



BOARD OF DIRECTORS MEETING

**February 21, 2019, Thursday @ 7:00 pm Eastern Standard Time
Webinar Meeting**

MINUTES

BOARD MEMBERS PRESENT

Richard Newman, Chair
Leroy Baker, Secretary
Chris Miller, Treasurer
Robert Gary, Director

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

BOARD MEMBERS ABSENT

Tom Bartels, Director
John Cote, Director
David Lee, Director

EX-OFFICIO BOARD MEMBERS

Tom Wilcox, Executive Director

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Robert Burton
Jennifer Byers
Dave Coatsworth
Jim Haney
Patricia Holloway

Tom McIntyre
James Price
Brian Roy
MaryAnn Wahlner
Donna Kalinkiewicz

1. Call to Order – Chair, Rich Newman called the meeting of the Board of Directors to order at 7:04 p.m. EST.
2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all members in attendance and reminded them that we will take comments and questions right before we enter Executive Session near the end of the meeting.
3. Roll Call: A Roll Call was taken to establish a quorum. Eight Board members were in attendance.
4. Announcements: Chair Newman made the following announcements: We will follow Robert's Rules of Order for Small Boards during the meeting. All Directors

should mute their microphones when not speaking. Our next meeting will be a face-to-face meeting two weeks from today in Fountain Hills, AZ. That meeting will be focused on the FY20 Budget and on Strategic Planning updates.

5. **MOTION:** Secretary Baker, seconded by Director Wolfe – Move approval of the minutes of the December 20, 2018 meeting as written.
Motion carried. Voting Yea: Baker, Gregory, Gary, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: Bartels, Cote, Lee.
6. YTD Financial/Budget Review. Executive Director Wilcox reviewed financial results to through December 2018 and answered Board members questions. He noted that our membership decline has reduced dramatically from the previous few years, going from 6%-8% to 1%-3% this year. He also projected that we will meet our overall financial budget for FY19 by the end of the fiscal year.

Executive Director Wilcox then briefly reviewed the future years' budget summary document that had been provided to Board members just prior to the meeting. These numbers are still in the draft stage, and will be provided in a more final format before the next Board meeting.

Treasurer Miller asked that the Balance Sheet be provided in the monthly financial package that he receives.

MOTION: Treasurer Miller, seconded by Director Gregory – Motion to hire RKL accounting firm to be the next auditor and accounting firm for NAWCC for the next 5 years ending fiscal year 2023.

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

7. Web site plan update. Brian Roy, User Experience and Online Communications Manager, provided an update on progress of our website revisions. Mr. Roy provided a graphical view of the Unified Product Plan document. The project is currently in the ideation phase. Mr. Roy reviewed an initial wireframe that has reduced the number of top level pages from 152 to 12. He also presented the basic graphical building blocks to be used in the new design. The Unified Product Plan document is being built as the project progresses. Mr. Roy will share a link to the document to Board members and other interested parties.
8. Development Committee Chair Appointment
MOTION: Secretary Baker, seconded by Director Gary – Appoint Director John Cote as Chair of the Development Committee effective immediately.
Motion carried. Voting Yea: Baker, Gregory, Gary, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: Bartels, Cote, Lee.
9. **MOTION:** Director Gary, seconded by Director Morris – move that the NAWCC Board of Directors issue a certificate of acknowledgement and appreciation to Derek Roberts in recognition of his years of dedication to the world of horology and in recognition of the numerous and substantial horological publications he authored on which numerous research has been and continues to be based.
Motion carried. Voting Yea: Baker, Gregory, Gary, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: Bartels, Cote, Lee.

10. **MOTION:** Secretary Baker, seconded by Director Gary – That the Standing Rules, ARTICLE III. BOARD OF DIRECTORS, Section 1. Records, (b) Recording of Votes be amended as follows:

ARTICLE III. BOARD OF DIRECTORS

Section 1. Records

(b) Recording of Votes

- 1) Votes of the Board on all motions presented in Regular, Special, or Electronic Meetings, or other formats authorized by the Bylaws will follow generally accepted parliamentary procedure appropriate for the meeting format. other than those specified in Item (b) 2) will be recorded by yeas and nays, and reported by name in the minutes of those meetings.
- 2) Votes of the Board on all motions, except those taken by General Consent, will be recorded by yeas and nays. Roll call votes will be reported by name in the minutes of those meetings. for appointment of Directors, Committee Chairs, and approval of Awards for individuals shall be by secret ballot, with the results to be recorded as approved by the Board by the required majority.

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

11. The Chair invited questions and comments from the others present before the Board moved into Executive Session. There were no questions or comments.

12. **MOTION:** Director Gary, seconded by Director Wolfe. That the Board go into Executive Session to discuss financial, legal and personnel issues. Hearing no objections, the Chair declared the **Motion carried.** The Board entered Executive Session at 8:14 p.m. EST

13. The Board exited Executive Session at 8:27 p.m. EST. No action was taken in Executive Session.

14. **MOTION:** Director Gary, seconded by Director Wolfe. Move that the meeting adjourn. Hearing no objections, the Chair declared the **Motion carried.**

Meeting adjourned at 8:28 p.m. EST.

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

NAWCC Board Secretary
Leroy Baker