



BOARD OF DIRECTORS CONVENTION MEETING
514 Poplar Street, Columbia PA

MINUTES

Wednesday, July 18, 2018

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, Esq., Executive Director

Myron Mintz, Esq., Legal Counsel

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Chuck Auman
Judy Draucker
Jay Dutton
Bob Frishman
Susan Gary
Marion Krajewski

Doug Minty
Fortunat Mueller-Maerki
Hugh Overton
Ruth Overton
Jim Price
Lu Sadowski

1. Call to Order Chair Rich Newman called the meeting of the Board of Directors to order at 8:00 EDT.
2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all members in attendance.
3. Agenda Review: Chair Newman reviewed the agenda and asked for any additional items from the Directors.
4. Announcements: There were no further announcements.
5. Roll Call: A Roll Call was taken to establish a quorum. All Board members were in attendance.
6. **MOTION:** Made by Secretary Baker, seconded by Treasurer Miller. Move approval of the agenda as presented to include all expected business.
Motion carried. Voting Yea: Bartels, Baker, Cote, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: Gregory; Absent: None.

7. **MOTION:** Made by Secretary Baker, seconded by Director Cote. Move approval of the minutes of the April 25, 2018 meeting as written.
Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: None.
8. Next Board of Directors Meeting Date: Secretary Baker presented a proposal for a meeting schedule for the next year (through the 2019 Convention). A discussion of Board meeting habits through recent history ensued.

MOTION: Made by Director Cote, seconded by Treasurer Miller. Move to schedule monthly webinars except in the two months with physical meetings. Physical meetings should include one at the Convention (as required by Bylaw) and a second near the end of the fiscal year, in conjunction with a regional event if feasible. Cancellation of any webinar will be discussed and voted upon on the Board of Directors Message Board.
Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Miller, Morris, Newman; Voting Nay: Lee, Orr, Wolfe; Absent: None.
9. Current Year Financial Review & Observations: Treasurer Miller and Controller Auman reviewed our current fiscal year results through June 30, 2018, as well as projections for the remaining months of the fiscal year.
10. Audit Report: Treasurer Miller and Controller Auman presented the auditors' report and answered Directors questions.

MOTION: Made by Treasurer Miller, seconded by Director Wolfe: That the Board accept the NAWCC Financial Audit as prepared by Ross Buehler Falk & Company, LLP, as of March 31, 2018 and 2017.
Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe, Voting Nay: None, Absent: None.
11. Investment Performance Review & Observations: Treasurer Miller and Controller Auman reviewed our investment account balances and performance through June 30, 2018. The accounts have yielded more than 10% APR for the past year.
12. Three year financial projections: The Board reviewed the updated three year financial projects document originally presented in December. We discussed a few of the specific operating budget projections. We also discussed future capital requirements.

MOTION: Made by Treasurer Miller, seconded by Director Wolfe: That the threshold for requiring Board approval of a capital expenditure be raised from \$1,000 to \$2,500.
Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe, Voting Nay: None, Absent: None.
13. Update on Endowment Campaign: Director Gary presented the results of our endowment campaign through June 30, 2018. He also discussed plans for this year's Annual Appeal.
14. Membership categories discussion: Director Orr reviewed the current categories of membership available, the arrangement of the forms and website, and the progress of the \$52 First Time Member program. There will be a joint meeting of

the Membership, Convention, and Chapter Relations Committees Friday July 20, 2018 at the convention. Director Orr expects to develop a proposal for revising our membership categories after the joint meeting and present the proposal at the next Board meeting.

15. Ansonia Tower Clock Discussion: Chair Newman presented a discussion document related to the history and past timeline of the Ansonia Tower clock acquisition. The document also contained a high level project plan for the tasks remaining to complete the restoration and display of the clock.

Motion: Made by Director Cote, seconded by Treasurer Miller: Regarding the Ansonia Street Clock (“Quincy”) Project (Ansonia Project”) and Standing Rules provision found at Article 10, Section 3 that states, “All proposed construction, renovation, and other projects requiring capital expenditure in excess of \$50,000 will require a cost/benefit statement and review of available alternatives to be presented to the Board prior to Board approval,” the Board discussed and reviewed the Ansonia Project document dated July, 18, 2018 and, regardless of the merits that the Ansonia Project may or may not fall within the above provisions of the Standing Rules due to funds being raised by donors, the Board, by motion, hereby:

- a) Accepts the Ansonia Project as compliant with the above provisions of the Standing Rules;
- b) Approves the plan proposal submitted on the Ansonia Project; and
- c) Approves the project parameters up to and including the Restoration and Engineering Studies stage.

