

# Museum of Lake Minnetonka

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

Date: Tuesday, 1 February, 2022  
Location: Centennial Building, 5341 Maywood Road, Mound  
Attendees:

- Directors Present: Tom McCarthy, Scott McGinnis, Liz Vandam, Aaron Person
- Directors Absent: Sue Paulson
- Members Attending: Bob & Diane Bolles

### **Member Forum**

McCarthy invited guests to share comments for up to 5 minutes. None of the guests elected to speak.

The meeting was then called to order at 6:01 PM by President Tom McCarthy.

### **Agenda**

McCarthy called for any additions/revisions to the proposed agenda. No additions/revisions suggested and the meeting proceeded.

### **Approval of Minutes from 4 January, 2022**

McCarthy called for any additions/revisions to the minutes as drafted. Hearing none, McGinnis moved approval of the minutes as submitted; seconded by Vandam. Motion approved 3-0-1 (Person abstained from voting as he had been absent from the meeting).

### **Martie McGlasson Passing**

McCarthy noted the recent passing of Martie McGlasson, wife of *Minnehaha* Captain / MLM Hall of Fame member Ross McGlasson. Martie will be fondly remembered as a long-time supporter of *Minnehaha* and active volunteer in the office shared by MLM and the Excelsior Chamber.

### **President's Report**

McCarthy next discussed select items from the President's Report he had shared with the Board prior to the meeting (attached).

*Condition & Value Survey:* Due to technical issues with the appraiser's data files, Cliff Schmidt will re-inspect the boat on 8 February. Schmidt has promised to expedite the report.

*Insurance & TRP Permit Update:* McCarthy reported that the application to renew MLM's permit for temporary access across a section of the LRT trail had been submitted to TRP along with the required Certificate of Insurance (COI). TRP found the COI did not meet TRP's coverage thresholds. MLM's insurance agent feels TRP's thresholds are excessive (versus standard business operations) and would result in a premium increase in excess of \$1,000 to MLM. Since the boat will not be transported across the trail in 2022, TRP has set aside consideration of the application but will reconsider at such time as future use is anticipated. McCarthy to continue efforts to resolve the discrepancy in coverage levels.

*Boat Maintenance:* McCarthy reported painting was the primary maintenance activity that had taken place. Extended holiday breaks and the cold weather prompted the maintenance crews to postpone most of their January work sessions.

Bob Bolles inquired about the status of the boiler and the steps that would be needed to have its permit renewed. McCarthy, acknowledging he was not an engineer, stated that Minnesota statute required boilers to undergo inspection every year by a state-qualified inspector. Based on its record clean inspections, inspectors have granted *Minnehaha* a waiver and is instead inspected every other year (during periods of operation). Given the current extended hiatus, the precise process to get the permit renewed is undetermined and likely won't be until such time as operation can be resumed. Fearing the boiler could rust, Bolles urged the Board to engage an independent, professional boiler firm to advise on how the boiler should be maintained during an extended hiatus. McCarthy to raise the matter with the engineers for their opinion.

*AED:* McCarthy reviewed the need for replacement parts to maintain the AED's operability. Since the boat is not in active operation, nor do we have a sense of when operations might resume, the Board decided to return the AED in exchange for whatever value could be obtained. A new AED device could be secured once the boat resumes operations.

*Minnehaha Boat Model:* McCarthy advised that the estimate to replace the worn acrylic case for the model totaled \$368. Though the model will be a critical element in future fundraising efforts, the Board agreed to table further consideration until a capital campaign was a closer reality. Bolles advised the Board that there had originally been two boat models made – one of which he had made an unsuccessful bid on as part of a fundraising event during the original restoration. Bolles offered to inquire as to the whereabouts of the second model..

*Annual Meeting Date:* McCarthy shared his perspective that the Board should begin consideration of a date for the Annual Meeting. The fiscal year-end is 31 March and the Bylaws require the meeting to be held no later than 180 days following the fiscal year-end. McGinnis preferred sometime in May. McCarthy commented that it would be beneficial if the Board was in a position to share its plan vision for a new launch site at the meeting. The earliest he felt a plan could be ready might be June (if then). The Board opted to table setting a date at the present time.

