



## **BOARD OF DIRECTORS MEETING**

**Board of Director's Meeting**

**December 20, 2018, Thursday @ 7:30 pm Eastern Standard Time**

**Webinar Meeting**

### **MINUTES**

#### **BOARD MEMBERS PRESENT**

Richard Newman, Chair  
Leroy Baker, Secretary  
Chris Miller, Treasurer  
Tom Bartels, Director  
John Cote, Director

Robert Gary, Director  
David Lee, Director  
Philip Morris, Director  
Tim Orr, Director  
Carroll Wolfe, Director

#### **BOARD MEMBERS ABSENT**

Phil Gregory, Director

#### **EX-OFFICIO BOARD MEMBERS**

Tom Wilcox, Executive Director

#### **OTHERS PRESENT FOR ALL OR PART OF THE MEETING**

Robert Burton  
Jay Dutton  
Patricia Holloway  
Kevin Osborne

James Price  
Brian Roy  
MaryAnn Wahlner

1. Call to Order – Chair, Rich Newman called the meeting of the Board of Directors to order at 7:37 p.m. EDT.
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. He also reminded everyone that we would follow Robert's Rules of Order for Small Boards during the meeting.
3. Roll Call: A Roll Call was taken to establish a quorum. Phil Gregory was noted as absent.
4. Announcements: Chair Newman made the following announcements:
  - Chapter dissolutions - NAWCC Chapter 151 - Gulf Coast Timekeepers and NAWCC Chapter 104 - First Queensland Chapter have indicated their intent to dissolve. The Chapter Relation Committee has reviewed these and concurs with the chapters' intent.

- Vice Chair Holloway resigned his position on the Board effective December 12, 2018. Chair Newman consulted the Nominating and Elections Committee as well as all of the other Board members and it was decided to leave the Board opening vacant until filled by our next election in 2019.
  - Executive Director Wilcox reviewed all of the recent staff additions, which includes
    - Jennifer Byers, Controller
    - Corinne Dedrick, Advertising Services Coordinator and Education Assistant
    - Emily Immel, Education Programs Coordinator
    - Meghan Kennedy, Collection Assistant
    - Claire Moclock, Hamilton Watch Collections Research Fellow
    - Brian Roy, User Experience and Online Communications Manager
5. **MOTION:** Secretary Baker, seconded by Director Wolfe – Move approval of the minutes of the November 1, 2018 meeting as written. Hearing no objections, the Chair declared the **Motion carried.**
  6. Item: Establish the next Board of Directors meeting date. The next Board of Directors meeting will be a webinar to be held Thursday, January 31, 2018 at 7:00 p.m. EST.
  7. YTD Financial/Budget Review. Treasurer Miller reviewed financial results to through November 2018 and answered Board members questions. Additional proceeds from the 2018 National Convention have been received. Funds were transferred today from investments to meet operating expenses.
  8. 2018 National Convention Final Report: Chair Newman reviewed the final reports provided by the Convention Chairs, Lu Sadowski and Marion Krajewski. The convention celebrating the Diamond Jubilee of NAWCC was an extremely successful event for members attending and financially for the organization. Total Revenues were \$228,387, Total Expenses were \$108,013, for a Net Income of \$120,013.
  9. 2019 National Convention Revised Budget: Chair Newman reviewed the revised final proposed budget for the 2019 National Convention. Our convention budgeting process has become more thorough over the past several years, and this submission follows that trend.

**MOTION:** Secretary Baker, seconded by Treasurer Miller – Move approval of the revised budget for the 2019 National Convention as presented. Hearing no objections, the Chair declared the **Motion carried.**

10. 2018 Ward Francillon Symposium Final Report: Chair Newman and Treasurer Miller reviewed the final report on symposium provided by Symposium Committee Chair Bob Frishman and posted on the symposium web site. There were 104 attendees, and the symposium lost approximately \$2,000, even after a significant contribution towards expenses by Mr. Frishman.

The Board discussed the financial viability of future symposia and provided some potential ideas for reducing expenses. Chair Newman will communicate the discussion to the Symposium Committee.

11. Board Code of Conduct discussion.

**MOTION:** Secretary Baker, seconded by Director Gary – The Board of Directors instructs the Ethics Committee to add the following two statements to the Board of Directors Code of Ethics. This addition is applicable to all Board members effective immediately.

- a) Board members shall not contact past or current staff regarding NAWCC HR related matters including but not limited to compensation, benefits, performance reviews, and recruiting unless authorized to do so by action of the Board or written instruction by the Executive Director. Board member(s) contacted by a current or past staff member on any HR matter must decline engaging in such conversation and advise that he/she discuss the matter with the Executive Director or HR designate.
- b) No Board member, including participating in the capacity of a Committee Chair or Committee member, shall have authority to direct the Staff of the Association.

**MOTION:** Director Bartels, seconded by Director Lee – Move to table the motion.

**Motion carried.** Voting Yea: Bartels, Cote, Gary, Lee, Miller, Morris, Orr, Wolfe; Voting Nay: Baker, Newman; Absent: Gregory.

12. Standing Rules Article III revisions. Secretary Baker reviewed the recent message board discussion pertaining to the Article III changes approved at the July Board meeting.

**MOTION:** Secretary Baker, seconded by Director Orr – Motion to rescind the motion regarding changes to the Standing Rules Article III approved at the July 2018 meeting of this Board..

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

13. Web site Update – Executive Director Wilcox introduced Brian Roy, User Experience and Online Communications Manager, to provide an update on progress of our website revisions. Mr. Roy provided a detailed explanation of the approach to designing a new site, and also verbally provided a detailed, six step plan and initial timetable for completing the web site update. He is working on a unified product plan document, which will shared with the Board and other interested parties in the near future.

14. Vice Chair Replacement: Chair Newman opened nominations to complete the vacant term of Vice Chair.

Secretary Baker nominated Tom Bartels, seconded by Director Lee.

**MOTION:** Director Wolfe, seconded by Treasurer Miler – Motion to close nominations. Hearing no objections, the Chair declared the **Motion carried.**

With nominations closed and only one candidate, Chair Newman asked for and received unanimous acclamation of the election.

15. Chair Newman asked the members in attendance if they had any questions or comments before we proceeded to Executive Session. There were none.

16. **MOTION:** Treasurer Miller, seconded by Director Wolfe. That the Board goes into Executive Session to discuss financial, legal and personnel issues. Hearing no objections, the Chair declared the **Motion carried.**

17. No action was taken in Executive Session.

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

Meeting adjourned at 9:29 p.m. EST.

Please send all comments and questions on items being considered to NAWCC Board Secretary at [lebaker@chorus.net](mailto:lebaker@chorus.net).

NAWCC Board Secretary  
Leroy Baker