stakeholders and members of the Street Clock Chapter. Executive Director Wilcox to continue moving forward towards a final recommendation.

11. Executive Director Wilcox and Brian Roy provided an update on the project plan, timing and resource requirements for the new NAWCC Website.

It was reported that a link to the project site will be made available on the current website. This will allow board members and any other interested party to review progress and completion status.

Resources to populate the site will need to be reviewed by Executive Director Wilcox and his team.

At launch, both the current and new sites will remain available for some time.

12. Executive Director Wilcox reviewed a proposed “Gift to NAWCC Inc., Certificate of Gift” form. The intent is to use the form on items donated to the NAWCC that are not intended for the museum and will allow items to be used in the manner which best supports the NAWCC. This may include sale of the item.

Proposal to be reviewed by the Museum Collections Committee.

13. **MOTION:** Made by Director Gary and seconded by Director Morris. Move that the motion approved during the June 2019 board meeting be amended to strike the words “Ethics Committee”, to be replaced with the words “Bylaws and Procedures Committee”, and the wording “as a new item B.6, BOD Member Interaction with NAWCC staff” be inserted at the end of the first sentence. Further, that the added paragraphs be identified as paragraphs a, b, and c, respectively.

The resulting motion will read in its entirety:

The Board of Directors shall instruct the Bylaws and Procedures Committee to add the following to the Board of Directors Code of Ethics as a new item B. 6, BOD member interaction with NAWCC staff. This addition is applicable to all Board members effective immediately.

a. Members of the Board must respect the authority of the Executive Director in all matters related to the operation and management of the NAWCC and its Staff. During the course of normal business, contact between Board members and Staff members will be necessary and will be permitted. Members of the Board may not request Staff engage in work or tasks, which are outside of their normal duties as assigned by the Executive Director. Any such requests must first be submitted to the Executive Director.

b. As personnel, administrative, or human resources issues may be the concern of the Board, the Board shall be available to hear such complaints and concerns from Staff. Staff may, without retaliation, approach any Board member if the staff member believes there is a conflict of interest discussing the matter with the Executive Director. The Board member shall be free to consult NAWCC Legal Counsel at any time.

c. Board members ultimately have a right and a duty to be informed concerning any such issues which may impact the functioning of the organization. Unless otherwise advised by Legal Counsel, it will be the responsibility of the Director to whom the staff member has communicated the details of any such issues to advise the full Board in closed executive session at a board meeting or on the Board of Directors message board. Unless directed otherwise by Legal Counsel, in no case shall more than 30 calendar days be permitted to elapse before the issue is posted on the Board of Directors message board or it is discussed during an executive session of the Board.

Approved by Consent

14. Chair Newman provided an initial recap of the National Convention in Springfield. Final numbers and financials are being completed and will be presented at the next board meeting.
15. Chair Newman presented a final budget for the 2020 National Convention, to be held in Dayton, OH.

MOTION: Made by Chair Newman and seconded by Director Miller to approve the 2020 National Convention budget as presented.

Approved by Consent

16. Status report from Special Committee on proposal for implementation of an NAWCC sponsored “Horological Auction Preview” postponed until next meeting, to allow Committee Chair time to finalize a proposed list of committee members.
17. Next Electronic Board Meeting Date and Time
September 26, 2019 at 7:00PM EDT
18. Chair Newman solicited feedback from the audience.
19. **MOTION:** Made by Director Gary, seconded by Director Price:
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.

20. **MOTION:** Made by Director Price, seconded by Director Cote: That the meeting be adjourned. Hearing no objections, the Chair declared the **Motion Carried.**

Meeting adjourned at 9:25 p.m. EDT.