

November 2, 2022 – RSCA BOARD MEETING (APPROVED in Dec. meeting)

Directors Attending: Steve Hohenwarter, Chuck Colson, Alana Hunter, Gail Scott, Derek Shaw, Michael Sheely, Andrew Olenik, Brad Boyd, Peggy Steinman, Noreene Sweeney, and Mick Kauffman.

Directors Absent: Janet Spleen and Rick Heilig.

Members of the public attending: Jeri Stelson Weaver

Invited consultant: Patrick White (professional Parliamentarian)

This meeting took place in person in the conference room of Lancaster Arts Hotel.

President Gail Scott called the meeting to order at 6:31 PM.

INTRODUCTIONS: Board Members introduced themselves.

Patrick White, Parliamentarian is attending after being asked to consult and advise on Roberts Rule of Order.

Jeri Stelson Weaver said that she volunteers on many community projects and wanted to observe.

Andy made a **motion to approve 9/28 meeting minutes**, Chuck seconded. Gail opened for discussion. A question was raised about a discrepancy in the 9/28 Operations Committee report on status of locks for all 3 trailers. Chuck clarified the current status. Andy made a **motion to amend the minutes** with a correction; it was seconded by Brad and **passed unanimously**.

Gail called for vote on the draft **Oct. meeting minutes**, which were then **approved unanimously**.

Noreene gave a brief history of the RSCA.

Gail said that some previous policies and financial documents were not found until earlier this year. Key goals for the first year (2021) after the Dec. 2020 relaunch, was to assure the security of our assets, find and review the organization's finances and historical documents, create a website, and post a FAQ, including summarizing our history and financial situation.

Gail showed an RSCA Board 2001 handbook and distributed the "Director Roles and Responsibilities"/ job description from 2000. Discussion on the need to adopt job descriptions and responsibilities for all Director & committee roles, as a best practice. (Copies of all the old handbook's job descriptions are in the [RSCA Board Member online Folder](#), link sent in agenda.)

Steve presented [the attached Financial Report](#), all in attendance have copies, and it will be posted in the Board folder.

Chuck made the **motion to approve the financial report**, and Mike seconded. Discussion. Motion approved **unanimously**.

President's Report:

The Board went into executive session at the behest of the chair.

The parliamentary advisor was invited to stay and did so.

Gail focused on areas of top concern

Discussion of band organ move from storage: including a thank you to Operations Committee members for accomplishing the move (in June). Concerns include:

- Agreement with the exhibitor still not finalized. Our attorney asked for direction on his next steps.
- Communication gaps, both with their legal dept, and between Operations Committee & Board..
- How it will be displayed (& ability to protect from weather) hasn't been determined.
- Need for updates on repair status, including summer visits from Tom Wolf.
- There is concern that the band organ won't be able to play for multiple hours at a time, as it needs additional restoration. Organ is playing, but bellows pressure not sufficient, more repairs needed. An expert on band organ (Joe H.) observed the recent organ tuning by Tom Wolf. He suggested we get additional restoration/repair estimates. He said cost could be considerable. Follow-up is needed.
- Next steps: The Chair will assign an Officer to communicate with management and determine who can do additional assessments.

Security and safety of the trailers: particularly trailer #3. Lack of a lease for where they are parked (even if it is donated).

Written inventory of trailers: The Chair has asked the Operations Committee multiple times for an ETA on this September action item, which has not been completed.. It is required for new insurance quotes to get a "marine inland" rider (need to cover our band organ outside of our storage unit, and/or animals on exhibit). Brad offered to complete this task. Brad said that he has a spreadsheet almost completed.

Andy **moved to accept the President's Report**. Mick seconded the motion and it **passed unanimously**.

Operations Committee Report (Chuck): Steve and Andy covered trailer 3 with a tarp. The inventory is being worked on & reviewed with Tom. Brad repeated his recommendation of a new potential storage location for the trailers. Discussion of combining contents of 2 trailers into 3, how to move the trailers, and their title and registration status of the trailers. A lease agreement is required, even if the space is donated. The Operation Committee needs to get more

information, including identifying VIN numbers. **Andy made a motion to approve the committee report**, Steve seconded. It **passed unanimously**.

Communication discussion: The Operations Committee members were invited to the Executive Officer meeting a week ago to discuss communication gaps, at any date and time they chose. They did not attend, resulting in the need for this agenda item.

Mike facilitated the discussion about communication issues, suggesting that the Board cannot be successful if board members are afraid to speak up and share their opinions, and be heard equally. Patrick White said that Board members need to be accountable to each other, and if committees are not completing tasks, then tasks need to be reassigned. Andy suggested having a goal setting session to clarify roles and responsibilities to empower the committee to make tasks more achievable. After discussion, there was agreement on the importance of clarifying our board structure and lines of authority.

The location and protection of the carousel property and location and status of their keys was discussed. This extended into a discussion on authority of the Chair, Executive Officer decision-making, communication, leadership and trust among Directors.

