

December 9 2017

Board Meeting Minutes

Cline Library, Flagstaff, AZ

Present: Wayne Ranney, Dave Mortenson, Brian Blue, Slim Woodruff, Jack Pennington, Haley Johnson, Dick Brown, Amy Horn, Kathy Farretta, Frank Romaglia, Doug Rickard, Arnie Richards (on phone)

Not Present: - Jon Streit, Donelle Huffer

Guest Members: x 4 incl. Tom Martin, Richard Quartaroli, Rebecca, and another member from Prescott.

12:30 pm Call to Order – Wayne Ranney

Introductions.

Wayne Thanks the Board for serving.

Q and A about minutes from July 2017 Board Meeting

Brian Blue motions to accept minutes. Dick Brown seconded. The motion passed with all in favor.

Board Reports

2019 History Symposium – planning

Discussion by the Co-Chairs ----- Dave Mortenson and Slim Woodruff

Passed 3 docs out. Get from Dave.

Date will be Feb 20-24, 2019

Feedback from 2016 symposium – mix up speakers with field trips; no one missed the banquets; social was a big hit; field trips popular and people wish to be able to attend more than one.

Brian – he supports ending the symposium on a date that hands-over to NPS centennial events; suggests we join the NPS centennial planning committee.

JACK – Volunteered to get on the NPS Centennial Planning Committee. Will report back to Board.

Dave – brought up idea of TedTV

Tom – asked how many Board members might be interested in presenting. Wayne (with Amy) asked that we hold questions until the presentation is completed?

Handout 2 – Timeline with complete-by dates

Dave asked if we should consider more frequent symposiums? Perhaps every 3 years. This way we can increase the likelihood that knowledge is passed on from Board to Board because of our three-year terms.

Discussion – overall timing? Keep wed-sun? Or run thur-mon so we hand over to NPS's Founders Day. Sunday issues at Shrine Haley suggested some activities but also free time; Amy ... suggested idea that one could sign up for a single day, two days, or all three?

Overall Theme – discussion centennially-related? Amy suggests all keynotes are tied tightly to theme. Suggest that proposals follow an overall theme but be flexible. Overall answer is YES, should be themed.

Limit number of presenters? Board in agreement to have the number driven by the number of folks submitting proposals to present.

Dave - Discussion – membership how many people within a household can attend?

Amy – during the 2016 symposium did not seem to be abused.

Dave/Dick - suggest 4 board meetings in 2018. Helps the symposium planning.

Dave – name tags, play with them a bit: when you first saw GC; tickets;

Dave – number of tours add more and stagger to permit people to attend a bigger variety than in 2016.

Brian – what should it cost for attendees? Dave said 2016 costing was retro-costed from the actual costs. Came to be \$75 pp.

Wayne – asked that the next Board agree to have a spring time meeting. March 17. 11-3

Wayne – asked that by Jan 1st we have a Save the Date email.

Dick – suggested incoming Board acquire the planning docs asap.

Treasurers Report

Brian - Both income and expenses, after excluding unusual items, were at historical levels. \$6500 dollars.

Approx \$4600.00 in savings account – restricted to scholarships

Approx. \$29,000 in cash position.

Policies/SOPS

- DONOR ACKNOWLEDGEMENT
- RESERVE POLICY
- 990 FILING
- STATEMENT AS NOT RESTRICTED SPECIAL FUNDS
- PASSWORD RETENTION
- BILL PAYING
- AZ CORPORATION COMMISSION
- AUDIT WORKSHEET – SUGGESTED.

Dave – question about when a second signature is required. Brian – it is OK to approve via email.

Amy – Reserve Policy - asked about half of total expenses. Brian – reserves can fluctuate. Reserves can smooth out good and bad years. Amy – said we do not have rents etc therefore consider lower the reserve?

Wayne – the \$\$\$ can act as showing to membership that we are fiscally responsible.

Amy motion to accept Treasures Report. Dave second. All in favor.

Dick motion to accept the policy/procedures (not to include the audit). Amy seconded. The motion passed with all in favor.

Arnie – proposed a motion that, for the benefit of the meeting, the Board terms are per calendar year. Jan 1 to Dec 31.

Brian seconded.

Amy moved to amend, for the benefit of the meeting to include officers terms Jan 1 to Dec 31 as well as Board terms.

Brian seconded. The motion passed with all in favor.

Doug – what about last year? Was there a period where someone was appointed?

Wayne assuaged.

Secretary Report

SOPs - discussions

Election Process

Nominations Committee –

Frank - guidelines, robust, discussions, phone calls, skype.

Amy – suggest greater than 10 days for nomination committees to meet; request additional/application criteria.

SOPs – will continue to be worked on. Will have final version ready by Spring 2018 meeting.

Brian – requested that SOPs include that the minutes from meetings are shared within an 7 day time frame.

