

Museum of Lake Minnetonka

Minutes of Board of Directors' Meeting – **APPROVED**

Date: Tuesday, 5 October, 2021
Location: Held in-person at the Excelsior-Lake Minnetonka Historical Society's Archives
Attendees: Tom McCarthy, Scott McGinnis, Bruce Warner
Absent: Aaron Person

The meeting was called to order at 11:16 AM by President Tom McCarthy.

Approval of Board Meeting Minutes

The Board took up consideration of the draft minutes for its meeting of September 30th.

- McGinnis moved to approve the draft minutes as submitted; seconded by Warner. Motion approved 3-0.

Director & Officer Changes

McCarthy noted that two actions were still pending on the new leadership team:

- At the September 30th Board meeting, action was deferred on the election of Scott McGinnis as Vice President. McCarthy felt it was essential that MLM have a Vice President designated to ensure continuity of leadership in event of McCarthy being unable to serve.
 - McCarthy moved Scott McGinnis be elected as MLM's next Vice President; seconded by Warner. Motion approved 2-0 (McGinnis abstained).
- Aaron Person had not been elected a Director on September 30th as the thinking at the time was he would be considered a Class II Director, needing a vote from the membership. In light of the consideration being given to eliminating the distinction between Class I & II and have all directors elected by the members, McCarthy recommended Person be elected as a Class I director now.
 - McGinnis moved Aaron Person be elected as a Class I Director; motion seconded by Warner. Motion approved 3-0.

Email Notice of MLM Leadership Changes

The Board then discussed the draft of an email that McCarthy proposed to send to the membership. Purpose is to inform the members of the changes in leadership before news spreads virally and advise that a revised meeting notice would be forthcoming. McGinnis and Warner felt comfortable with the draft despite its length. McCarthy to incorporate feedback from Person once received.

Proposed Bylaws Changes

McCarthy and McGinnis reviewed with Warner the proposed amendments under consideration – all of which are intended to increase accountability of the Board to the membership. These changes include:

- Eliminating the distinction between Class I & Class II directors thereby having all Board members elected by the members;
- Adding term limitations to the directors;

- Requiring that appointed directors be subject to election of the membership at the ensuing annual meeting;
- Requiring member approval of the officers;
- Replacing the Nominating Committee with a Governance Committee charged with nominating the slate of directors/officers as well as proposing amendments to the Bylaws;
- Requiring amendments to the Bylaws to be voted upon by the members;
- Requiring the slate of director/officer nominees and proposed Bylaw amendments be included in the meeting notice for the annual meeting.

Warner concurred with empowering the membership as voiced his approval of the proposed changes.

- McGinnis moved to adopt the proposed Bylaw amendments as submitted; Warner seconded. Motion approved 3-0.

With the Bylaws adopted, the issue of distributing the Bylaws was addressed. McCarthy shared an idea he had already been working on – creating a Member Handbook that would include core governance information: Vision/Mission Statements, Articles of Incorporation, Bylaws, Roster of Directors, Membership Categories/Benefits/Restrictions, Roster of Hall of Fame Inductees, etc. Warner and McGinnis voiced support and it was agreed to tentatively plan to hand out printed copies at the annual meeting.

Status of Bruce Warner on MLM Board

McGinnis then queried Warner as to whether he intended to stay on as a director. McGinnis acknowledged his belief that the appearance of a complete turnover of the Board would be help reposition the Board's credibility moving forward – a perception shared by Person. McGinnis, also acknowledged that McCarthy had pointed out Warner's on-going call for the Board to communicate with the members.

Warner shared that he wanted to remain a director through the annual meeting. Warner had moved to hold the annual meeting to hear directly from the members, and he wanted to be there to hear what they had to say. Warner stated he would stay on or leave as asked by McCarthy/McGinnis/Person. He then shared a summary of the remarks he wanted to deliver as an introduction prior to the actual meeting. McGinnis felt comfortable with Warner's theme; McCarthy cautioned that time would be precious, but he hoped Warner's piece could be an ice breaker and help set the stage that keeping *Minnehaha* was essential to our community. No decision was taken on Warner's status following the annual meeting.

Revised Annual Meeting Notice

It was quickly agreed that with the adoption of the new amendments to the Bylaws, it would be necessary to issue a revised meeting notice. The slate of nominees had to be included. McGinnis as Chair of the new Governance Committee, would need to call a meeting – even though the slate of nominees seemed straightforward. McCarthy asked for input on who he might appoint from the membership to serve on the Governance Committee. Warner brought forward the name of Linc Deter. After discussion, McCarthy agreed to connect Deter and McGinnis via email to discuss further.

Follow Up Actions

- McCarthy to finalize email to the membership.
- McGinnis to issue a clean copy of the newly amended Bylaws.
- McCarthy to finalize draft of Member Handbook for Board to review.
- Warner & McCarthy to continue work on presentations for the annual meeting.

- McGinnis & Deter to connect about Governance Committee.
- McGinnis to convene Governance Committee – and forward slate to McCarthy.
- McCarthy to revise Meeting Notice (with Governance Committee’s slate) and submit to Board for review before re-issuing.
- McCarthy to continue pursuing transition of financial accounts.

Adjournment

Warner moved to adjourn the meeting at 12:30pm; seconded by McGinnis. Motion passed (3-0).

Respectfully submitted,

Tom McCarthy, President