A question was raised about the officer elections. Chuck referred to 2019 discussions about the RSCA relaunch. During the discussion, it was confirmed that RSCA meeting agendas & minutes have documented all nominations and re-elections, per the protocols required by RSCA bylaws. Draft copies of these minutes were emailed after each meeting, to all Directors for approval, prior to the next meeting. The current slate of officers was elected in December 08, 2020. The same slate of officers was re-nominated and unanimously reelected in the Board's annual meeting in Feb. 2021 and in the 2022 annual meeting/. (Note: the Chair solicited additional nominations from the floor for new officers in the 2022 annual meeting, but none were received.)

The key communication issue was not fully resolved. The discussion expanded to this summer's Longs Park Music Series event and internal communication. Some Board members have different preferences for text, or phone vs. email communication. One Board member noted that some standardization of communication protocols is required, for communication to be efficient.

Patrick said that Presidential decisions have to be followed, and do not require a vote of the Officer committee in every case. An Officer noted that the President has the ultimate authority and responsibility.

Andy made a motion to move to new business, as the time planned for this agenda item was exceeded. Steve seconded the motion, but subsequently rescinded his second. In discussion, it was agreed that without a successful action plan or resolution, additional time needs to be allocated.

Additional discussion included:

Last month's decision to not participate in the ExtraGive. The majority of Directors agreed that a full marketing game plan must be in place for successful fundraising, and that a site or partner is needed to establish fundraising again, and this was the reason for the Board's decision.

Mike made a motion to postpone a potential partner meeting that had recently been scheduled. Andy seconded the motion. In discussion, Andy stated that we need to manage expectations, for what can be completed in new business before 2023. It was agreed that the meeting will be rescheduled when we know we can have a document with basic information to bring to the table. The contact information will be shared. Gail called for a voice vote and the **motion was passed unanimously.**

Mick suggested that we create a strategic operations plan, and that there must be understanding by all Directors of the board structure. Gail stated that if hiring a new Association Manager was prioritized, many concerns about workload, priorities, objectives and timelines could be addressed.

Mike made **a motion to decide on a key/storage access protocol** that is written out and posted in the minutes. Gail said executive officers already voted on a draft policy. A link was emailed to board members with this meeting's agenda. There was discussion on best practices for access. Andy withdrew his second. **Motion amended by Mike to approve the final key policy** at December meeting. All keys will go in the lockbox within the next week, including the trailer keys currently in Chuck's possession. Mike will review the draft policy and make amendments, per today's discussion. Gail called for a voice vote, and **the motion carried unanimously.**

Mick Kauffman had to leave the meeting at 8:53PM.

It was agreed that remaining agenda items must be tabled, but Gail asked for several with urgency to be quickly reviewed.

Nominating committee: (Needed per our bylaws 60 days before the January meeting.)

Gail named the required **5 member nominating committee (with 1 outside member): Alana, Mick, Peggy, and Derek (4 Board members)**

Gail asked a former Board officer, to serve for the (required) 5th outside member, and asked if it was Ok to appoint this last person after the meeting, as she hasn't heard back from her candidate. She has a back-up candidate, a volunteer, if a previous board member isn't available to serve. It was agreed that the 5th committee member can be appointed after this meeting, based on availability.

Andy **made a motion to approve the nominating committee** slate. Mike seconded. Vote **carried unanimously.** (Note: Patrick said that a vote is not actually required, for this appointment, per his our bylaws.)

Patrick offered to provide parliamentarian services in the future, and said that tonight's discussion was productive.

RE: hiring the Assoc. Manager: Because a motion was previously approved (re: budget 2022), the members decided that there was no need to have another vote and the job listing could be re-posted.

RE: Fulton Bank loan (Steve) After a brief discussion, **Steve made a motion to postpone the new loan closing date**, until there is viewing of the missing asset and a plan to pick it up. Andy seconded the motion.. Peggy recused herself. **Vote carried.**

RE: the bylaws ([see appendix](#)). A copy was emailed with today's agenda. (Gail)

- A. One of the 3 proposed changes emailed with today's agenda wasn't needed, because the change had already been made. On December 8th 2020, the Board voted that the Committee Chairs do not serve on the Executive Committee, unless specifically designated.
- B. In Gail's review, she found that the board also voted at that time for another change: that the number of RSCA Directors be **reduced from 15 to 12**. However, the bylaws were not revised. She's since updated them, and will redistribute. Patrick confirmed this procedure.
- C. Gail said that the Executive Officers voted to establish multiple committees: a finance committee, marketing committee, and possibly exhibit committee. The Officers want to clarify the operations committees responsibilities. The Chair can appoint committees already, but the Executive Officers wanted to update the language around committees in the bylaws.

Patrick noted that there should be notification if a committee brings in someone from outside the board to help.

Andy suggested we suspend operations committee reports next meeting and have a work session.

FUTURE Board meeting dates

Wednesday December 7th at 6 PM – in-person (w/ hybrid option if needed)

January 11, 2023 at 6 PM (zoom) – Officer slate will be nominated.

February 1st , 2023 at 6 PM (in person) - Annual Meeting. Officers will be elected at this time. Potentially directors nominated & elected, if there are openings..

Patrick said a motion to adjourn is unnecessary according to Robert's Rule of Order. Gail asked for any unfinished business. ****Meeting adjourned at 9:26pm.****