

## January 19, 2023 RSCA BOARD MEETING Minutes

**Attending:** Steve Hohenwarter, Alana Hunter, Gail Scott, Andrew Olenik (joined at 6:50pm), Noreene Sweeney, Mick Kauffman, Patrick White, Michael Berk, Peggy Steinman

**Absent:** Brad Boyd, Derek Shaw, Janet Spleen, Rick Heileg

This meeting was conducted via zoom.

President Gail Scott called the meeting to order at 6:02pm.

### Minutes

Gail added “volunteer coordination committee” to New Business on tonight’s agenda. Introductions were made for those in attendance.

Steve made a motion to approve the December Meeting Minutes. The motion was seconded by Mick, and passed unanimously.

**Michael Berk** was introduced as the unanimous choice candidate for the manager position by the Executive Committee. He has extensive experience in supporting nonprofit boards, board development, communications, and project management. Michael is from Long Island and attended Shippensburg University. He worked and lived in Harrisburg, and now lives in Lancaster County. He has been doing association management for close to 30 years and likes to be involved in the community. He works for the Lancaster County Association of Realtors. Their leadership is comfortable with him working part-time for us as well and expressed support for our mission. Board members were invited to ask Mike any questions they had, and there was additional discussion.

Michael suggested having a meeting of all of the board members to strategize.

Steve made a motion to approve hiring Michael as the Association Manager as well as the contract for the position. The motion was seconded by Alana, and passed unanimously.

### Old business:

**Presidents Report:** The major focus has been the interviewing process, and finding the best candidate for the manager role. The next priority will be on on-boarding meetings with Mike.

Gail worked with Alana on the Nominating Committee’s outreach to each Director, to determine availability and interest re: the new slate of officers.

The 3 trailers have been moved and are now at their new location.

There are no new reports on the Dutch Wonderland potential partnership, or the band organ.

We received a letter from Strasburg Railroad as follow up from the December meeting. Their board approved moving forward with us to discuss a potential partnership.

A question was raised about whether we could move forward quickly with Strasburg Railroad. Gail clarified that the board voted to publish a prospectus before deciding on a partnership, with a timeline to post it on our web site in January. The Officers decided we should wait until the new manager was hired before positing it. There may be other potential partners who have not yet had a chance to learn more about our site search. At least one other partner, a municipal economic development association, has shown some interest. A discussion took place about the importance of doing due diligence and community outreach to ensure the best partnership for the association.

Patrick added that if the association ever wants to receive federal grants then due diligence will be necessary for that to be approved.

**Treasurer's Report:** The current bank balance is \$22,528 dollars.

The web donations link was tested and is working properly. There have been 3 donations, all from board members.

Loan guarantee negotiations are still taking place, but Steve would like to wait to finalize the loan until the new slate of officers is selected.

The financial needs for 2023 are estimated at \$30,500. The Executive Committee will be meeting with Mike to discuss budgeting.

Alana made a motion to approve the President's Report, and the motion was seconded by Mick. The motion passed unanimously.

Alana made a motion to approve the Treasurer's Report, and the motion was seconded by Peggy and passed unanimously.

There was no **Operations Committee Report**.

**Nomination Committee Report** presented by Alana. At today's meeting a slate of Officer nominees is presented. The Board votes at the next meeting. The Nominating Committee voted on nominations by email, due to members schedules & travelling. Andy Olenik, due to his work commitments, decided he could not serve in an officer role at this time.

**The 2023 Officer slate:** President: Mick Kauffman, Vice President: Gail Groves Scott, Secretary: Noreene Sweeney, Treasurer: Steve Hohenwarter, Assistant Secretary: vacant

Alana had sent draft emails that could be used to recruit new volunteers or Directors to the Nominations committee. **The Nomination committee voted to postpone** making a nomination for the one open Director seat, until the Board, with the assistance of our new Association Manager, can:

1) engage in strategic planning. and 2) identify strong candidates for our Board of Directors that match the specific skills and governance experience that will support this strategy.

Andy joined the meeting at 6:50pm.

Andy made a motion to accept the nominations and leave them open, Steve seconded the motion. After asking Patrick a point of order, Andy rescinded the motion and so did Steve.

Andy made a motion to accept the slate of nominees as proposed, Steve seconded the motion. A voice vote was called for, all were in favor, and the motion carried.

Andy made a motion for the slate of nominees to stay open for any future candidates. Steve seconded. A voice vote took place, and it passed unanimously.

A discussion of board terms (length) and number of board seats took place. Further discussion of bylaws was tabled. The bylaws committee will discuss and make recommendations.

Motion to accept Nominating Committee Report from Steve, and Andy seconded the motion. There was a call for discussion, and there were no comments. The motion passed unanimously.

#### **New business:**

A discussion of the formation of a Volunteer Coordination Committee took place. Members can also be recruited from outside the board. There needs to be more consistent communication with volunteers, and having a committee will help solve that problem. A discussion will be had with Mike to discuss a possible role in volunteer coordination.

A discussion of committees took place, and Gail expressed the need for board members to serve on at least one committee. Committee information & current commitments were shared by email. It is important that board members consider where their skills will best serve the organization.

Noreene retyped the 1999-2001 job descriptions for different board member roles. They can be reviewed in the RSCA google drive folder under Policies. They will need to be updated to reflect the current needs of the organization.

Future meeting dates were discussed, including dates that were shared by email through June, on the 1st Wed. We may want to move July's meeting, due to holiday schedules. The board had previously chosen the first Wednesday of each month. Last year, the board agreed to hold monthly board meetings in 2023 because there would be a lot of activity and key decisions this year.

**The February 1st meeting will be the annual meeting** per the bylaws. Two members have said they can not attend 2/1. Our practice is to try to confirm a quorum prior to each meeting, and determine then if we need to move the date. Zoom will always be an option for those unable to attend in person.

Gail asked if there is anything for the good of the committee to discuss. Nothing was brought up.

Meeting adjourned at 7:15pm.