*Audit:* McCarthy advised the Board that the former Board's QuickBooks file had been accessed with financial data from 2006 – 2021 downloaded in the form of fiscal year-end reports. With this now secured, McCarthy inquired about the Board's interest in moving forward with the previous discussed audit. McCarthy pointed out two reasons for moving forward with the proposed audit. First, the presence of a clean audit would be viewed favorably by potential donors who might consider giving to an MLM capital campaign, and secondly, an audit would likely be a critical initial step for each of the lake area historical societies should a consolidation take place. Upon discussion, it was agreed that McGinnis should solicit estimates for both a formal audit and a financial review (a lower standard of financial examination).

*Board Expansion:* McCarthy recommended the Board direct the Governance Committee to begin efforts to find additional director candidates, ideally for formal election by the membership at the Annual Meeting. At this point, no action has been taken on replacing the Committee's member-at-large (Liz Vandam) who is now herself a director. Upon discussion, McCarthy agreed to invite Lisa Stevens to join

the Governance Committee. Vandam urged the new committee to meet ahead of next month's Board meeting.

*Grant Opportunities:* It was agreed that none of the grant opportunities identified to date were actionable without a formal plan vision in place. Vandam reported that the Jeffris Family Foundation had declined to consider a proposal from the Westonka Historical Society (Jeffris primarily focusing on small midwestern towns & they considered Mound part of the Twin Cities metropolitan area.) Based on that, she doubted MLM would get any consideration.

*MNHS Historic Preservation Grants:* McCarthy explained his motivation for seeking a deeper understanding of what repairs (now that *Minnehaha* is officially designated NHRP property) might qualify and what the process might be. Person thought the recent rudder project likely would have been a project that could've been funded through a grant (if such work would've been completed after the NRHP designation had been confirmed). He thought that perhaps repairs to the cracked rib might qualify. McCarthy wants to be in position to appropriately direct/guide the maintenance team who could not be expected to know these answers. Person to find additional information.

*Posting on MLM Website:* Currently, we seem to be limited in the number of links, etc. that we can post to our website. McCarthy expressed his belief that the Board should decide the level of detail/transparency it wishes to share, however he felt the Handbook (with Bylaws, etc.), BOD meeting agendas, and minutes of recent BOD meetings (once approved by the Board) would be appropriate to post. Person thought the site should be able to accommodate posting more information. Person to review with Sharon Provost.

### **Treasurer's Report**

McGinnis provided the Board with an updated financial statement for the month of January. Income totaled \$1,150 while expenses only totaled \$229. The Board discussed options to save expenses where possible. It was agreed McGinnis should cancel the long distance service with CenturyLink (\$25/month). Action on canceling the Biffs at the Barn was postponed until after the winter season.

### **Sub Committee Report**

*Shore-Based Facilities Committee:* McCarthy shared that the committee was taking a very methodical approach to the remaining sites under examination. He explained no site was perfectly suited and likely a combination of solutions would be necessary. For each site, the committee has developed a detailed list of logistical issues, determined the range of questions needing answers, and the actions necessary to resolve whether or not the issue could be successfully overcome (and at what cost).

Bolles, seeking additional insight, inquired specifically on George Street (an option he has invested time investigating and which he believes is the best solution). McCarthy offered to meet with Bolles on a separate occasion for a deeper discussion. McCarthy then shared with Bolles the 29 November 2021 letter McCarthy sent to Excelsior Mayor Todd Carlson. Despite attempts to follow up, no response has been forthcoming. Bolles expressed his opinion that the experience the Mayor and Council had with the prior Board were likely the reason why no response had been received. McCarthy explained his letter had been intended as an olive branch with the hope that a meaningful reset could take place. He sought Bolles' advice on what different tactics might help break through. Diane Bolles noted Councilman Dale Kurschner might be worth attempting to connect with. Kurschner has been actively involved in recent city marketing events and would likely recognize the value *Minnehaha* represents to the City.

Bolles shared with the Board the history of the Barn permit. In addition to the 5-year lease on the land from the Hennepin County Regional Railroad Authority, MLM had to secure a Conditional Use Permit from the City of Excelsior for the building. According to Bolles, the City approved the building permit with the stipulation that the building was to be a temporary structure for up to six years, with the permit to be renewed on a year-by-year basis for up to twelve years. Bolles felt it was likely that renewal of the CUP had been overlooked some time ago and felt its reconsideration by the City would probably not be a major issue. McCarthy explained the former Board did not transition any business records beyond those in the MLM Archives. McCarthy took point on further investigation.

