

Museum of Lake Minnetonka

Minutes of Board of Directors' Meeting – APPROVED

Date: Tuesday, 9 November, 2021

Location: Held in-person at the Wayzata Library Meeting Room

Attendees:

- Directors: Tom McCarthy, Scott McGinnis, Aaron Person, Liz Vandam, Sue Paulson
- Members: Bob & Diane Bolles, Dave Peterson, Sharon Provost

The meeting was called to order at 6:00 PM by President Tom McCarthy.

Agenda

McCarthy for any additions/revisions to the proposed agenda. Hearing none, McGinnis moved approval of the agenda as submitted; seconded by Person. Motion approved 4-0 (Vandam did not vote as she had yet to arrive).

Member Forum

McCarthy opened the forum explaining the Board's intent to hold regular, open meetings in its desire to be transparent to the membership. In that vein, the member forum was added to the agenda as an experiment to gauge participation, etc. Members would have up to 5 minutes to speak with the forum being closed after no more than 30 minutes to enable the Board to move on to the remainder of the agenda.

Bob Bolles addressed the Board encouraging it to set regular meetings held on the same day of the week each month – doing so would facilitate membership participation by a predictable schedule. Bolles further encouraged twice a month meetings at the outset.

With no other members desiring to speak, McCarthy closed the forum.

2020 Annual Meeting Discussion

With the annual meeting having been held October 28th, McCarthy quickly reviewed the meeting. The consensus overall was the meeting had gone well – covering a significant amount of content which was long overdue to be shared with the membership. Reaction from the membership has been very positive with many welcoming the change in Board leadership.

Person reviewed the NRHP announcement (*Minnehaha* was officially added to the NRHP on October but formal announcement was not received until October 29th). MLM issued a formal press release which was picked up by the *Minneapolis StarTribune* and was posted on MLM's social media channels.

Person recognized Liz Vandam who had been unable to attend the annual meeting due to international travel.

Financial Discussion

Treasurer Scott McGinnis updated the Board on the following financial topics:

- *QuickBooks* – QB is now only available on a subscription basis. McGinnis felt given the current streamlined financial activity (no ticket sales, reduced operating expenses, etc.) that using a simple Excel spreadsheet would be sufficient. Vandam commented that she, as Treasurer for Westonka Historical Society, also uses Excel instead of QuickBooks. The Board concurred with McGinnis' recommendation.
- *Maturing CD* – McGinnis reported MLM had a 2-year CD come up for renewal. It was McGinnis' recommendation that the CD not be renewed – MLM is in need of greater financial liquidity at the moment. The Board concurred.
- *Proposed Budget* – McGinnis provided an overview of his estimates for income/expenses for the coming year. Discussion centered on potential areas where expenses could be cut back – telephone, insurance, Biffs, etc. Peterson commented that the Biffs were used on site only in the winter months when the boat was in the barn; however now that has been a year-round expense. McCarthy commented on efforts to requote the insurance coverage in an effort to reduce the premium since passenger liability is now not a factor. Insurance agent has indicated a new application needs to be filed and a new appraisal of the boat would be necessary before any provider would submit a new quote. The existing appraisal dates back to 2004. The Board authorized McCarthy to seek out potential appraisers & obtain estimates.
- *2020 Federal Tax Return* – McGinnis advised the Board that the federal tax return had been officially filed.
- *2020 Charitable Organization Report for the MN Attorney General* – Originally due October 15th, the report had not been filed by the previous Board as it was awaiting the tax return to be completed. An extension until February 15, 2022 had been secured. McCarthy has now prepared the Charitable Report; McGinnis and Person have been reviewed it and found no issues. Person moved the Board accept the 2020 Charitable Organization Report as prepared and submit it to the Minnesota Attorney General; motion seconded by Vandam. Motion approved 5-0.
- *Annual Appeal* – The Board then discussed issuing an annual appeal to the membership. McGinnis advocated to a formal mailing complete with remittance envelope, etc. Person to draft the appeal letter and submit to the Board for review by week's end. Peterson indicated he had a machine for folding/stuffing envelopes. Goal is to issue the appeal by end of November.
- *Give To The Max* – McCarthy shared that he had produced a couple of short videos to use to hopefully promote MLM as a worthy beneficiary for GTTM donations. The videos feature MLM maintenance crews at work in the barn. The plan is to feature the videos on Facebook, Twitter, Instagram – the videos have also been shared with the Lake Minnetonka Communications Commission for potential airing thanks to a connection by Vandam. Currently McCarthy is trying to secure releases from all of the volunteers featured; photographer Jim Douglas has already granted his permission. Upon discussion, the Board decided to proceed even though permission had not yet been received from all participants.
- *Audit* – The Board then discussed the merits of having a formal audit conducted of the MLM books. Consensus was that though there are improprieties suspected, there is no record of a formal audit ever having been completed. Additionally with the likely prospect of a forthcoming

capital campaign, MLM’s financial credentials would benefit from having been audited. McGinnis will move forward to identify potential auditors to undertake the project, prepare a scope of work document, and obtain estimates for the Board to approve.

