

## **December 7, 2022 RSCA BOARD MEETING Minutes (Approved in Jan. 2023 meeting)**

**Attending:** Attending in person: Gail Scott, Steve Hohenwarter, Andrew Olenik, Noreene Sweeney, and Mick Kauffman. Patrick White attended as a consultant.

Attending via Zoom: Alana Hunter, Derek Shaw, Brad Boyd, and Peggy Steinman.

**Absent:** Janet Spleen and Rick Heilig.

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

President Gail Scott called the meeting to order at 6:03 PM.

### **Minutes**

All board members introduced themselves.

Gail read through the draft agenda for today's meeting.

Motion was made to accept the November Minutes by Andy, Steve seconded. They were approved unanimously.

**New Trailer location:** The board was notified of the need to relocate the trailers. The new potential location is [the former FlexSteel property on Pitney Road, now owned by Way Services]. The current landlord [Pat Egan] of the trailer parking site reversed a previous decision to extend the (verbal) lease post-sale, and did not permit us to negotiate with the new owners. Gail contacted our attorney to draft a lease; it has been reviewed by new landlord and by Steve as treasurer.. The value of the rent is being given as a donation. They requested a 30 day termination clause. One year lease with two one year renewal terms. Gail emailed a copy of the lease to the board during the meeting.

**Action Item:** Steve will handle getting signed by both parties.

Gail said she told the landlord we are not sure the police will be able to accompany the trailers when moved, but an RSCA member can drive behind them if not.

**Action Items:** Brad offered to call the police to confirm if they will provide escort.

The 3 trailers will be parked against the building for added security.

Brad is going to request that the front of trailers be jacked up so if any water gets in, it will be able to drain from the back, and not pool inside the trailer.

**Board of Directors- Roles & Responsibilities:** Discussion, in follow-up to last Board meeting decision to adopt "job descriptions" for Directors, Officers and committees. The Executive Committee officers reviewed the 2000 version at their meeting last week, and updated and re-

typed it. Gail read the first paragraph. The “Board Meetings” section was reviewed. Second page is job requirements. Financial contribution requirement was discussed.

Patrick White highly recommended that Directors’ role must include reading the meeting minutes and emphasized the importance of this.

Andy suggested changing the wording on the document under board meetings, to change software “application” to “tool.”

**Officer/Director vacancies:** Gail brought up the officer vacancy created when Chuck Colson resigned from his Director position. Patrick White suggested it is good practice to elect a temporary Vice President. A discussion took place; it would be less than 3 months until the new officer slate is elected in 2023.

Gail nominated Mick as a candidate. Others at the meeting were invited to nominate or self-nominate from the Board. No other nominations were suggested. Steve motioned to nominate Mick Kauffman for interim VP. There was an informational discussion, and will be voted upon under new business.

Mike Sheeley also resigned from his Director position this week. Gail encouraged a collaborative spirit going forward to prevent any communication problems or conflicts.

Brad asked Patrick if it was better to have an odd number of Directors for voting purposes. Patrick clarified that the President does not vote unless a tie needs to be broken. An abstention defaults to a yes vote in the event of a tie. You cannot vote if not in attendance. Zoom participants can vote, but Directors can’t vote via email during a meeting. There are currently 11 Board Directors.

#### **Agenda items tabled from last meeting/Old business:**

**Association Manager candidates-** these will be reviewed.

**Action Item:** Gail will send top candidates resumes to Board members who offered to help with hiring review and interviews. Job was posted to LinkedIn and Indeed. Previously voted upon job description was used with some minor updates. Previous contract was also approved. This is a self employed contract position, like a consultant. The first manager was hired in March, attended one board meeting, quit in early June due to time conflicts.

**Bylaws-updates and revision-** Patrick said that the bylaws are pretty succinct but need improvement. He believes they contain unnecessary verbiage; should be concise and clear. Bylaws need to include, name, purpose, goals, mission, and board structure. These bylaws are inherited from the previous board. Simplifying the bylaws was agreed upon. Patrick suggested making a fiscal handbook.

Gail appointed Patrick White to be the bylaw committee. Noreene and Andy joined the committee as well. **Action Item:** Schedule a bylaw committee meeting.

**Draft prospectus/RFEI:** was reviewed: Kevin Turner, a volunteer, helped with this, as well as Gail, Derek, and Andy. RFEI = (request for expression of interest). Peggy expressed the importance of due diligence with this.

Brad Boyd left the meeting at 6:45 pm.

Andy discussed preparations for a potential partner [Strasburg RR] meeting on Friday. Selection criteria for the RFEI was discussed. Gail asked for more feedback on this portion. Alana brought up the storage temperature; it needs to be somewhere in the middle, not too hot, not too cold. Gail requested that everyone reviews this document and Andy will create a slide deck, which he will share for more feedback.

**Committees:** We have work that can be done in committee, outside of Board meetings. A Finance committee was suggested to review Steve's work. Mick volunteered to join. Patrick said it needs to be more than one person. Mick will Chair and Peggy will be a member of the committee.

**Draft of "Exhibition and Loan Agreement":** review- no feedback from the Directors. This was reviewed and revised by Gail and our attorney.

#### **New business:**

Andy made a motion to accept the "**Board of Directors Roles and Responsibility**" document with the one word change that was made tonight. Voice vote: all in favor, no abstentions. Unanimous.

Alana made a motion to elect Mick as temporary Vice President. Steve seconded the motion. This was opened for discussion. Call for voice vote; Andy motioned, Alana seconded. All in favor, no abstentions. Unanimously passed.

Gail appointed the **Bylaws Revision Committee:** Andy, Noreene, and Patrick as the Chair.

Gail appointed the **Finance Committee:** Mick as chair, Steve as treasurer, Peggy as a member.

Gail thanked everyone for serving on the committees.

**Band Organ:** Discussion of attorney red lines for [Dutch Wonderland] exhibition contract for band organ. Their attorneys sent over multiple changes. They did not agree to put the band organ on their insurance. Recourse if they say 'no' is to bring it back. The band organ is safe in its current location, but is possibly not covered on the RSCA insurance (there is some coverage while in transit, or under repair, but we aren't sure if there is a time limit). Andy suggested that

the exhibitor should pay us \$3,000 for the insurance rider since they don't want to add it to their policy.

We do not have an exhibitor policy; our insurer would not add a rider.

Columbia Organ Repair can come in January to give a third party assessment. Alana has another expert from Glen Echo who can also come in early 2023 to assess it.

Andy noted we need to restore the facade and mechanism. We've been told it requires substantial repair to operate at full capacity. Alana said they want it to play 5 times a day, 10-15 minutes each day. There needs to be an experienced operator to run the band organ to use the music rolls to prevent any damage to them.

Goals: 1. Add band organ to their insurance or charge them a fee for organ loan. Dutch Wonderland can reimburse us for insurance as an in-kind donation.

2. Maintenance "ownership;" is it clear who is responsible for maintenance while on exhibit?

The band organ can be offered to another partner, if they will meet our requirements.

**Action Item:** Gail will get a thumb drive from Eileen for board members of video/audio of the carousel in operation. Several members would like to hear how it sounds.

Additional discussion: Mike Sheeley is still willing to volunteer. Peggy voiced her concern for losing good board members.

Follow up: Keys to trailers will be moved to the lock box tomorrow.

**Next 2 meetings:**

- **January 11, 2023 at 6PM (virtual)**
- **February 1st, 2023 at 6PM (in person)**

**Meeting adjourned at 7:26 pm.**