



BOARD OF DIRECTORS MEETING
October 2020 Webinar Meeting

MINUTES

October 29, 2020

BOARD MEMBERS PRESENT

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

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

BOARD MEMBERS ABSENT

None

EX-OFFICIO BOARD MEMBERS

None

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Jennifer Byers, NAWCC Controller
Andy Dervan
Jim Haney

Dave Coatsworth
Judy Draucker

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

2. Welcome, Introductions, Meeting Procedures and Announcements
 - a. Museum and Library scheduled to reopen on Tuesday, November 3rd. Many thanks to headquarters staff for all the hard work and effort in making the facility ready for reopening.
 - i. November 3rd will be open to members only. November 4th will open to general public.

- b. Forum upgrades being completed and tested. Targeting to go live on Monday, November 2nd. Many thanks to Tom McIntyre, Dave Coatsworth, Bruce Linde and all the rest of the forum administration team and volunteers who have been working to make this happen. Upgrades include:
 - i. An improved user experience.
 - ii. Integration and direct navigation links to our main website.
 - iii. Improved analytics
 - c. Work is in process on a “single sign on” for both the main website and forums.
 - d. A number of significant donations to our world class museum have been recently received, including a gravity escapement, Seth Thomas precision clock (1 of 3 known examples).
 3. Roll Call: A Roll Call was taken to establish a quorum. All board members were present.
 4. **MOTION:** Made by Chairman Newman. That the Board approves the minutes of the September 17, 2020 meeting as written.

Passed by Consent

5. Financial Reports

Treasurer Miller, along with Controller Byers presented the financial reports for August and September. The 990 Tax Returns were also presented for board acceptance.

- a. August Highlights
 - i. Net Liquidity ended August at \$589,345. A decrease from July due to releasing of funds for the roof replacement.
 - ii. Due to losses of \$29,000 in museum admissions, \$17,850 in workshop fees and \$12,856 in gift shop sales, all due to the Covid-19 Pandemic, we ended August with a \$65,717 operations deficit.
 - iii. The non-operational surplus for August was \$349,977, which included net unrealized gains of \$33,481 and a depreciation expense of \$117,787 for the year.
 - iv. Investments ended August with a market value of \$2,935,521.
- b. September Highlights
 - i. Net Liquidity end August at \$622,685. An increase from August due to lower accounts payable due on the roof replacement.
 - ii. Due primarily to the release of \$53,000 in transition funds from restriction, September ended with an operation surplus of \$60,000. For the year, a year to date operations deficit of \$5,949 was reported.
 - iii. A non-operational deficit of \$34,953 was shown for September with a year to date surplus of \$314,782.
 - iv. Investments ended September with a market value of \$2,762,318.

- c. 990 Tax Returns prepared by RKO LLP were presented for Board acceptance.

MOTION: To accept the 2019 Form 990, Form 990-T and Pennsylvania Form BCO-10 as submitted by RKO LLP.

Passed by Consent

6. NAWCC Scorecard

Vice Chair, Leroy Baker presented the scorecard updates. It was noted that the availability of monthly financial reports has moved to green. Controller Byers was thanked for all the hard work and efforts in improving the timeliness of these reports while taking on a number of other responsibilities over the past year. New member retention was reported as red, with total membership as yellow.

7. **MOTION:** Made by Director Gary. That

ARTICLE V COMMITTEES

Section 3: Operational Committees

Be amended to make the current Functional Committees Operational Committees.

Section 4, (a) Convention Committee becomes
Section 3: Operational Committees (g)

Section 4. (b) Crafts Committee becomes Section 3:
Operational Committees (h)

Section 4, (c) Symposium Committee becomes
Section 3: Operational Committees (i)

Section 5: Special Committees is renumbered to
be Section 4: Special Committees.

The descriptions of each of these committees being moved remain unchanged. Only the type of committee is altered.

Passed by Consent

- 8. In consideration of advice given by Legal Counsel to the recent amending of the Standing Rules concerning making minor technical changes to the governing documents by the Governing Documents Committee, Director Gary made the following motion.

MOTION: That ARTICLE V COMMITTEES Section 2, (b) Governing Documents Committee be amended to insert the following words shown in bracket:

ARTICLE V COMMITTEES

Section 2, (b) Governing Documents Committee

The Governing Documents Committee may make [such] technical, non-substantive [corrections and/or] changes to the governing documents if said [corrections and/or] changes do not alter or limit the [substance and/or] functions and/or intent of the document. All other changes [shall] require Board authorization.

Passed by Vote. 11 Yea, 1 Nay.

9. **MOTION:** Made by Director Gary.

That the last sentence of ARTICLE IX ETHICS, CONDUCT, AND BEHAVIOR Section 1: Codes of Ethical Conduct be deleted in its entirety and replaced with:

The current codes of conduct shall be posted on the official NAWCC website.

... Current Codes are available in the Member Central section of www.nawcc.org under Member Documents and Board Documents.”

Passed by Consent

10. Headquarters / Museum Updates

- a. Director Price reported that the roofing project has been completed and payment made.
- b. Headquarters staff has been working to complete final cleanup, repairs and other touch up in preparation for the November 3rd reopening.
- c. PPE and other Covid related processes and procedures have been implemented to meet CDC guidelines and Pennsylvania State mandates.
- d. No guided tours will be conducted upon reopening.

11. National Convention Updates

- a. Planning continues as the convention team moves forward in planning for our 2021 convention in Hampton, VA.
- b. Rates and other details have been favorably renegotiated with the convention facility and hotel.
- c. Similar renegotiation is being conducted with the convention facility and hotel in Dayton for 2022.

12. Next Board Meeting

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

13. **MOTION:** Made by Chairman Newman: That the regular session of the meeting be adjourned.

Motion Carried

14. Chair Newman solicited feedback from the audience.

15. **MOTION:** Made by Chair Newman: That the Board go into Executive Session.

Motion Carried

16. The Board returned from Executive Session.

No actions were taken during executive session

Meeting adjourned at 8:20 p.m. Eastern.