



BOARD OF DIRECTORS MEETING January 2020 Webinar Meeting

MINUTES

January 30, 2020

BOARD MEMBERS PRESENT

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

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

BOARD MEMBERS ABSENT

Thomas Compton, Director

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Peter Wedel
Terry Hall

1. Call to Order: Chair Rich Newman called the meeting of the Board of Directors to order at 7:00 p.m. EST.

2. Welcome, Introductions, Meeting Procedures and Announcements
 - a. 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.
 - b. Chair Newman welcomed new Director appointee Robert Burton.
 - c. Chair Newman announced that John Connolly intends to resign his position as chair of the Awards Committee.
 - d. Chair Newman recognized Directors Jim Price, Jay Dutton and others for their ongoing work at headquarters.

3. Roll Call: A Roll Call was taken to establish a quorum. Eleven board members were present and one absent.
4. **MOTION:** Made by Chairman Newman, seconded by Director Price. That the Board approves the minutes of the December 19, 2019 meeting as written.

Passed by Consent

5. NAWCC Scorecard

Vice Chair, Leroy Baker presented the scorecard updates. It was noted that Net Liquidity remains below target, but has continued its monthly improvement.

6. November Financial Report

Treasurer Miller presented both the final financial reports for November and a preliminary outlook at December.

- a. October ended with a monthly surplus of \$9,654 and a YTD deficit of \$86,355. Net liquidity increased to \$383,250 and the investment total is at \$2,952,764.
- b. Initial look at December appears favorable with an expected surplus.
- c. 2020/2021 Budget process to be initiated once December financials are completed. Treasurer Miller, along with Directors Jim Price and Jay Dutton to assist Controller Byers with budget proposal with input from Chair Newman.
- d. Draft of 990 Tax Return has been completed and submitted for Board Approval.

MOTION: Made by Treasurer Miller, seconded by Director Price. That the 990 Tax Return be approved as submitted.

Passed by Consent

7. Website Update

Chair Newman gave an update on progress of work on our new website.

- a. Work by EZSolutions progressing well and currently on schedule. Initial pages to be populated shortly for sponsorship team and director review.
- b. Website design intended to entice first time visitors to become potential members. Also, to make navigation and use by current members easier and provide more seamless use for renewing membership, registering for events and donating to the organization.
- c. Key staff in Columbia, along with IMIS consultant fully engaged with EZSolutions
- d. Onsite meeting with EZSolutions to be scheduled for end of February.

8. **MOTION:** Made by Director Gary, seconded by Director Cote. That Standing Rules Article III, Board of Directors, Section 2 Meetings, Section (d) Executive Sessions Be amended to delete in its entirety the sentence: If no action is taken in Executive Session, it is so stated by the Chair when open session is resumed. Any action agreed upon in Executive Session must be presented as a motion in open session of the Board: such motions do not require a suspension of rules to be presented for discussion and voting.

Passed by Consent

9. **MOTION:** Made by Director Gary, seconded by Director Price. That the Standing Rules, Article III, Board of Directors, Section 2 Meetings have added to it section (e)

Section (e): No topic discussed in executive session may be discussed outside of executive session without a motion to transfer it to open session being approved by a 2/3 majority vote of those Directors present and voting. The Board shall take into consideration the opinion of Legal Counsel in determining the transfer from executive session to open session.

Passed by Consent

10. **MOTION:** Made by Director Morris, seconded by Director Cote. That the Board approve the Collection Committee's submitted recommendation for 2017 deaccession of low cost items with no value to the museum.

Passed by Consent

11. Next Meeting Date & Time

- a. The next board meeting will be via webinar and is tentatively scheduled for March 19, 2020 at 7:00 p.m. EST.

12. **MOTION:** Made by Director Gary and seconded by Treasurer Miller; Move that the Board go into Executive Session to discuss financial, legal and personnel issues.

Motion Carried

- a. The Board took action on one personnel matter.

Meeting adjourned at 8:30 p.m. EDT.