Organization Discussion

The Board next moved to an extended discussion about how best to restructure the organization and specifically Board oversight moving forward.

- *Bruce Warner Resignation* - At the outset, McCarthy advised that Bruce Warner, had formally submitted his resignation as a Director on November 8th. Warner participated in the October 28th annual meeting and had been assessing what was best for himself, the membership, and the organization. Ultimately, he felt at 82 he should no longer serve as a Captain – especially given the expected hiatus before Minnehaha can return to active operation. When informing McCarthy of his decision, Warner expressed complete confidence in MLM’s new leadership and the direction it was headed. He felt a complete break from the old Board was best for the membership. McCarthy indicated that Warner’s decision left the Board with 5 directors – the minimum number necessary under the Bylaws. He expressed his opinion that – for the time being – five directors was sufficient. No further action was taken.
- *Scheduling of Regular Board Meetings* – Upon discussion, the Board agreed to hold regular monthly meetings on the first Tuesday of each month. Paulson pointed out some adjustment might be necessary based on long weekends with federal holidays (e.g., July 4th, etc.). The Board set a regular meeting time of 6:00pm. A schedule with meeting locations will be finalized by McCarthy; meetings may need to vary around the lake area based on availability of meeting rooms, etc. The Board further agreed that, if needed, it would schedule additional mid-month meetings – and it would consider canceling a scheduled monthly meeting if a meeting was unnecessary.

Upcoming Meetings:

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| ▪ December 7 th , 2021 | 6:00pm | Location TBD |
| ▪ January 4 th , 2022 | 6:00pm | Location TBD |

- *Governance Committee* – McCarthy then reviewed that a replacement for Liz Vandam on the Governance Committee was now necessary. Vandam had previously been the committee member appointed by the President as directed by the Bylaws. However, now that Vandam has been elected to the Board, it was appropriate for a new appointee from outside the Board fill that position. No action taken.
- *Organizational Structure* – McCarthy then shared with the Board his thoughts for re-organizing MLM. He emphasized this was a preliminary starting point – intended to start a conversation and solicit input from the Board. Highlights:
 - *Executive Committee* – the Bylaws state that an Executive Committee was optional. McCarthy did not see an immediate need given the small nature of the Board, etc. The Board voiced general agreement.
 - *Sub-Committees* – McCarthy envisioned sub-committees to cover the following core functions:
 - Launch Site Exploration
 - Development (revenue growth via Membership and Fundraising)

- Communications
- Programming (what is it MLM does until boat operations can resume and what is our long-term vision for a 'museum')
- Collections

Person suggested Preservation/Maintenance as an added sub-committee.

- *Board Liaisons* – McCarthy articulated his thinking behind a long-term strategy to foster stronger relations with the lake communities by designating liaisons from among the Board. Vandam supported this approach indicating Westonka Historical Society already interacts quarterly with each of the five west lake communities.

Available time did not permit extensive discussion, though it was agreed consistent communication from the organization's leadership was a critical consideration. The Board will take this under consideration and revisit at a future meeting. Potential next steps include developing a more detailed charge for each committee, rules of operations (regular reports to the Board, etc.), and potential committee members/assignments.

Launch Site Discussion

Finally, McCarthy shared a summary of how he has categorized the potential sites that have been explored. Sites were grouped into three categories:

- 1) *Best Prospects* (warranting deeper investigation),
- 2) *Sites On Hold* (warranting follow-up with key contacts but not further investigation unless new circumstances warrant re-consideration, and
- 3) *Sites to be Dropped from Consideration* (zero feasibility)

McCarthy then shared with the Board a deeper assessment of the George Street Fire Lane – including specific prioritized steps moving forward. Person queried if McCarthy saw the task force as being actively involved with city leadership. McCarthy indicated that he did not which was the specific reason he felt the President needed to lead the Launch Site Sub-Committee. He stressed it would be critical to leverage with city leadership and to ensure a consistent voice from the organization. Despite that, it is also essential that the sub-committee also have the technical knowledge to address critical elements for each site. It is for this reason that McCarthy felt the maintenance team should be represented on this sub-committee.

Adjournment

Paulson moved to adjourn the meeting at 7:58pm; seconded by McGinnis. Motion passed (5-0).

Respectfully submitted,

Tom McCarthy, President/Secretary

Attachments:

- Agenda
- Financial Statement
- Organizational Chart
- Launch Site Status / Approach Moving Forward / George Street Fire Lane