



BOARD OF DIRECTORS MEETING

April 2020 Webinar Meeting

MINUTES

April 16, 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
Thomas Compton, Director

EX-OFFICIO BOARD MEMBERS

Myron Mintz, Esq., Legal Counsel

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Jennifer Byers, NAWCC Controller
Terry Hall
Dan Keen
Jim Haney

Judy Draucker
Andy Dervan
Dave Coatsworth

1. Call to Order: Chair Rich Newman called the meeting of the Board of Directors to order at 7:00 p.m. EDT.
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 announced that our Editor in Columbia has resigned to take another position. An offer to fill the position has been made.
 - c. Chair Newman announced that Dave Coatsworth has accepted the position of Senior Message Board Administrator. John Hubby will continue his involvement in an advisor role as Senior Administrator Emeritus.
 - d. Chair Newman announced that the George Goolsby collection was received, documented and put into storage in Columbia.

- e. Chair Newman reminded everyone that due to Covid-19, the Museum, Library and Administrative Offices remain closed. We thank the headquarters team as they continue to provide excellent service to our members, even though they are largely working from home.
3. Roll Call: A Roll Call was taken to establish a quorum. All board members were present.
4. **MOTION:** Made by Chairman Newman, seconded by Director Price. That the Board approves the minutes of the March 19, 2020 meeting as written.

Passed by Consent

5. NAWCC Scorecard

Vice Chair, Leroy Baker presented the scorecard updates. It was noted that Net Liquidity had budget variances continue the positive trend we saw in the previous report. Membership had a net loss for the month (February), ending at 11,050.

6. February Financial Report

Treasurer Miller presented the final financial report for February.

- a. February ended with a monthly surplus of \$67,221 and a YTD surplus of \$24,333. Net liquidity increased to \$623,515.
 - b. Investment totals decreased slightly to \$2,998,507, following the market.
 - c. It was noted that donations for the month of February totaled \$134,052.
7. **MOTION:** Made by Chair Newman and seconded by Director Price. The Standing Rules define a number of committees that are no longer operating as committees as defined, would better function as advisory panels reporting to the Executive Director, or have been integrated into staff responsibilities in past years.
 1. Under Standing Rules Article V Committees, Section 3 Operational Committees, the following subsections to be deleted in their entirety as submitted, subsection (c) Educational Program, subsection (e) Program Committee, and subsection (f) Research Committee.
 2. Article XVIII Resource Development, Section 2 Staff and Committee Responsibilities, subsection (b), “Education Plan” be added to the Standing Rules as follows: “As part of the annual planning and budget cycle, the Executive Director will prepare an Educational Plan for the review and approval by the Board. The plan shall include, but not be limited to, a curriculum of online and traditional learning such as exhibits, lectures, workshops and research”

Passed by Unanimous Vote

8. **MOTION:** Made by Director Price and seconded by Director Gary. That the Standing Rules be updated to delete or amend the following references, related to public days and guests, that are no longer functional or needed:

- a. Standing Rules Article V Committees, Section 4

Functional Committees, subsection (a) Convention Committee, page 20, fourth bullet, the following be deleted “Reviewing and approving requests for public days for regional meeting. Reviewing public day requests for national conventions for Board Approval”

- b. Article XIII Members, Section 5 Guests, pages 45-47, be changed as submitted.

Passed by Unanimous Vote

9. **MOTION:** Made by Chair Newman and seconded by Director Orr. That dues pricing for the new Family membership be \$100 for digital, \$110 for print and \$140 for International print: dues pricing for the new Legacy membership be set to the same as for Student and Youth, \$20 for digital, \$30 for print, and \$60 for International print; a digital option be added to the 52 week Introductory membership for \$42. These new membership options to be effective with the launch of the new NAWCC.ORG website, planned for May, 2020.

Passed by Unanimous Vote

10. Website Update

Chair Newman reported that progress continues to track for completion in May. Staff training in Columbia will be required to efficiently maintain the site.

11. **MOTION:** Made by Chair Newman and seconded by Director Orr. That the 2020 National Convention be cancelled, and the City of Dayton be scheduled for a NAWCC National Convention in 2022.

Passed by Unanimous Vote

MOTION: Made by Director Price and seconded by Director Burton. That Certificates of Appreciation be presented to the Dayton Convention Team, acknowledging and thanking them for their hard work and efforts.

Passed by Consent

12. Election Software Update

- a. Vice-Chair Baker and Director Gary have been in contact and are evaluating several potential suppliers.
b. Additional vendors still remain to consider.

- c. Cost from first supplier contacted is approximately ½ of what we currently pay annually, allows for an unlimited number of votes per year and only requires a 1-year commitment.
- d. Vice Chair Baker to put together a comparison of vendors for review and decision.
- e. Current vendor requires 120 day's notice for cancellation.
- f. Any potential change will be reviewed and coordinated with the NEC prior to any changes.

13. Next Meeting Date & Time

- a. The next board meeting will be via webinar and is tentatively scheduled for May 21, 2020 at 7:00 p.m. EDT.

14. Chair Newman solicited feedback from the audience.

- a. Dave Coatsworth thanked the Board for the opportunity to lead the message board administration team.
- b. Andy Dervan thanked the Board for taking the hard decision to cancel the National Convention.

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

Motion Carried

16. The Board returned from Executive Session.

Action was taken, moving the following motion, approved in October 2019 from Executive Session to General Session:

MOTION: Made by Director Gary and seconded by Secretary Lucke. That the Board hereby establishes a special committee, reporting to the Board of Directors, for the purpose of performing certain Executive Director responsibilities until such time that the Executive Director position is temporarily or permanently filled. The chairman of the board will chair this special committee and members will be the other three Board Officers and other members at the discretion of the chair.

Passed by Consent

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