Funding for future phases (capital improvements, and assembly and installation) as listed in Section C is planned to be completed and submitted to the Board of Directors for review and appropriate approval in 2020 upon completed final estimates and planned location placement.

Subsidiary Motion: Made by Director Lee, seconded by Director Orr: To table the motion on the Ansonia Project.

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

16. Action Plan Update: Increase Membership from Anywhere in the World: E.D. Wilcox reported on the past activities of the group, which involved developing the celebrations for the 40th Anniversary of the Museum and the For All Time reception. These events involved many sponsors and many international members. The team is working on developing groups related to complications, new watchmakers, and Hamilton enthusiasts. The group is starting to look at ways to improve diversity in our membership and user base.
17. Action Plan Update: Increase Chapter Support, Engagement & Partnering: E.D. Wilcox reported that the group is considering how to improve our infrastructure supporting Chapters and Regionals and at providing educational support for regionals.

18. Action Plan Update: Improve Quality & Consistency of Touchpoints: E.D. Wilcox reported that the group had created a work order system for tracking tasks, and was revising internet processes to create consistency across our website.
19. Action Plan Update: Establish Positive & Inclusive Brand: E.D. Wilcox reported that the group had completed the billboard on U.S. 30, assisted in website revisions, and helped establish the NAWCC YouTube channel.
20. Action Plan Update: Financial Discipline, Stability & Sustainability: E.D. Wilcox reported the team is working on developing sponsorships, balancing the budget, and fundraising.
21. International Update and Input: Doug Minty from Australia described the history of NAWCC involvement in Australia and the current status of his home chapter, Chapter 72 First Australian. There was a robust discussion about the value NAWCC presents to international members. Much of the discussion in Australia revolves around the combined membership fees for the NAWCC and the chapter, and the Chapter Handbook limitation of three meetings for any non-member. This particular section of the Handbook is expected to be discussed in the joint committee meeting on Friday, July 20, 2018 at the convention. Based on that discussion, there may be proposals for changes forthcoming.
22. Review Day's Action Items & Tomorrow's Agenda: Chair Newman reviewed the action items resulting from today's motions and reviewed the agenda for tomorrow's portion of the meeting.
23. Solicit Feedback from Audience: Chair Newman solicited feedback from those in attendance.
24. **MOTION:** Made by Director Lee, seconded by Treasurer Miller: That the Board go into Executive Session to discuss personnel and legal matters.
Motion carried. Voting Yea: Bartels, Baker, Cote, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: None.

Chris Miller left the meeting at 12:40 p.m.

John Cote left the meeting at 1:02 p.m.

No action was taken in Executive Session
25. **MOTION:** Made at 1:24 p.m. by Director Wolfe, seconded by Director Orr: Move that the meeting be recessed until 8:00 a.m. EDT Thursday, July 19, 2018.
Motion carried. Voting Yea: Bartels, Baker, Gregory, Gary, Holloway, Lee, Morris, Newman, Orr, Wolfe; Voting Nay: None; Absent: Cote, Miller.

Call to Order, Thursday, July 19, 2018

26. Chair Newman reconvened the meeting of the Board of Directors to order at 8:00 a.m. Chair Newman welcomed the members in attendance. A Roll Call was taken to establish a quorum. All Board members were in attendance.

27. Announcements: Chair Newman offered the Board's congratulations to E.D. Wilcox and the NAWCC Staff on the For All Time donor event and on reaching our fundraising goal.
28. Review Agenda and Amend as Needed: Chair Newman announced two additional items for the agenda.
29. Symposium Updates – 2018, 2019, and future: Ward Francillon Time Symposium Committee Chair Bob Frishman briefly reviewed the past two symposia at Winterthur and the Boston Museum of Fine Arts. He reviewed the speakers and the venue for the 2018 Symposium at the Henry Ford Museum in Dearborn, Michigan.