**New Business:**

*Wayzata Chilly Open Golf Tournament 12 February, 2022:* McCarthy provided an update to questions raised during a virtual meeting of the Board held Sunday, 30 January to resolve uncertainty regarding MLM's participation at the event. Answers to most of the logistical issues had now been obtained. An email sent to all volunteers seeking help at the booth, etc. It was agreed to forgo the expense of providing prizes (blow-up Olympic torches). Remaining details will be sorted out as the event date approaches.

**Next Meeting:**

- Tuesday, March 1<sup>st</sup>: Board Meeting at Wayzata Historical Society Archives (6-8 pm)
- Vandam encouraged holding this meeting virtually so Lisa Stevens might also be able to participate.

**Adjournment**

McGinnis moved the meeting be adjourned at 8:05 pm; seconded by Vandam. Motion carried without objection.

Respectfully submitted,

Tom McCarthy, President/Secretary

**Attachments:**

- Agenda
- President's Report
- Financial Statement

**THE MUSEUM OF LAKE MINNETONKA**  
**Board of Directors Meeting**

February 1<sup>st</sup>, 2022 6:00 – 8:00 PM  
Westonka Historical Society Conference Room  
Centennial Building, 5341 Maywood Rd, Mound

**AGENDA**

1. **Member Forum** – Members in attendance may have up to 3 minutes to speak. Board will close the Member Forum after no more than 30 minutes in order to allow sufficient time to focus on matters requiring Board action/discussion.
  
2. **Call To Order** **McCarthy**
  
3. **Approval of Agenda**
  
4. **Approval of January 4<sup>th</sup> Minutes**
  
5. **President’s Report** **McCarthy**
  - a. Update on Condition & Value Survey
  - b. Update on Insurance / Permits
  - c. Update on Barn Issues
  - d. 2022 Boat Show Recap
  - e. Miscellaneous Issues
  
6. **Treasurer’s Report** **McGinnis**
  
7. **Committee Reports**
  - a. Shore Based Facilities Committee **McCarthy**
  
8. **New Business** **McCarthy**
  - a. 2022 Wayzata Chilly Open
  - b. Set Date for 2022 Annual Meeting
  - c. Financial Audit
  - d. New Development Committee / Pursuit of Potential Grant Opportunities
  
9. **Adjourn**
  
10. **Executive Session (if needed)** **McCarthy**

## **MLM President's Report**

### **January 30, 2022**

#### **MN Secretary of State Annual Business Filing**

- Discussed at January BOD meeting.
- Present filing is valid through 12/31/2022 but reflects info for old Board. Should any official notices be sent, they currently would go to Jeff Schott.
- I inquired directly with the State Secretary's office & they confirmed that to update the contact info requires submitting the application form and a \$35 processing fee.
- The Board can decide whether to leave as is (risk not receiving an official notice) or paying \$35 to update the filing. I can't say if there would be any notices issued, or if Jeff would fail to forward to us.

#### **Condition & Value Survey Update**

- Cliff Schmidt conducted on-site visit on 12/15; he had promised to work on our report between Xmas & New Years. He ended up being called out to California on a family matter & work on the report was delayed.
- On 1/27 Schmidt reported he could no longer locate his data file with all the notes/photos from his inspection. His IT person was unable to determine what happened to the file either.
- As a result, Schmidt will need to redo on-site inspection. We have re-scheduled for 2/8 & he has promised to expedite our report.

#### **Insurance Update**

- Both MLM's D&O policy & Hull Liability policy expire soon (2/21 & 3/15 respectively).
- Updated D&O application submitted to agent – waiting for carriers to quote premium.
- Submission of application for Hull Liability policy pending completion of CVS report.
- The Board will need to adopt motions authorizing the carriers/premiums for both policies – stay tuned (will do via email).