Board Election Results

Wayne – propose a motion that Haley Johnson, being a very close 6th, finish out Ron Brown's recently vacated place? Dave seconded. Discussion? All agree it is a good idea. The motion passed with all in favor.

By Laws

Wayne – consider discussions to look at, update etc By Laws.

Amy – suggested 15 board members may be too many? No discussion from the Board.

Ad Hoc By Laws committee volunteers – Arnie (Chair), Doug, Wayne, Amy, Haley, Jack, Tom.

Dave – make the By Laws clearly procedural, almost SOP-like, so we can limit ‘interpretation’. Suggest an odd number be on the committee so that there can be simple majority.

Tom – said he put the By Laws on the website.

Brian – motion to amend the Password Retention Policy such that the Board has to approve any non board member’s access to the website, FB, etc. Dave seconded. The motion passed with all in favor.

Conflict of Interest Form

Wayne – the template came from the Montana Non Profit Association. Added some GCHS specific language, which brought up comments from the Board.

Doug – Reimbursement?? Wayne indicated that it is simply a definition of financial interest.

Article 2 number 4

Doug - asking about where is COI defined?

Amy – none of other definitions include a standard of behavior. Why does this one?

Wayne – moves the sentence from Article II, Section 4, to Article I.

Item 3 in signature line –

Dave – how do you know when to or when not to list the organizations?

Kathy – it is not very specific?

Dick – can change very often, hard to keep up to date?

Kathy – why is the document so long? Wayne suggested it was because as conflicts come up the document writers must have added sections – make it seem like a real-world document.

Arnie – article 3 section 1 ---- asking about how one knows if one has a conflict? Brian and Wayne said that one simply does the best one can.

Doug – looking at Montana Non Profit Association policy.....article 3 item 1 ----- asking about non financial items he understands about financial.

Doug – looking for more positive tone versus the shall NOT phrases

Doug – asking that a phrase be included that be over arching Something along the lines that board members will act in the best interest of the Society. Wayne added it into Article I.

Dave motioned to accept the COI form as agreed upon with the edits Wayne ran during the discussion at this time. Seconded by Jack.

Discussion Frank asked about burden about signing each year. Brian suggested OK to keep it fresh. Jack asked about retention policy and creating an e-version. Amy likes the idea of e-signatures. The motion passed with all in favor.

Secretary Note – December 19th. The COI Form sent by Wayne via e-mail to the Board is the Final Approved policy form adopted and last modified at 3:33 pm on December 9 2017. A fillable pdf version was created by the Secretary and shared, along with the MS Word edition, with the Board for their signatures.

Oral History Committee

Dick – phone call with Kim Besom. Good meeting.

Peter Runge meeting at NAU. Peter sees need to update/revisit the agreement years we have with NAU every 10. Committee agrees that it is OK to update.

Committee recommends that the permanent/master files stay at NAU. NAU Cline is OK with having copies at GCNP and on GCHS website. Committee agrees it is a win-win.

Dave – where does the attribution go when someone uses the file?

Amy – the files belong to us, therefore technically they are on loan.

Committee recommends that a policy is drawn up to sync the files across the locations.

The ad Hoc Committee recommends that a permanent committee is set up to tackle the collection.

Release Form

Tom – suggest we use GCNPs release form to get it into the public domain more swiftly.

Wayne – disagree. Peter Runge reviewed the GCHS release form.

Dick – suggests GCHS form also include the language for GRCA and NAU.

Brian – suggests that the Ad Hoc OH Committee becomes a permanent Repository Committee.

Wayne – suggest Ad Hoc produces recommendations for the next meeting. He shared Kristen Luetkemeier bio and letter of interest for working with the OH Project.

Board Officer Election

Treasurer – Brian Blue would be happy to serve again.

Secretary – Jack Pennington will serve.

President – Dave Mortenson

VP – Haley Johnson

Kathy motions to accept the slate of officers. Amy seconded. The motion passed with all in favor.

Brian - Motion to accept Tom to OH portion of the GCHS website, and Amy to Registration Tool.

Discussion

Jack - Non board member access should be limited to area associated with their chair committee/area of work. The website can not be walled-off into sections. Suggest he works with the officers to design better access but ensure the work of GCHS will NOT be bogged-down.

Kathy – seconded.

Tom – suggest website committee?

Brian withdraw motion.

Kathy withdraw second.

Adjourn at 16:00 Brian motioned to adjourn and Dave seconded.

Action Items:

Board Meeting March 17th 11 to 3 --- venue? Only Board or all membership too?

By Laws Committee – led by Arnie. Have By Laws updated by March Meeting

Ad Hoc OH Committee – have final recommendations by March Meeting

Jack joins NPS Centennial Planning group

Jack finalizes the Secretary Duties and SOPs by March meeting

Accept and store all the final Treasurer SOPs, Policies.