Fortunat Mueller-Maerki is chairing the 2019 Symposium in Nuremberg, Germany. NAWCC is co-sponsoring the event with the Deutsche Gesellschaft Für Chronometrie with the topic being "700 Years of German Horology". Brochures are available, and several pre- and post- symposium tours are already booked.

Bob Frishman presented the preliminary plans for 2020, with a topic of "250 Years of Watchmaking" celebrating the anniversary of the lever escapement and to be held in New York City.

Research has started for topics and sites for 2021. One potential topic is "American Revolution Horology" in conjunction with a new museum in Philadelphia.

30. National Convention Updates – 2018, 2019, 2020

2018: Convention Co-Chairs Lu Sadowski and Marion Krajewski provided an update on the convention activities and the current budget status.

2019: Convention Chair Lu Sadowski reviewed the convention slated for the Eastern States Expo in Springfield, Massachusetts. Plans for the exhibit include New England Clocks and Connecticut clocks. Tours are planned for the Willard House, American Watch and Clock Museum, Chelsea Clock Factory, and Sturbridge Village.

2020: Chair Newman presented the preliminary budget for the 2020 convention to be held in Dayton, Ohio.

MOTION: Made by Director Wolfe, seconded by Director Gary: That the Board approve the preliminary budget for the 2020 National Convention in Dayton, Ohio as presented.

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

Chair Newman announced that Renee Coulson has resigned from her position as Chair of the Convention Committee due to personal reasons. Chair Newman will assume the chair of the committee until a suitable replacement is found.

31. Museum Committee Discussion: Chair Newman described the current status of the Museum Collections Committee, including committee members, policies and procedures, and strategic plan.

MOTION: Made by Director Cote, seconded by Director Gregory: That the Board appoint Phillip Morris as Chair of the Museum Collections Committee effective immediately.

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

32. Standing Rules Update: Vice Chair Holloway presented the revised Article III of the Standing Rules. The Board discussed the document and the review process undertaken.

MOTION: Made by Vice Chair Holloway, seconded by Director Cote: To replace the current Article III in its entirety with the document presented, with any formatting changes necessary to comply with the existing document standards.

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

33. Committee Structure for the Future Discussion: Vice Chair Holloway presented an overview of our committee structure, with information from our Bylaws, Standing Rules, and website. Chair Newman thanked him and asked him to prioritize the list of committees and start scheduling each for a presentation and review at a Board meeting.

34. **MOTION:** Made by Director Gregory, seconded by Director Orr: The Ansonia Street Clock (Quincy) is under restoration. When the restoration is sufficiently complete to consider showing in the Museum an engineering study must be funded to evaluate alternate locations in sufficient detail to allow fixed price estimates of building modifications if required.

The funds for the engineering study will be included in the capital plan and the effort accomplished when funds are obtained.

If building modification costs are identified, they will be submitted for approval on the capital plan and accomplished when funds are obtained.

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

35. Education Strategy: E.D. Wilcox relayed his current thoughts on the education plan under development. He welcomed help from the Board on our education strategy.

36. Website Update and Long Term Strategy: E.D. Wilcox relayed that plans are being made for our new web presence. With the recent departure of our Director of Communications, alternate expertise is being sought.

37. **MOTION:** Made by Director Lee, seconded by Director Bartels: To limit any one exhibit placed in the Museum rotunda dome cylinder to 120 days in any calendar year.
Motion failed. Voting Yea: Bartels, Lee, Orr, Wolfe; Voting Nay: Baker, Cote, Gregory, Gary, Holloway, Miller, Morris, Newman; Absent: None.
38. Next Board Meeting: The next Board meeting will be a webinar to be held August 16, 2018 at 7:00 p.m. EDT.
39. Solicit Feedback from Audience: Chair Newman solicited feedback from those in attendance.
40. **MOTION:** Made by Treasurer Miller, seconded by Director Lee: That the Board go into Executive Session to discuss personnel and legal matters.
Hearing no objections, the **Motion carried.**
- No action was taken in Executive Session
41. **MOTION:** Made by Treasurer Miller, seconded by Director Lee: That the meeting be adjourned.
Hearing no objections, the **Motion carried.**
- Meeting adjourned at 11:52 a.m. EDT.