#### **Barn / Lake Minnetonka Regional Trail**

- Trail Permit:
  - On 1/27 I was notified by Three Rivers Park District that MLM's permit for temporary access to the LRT trail (for transporting the boat to/from Niccum's) had expired & a new application needed.
  - I have the application ready pending receipt of Certificate of Insurance (expect to send on Monday 1/31).
    - I have omitted any reference to our current inability to operate / use trail – better to have permit & not use, than need & don't have; also don't want to create any issues that might cause HCRRA to reconsider renewing Barn lease that expires 12/31.
- Snow Plowing:
  - Also on 1/27 I was notified by Hennepin County Regional Railroad Authority to cease plowing snow across LRT trail. I responded that all plowing is being done by Jeff Jenson who owns the adjacent property. I have forwarded HCRRA's notification to Jeff with instructions to cease.

- Low-Temp Alarms:
  - On 1/25 & 1/26, the low-temp alarm at the Barn was triggered (multiple occasions). One of our two furnace units was not operating. Determined cause was a faulty thermostat on the mezzanine level. I authorized Dave Peterson to replace – replacement made & all seems to be working fine again.

### **Boat Maintenance Update**

- Minimal activity in January (cold weather, travels, pending CVS report, etc.).
- Primary activity at the moment is painting.

### **Maintenance of AED**

- Boat has an AED device on board.
- Alerted by our supplier that the chargepak & electrode paddles are due for replacement (these need replacing every 30 months). Estimated cost = \$118.
  - FYI: Parts are currently on a 20-week supply chain backorder
- The State requires operators such as us to have active maintenance plans for all AED devices.
  - Ours is compliant (3-yr plan with Advanced First Aid, Inc. \$376 per device) – see attached. The plan is already fully paid.
- With boat locked in Barn, only those who could benefit from AED are our maintenance volunteers (only Wed/Thu mornings on select weeks).
- We have no option to cancel the service/monitoring plan – but I have persuaded AFA to suspend it temporarily. I believe we can keep it suspended indefinitely.
- However, as I understand it, failure to replace the chargepak will result in the system’s internal charging unit to lose its ability to hold a charge in the future (which would weaken its effectiveness whenever we might reactivate the system).
- Does the Board wish to replace the parts?
- If we choose to keep the maintenance plan active & hold on replacing the parts, I will alert the maintenance crew so they understand the AED may not be useable in the event of an emergency at the Barn.

### **New Letters Drafted for Membership Renewal & Acknowledgment**

- 1/27 I forwarded draft letters to Board for comments.
- Need to issue renewal notices ASAP

### **Boat Show Recap**

- My assessment: Great location on main floor, good foot traffic / interactions.
- QR Code cards distributed – worked well but generated minimal response as indicated by activity as destinations for 3 QR codes:
  - *FAQs/Web Traffic* – currently waiting for monthly Google analysis of web traffic
  - *New Memberships* - only 2 memberships generated (one for an existing volunteer and one from a member of the Wayzata Chamber – may be unrelated to the QR cards)
  - *Donations* - no donations were triggered by the QR codes.
- 3-4 captain candidates identified
- Legacy of the Lakes Museum (Alexandria) – discussions with LOLM during the show have opened the door to a speaking invitation (summer program)

### **Boat Model**

- On 1/25, Dave Peterson & I returned to Excelsior City Hall
- The model needs some general maintenance (tightening screws, etc.) which makes sense to complete so it's ready for use for fundraising purposes
  - Acrylic panels need replacing (have become cloudy, scratched – cleaning has no effect)
- Cost estimate to replace: (Dave Peterson working on an estimate)

### **QuickBooks**

- I set up a trial subscription (in my name, not MLM's) giving me temporary access to MLM accounting files. As a result, I was able to gain insight to the individual transactional details for the fiscal period April 1, 2006 – October 18, 2021.
- I have printed and scanned reports for each fiscal year and saved them to my MLM DropBox.
  - Balance Sheet
  - Profit & Loss Statement
  - Profit & Loss Detail Report (provides breakout of activity within reporting categories)
  - Expenses By Vendor Detail Report (provides itemized listing of transactions by vendor)
- I also was able to export the General Ledger (for the entire period) into Excel.

### **2022 Calendar of Important Dates**

- To help the Board keep track of upcoming deadlines/deliverables, I have developed a calendar of upcoming critical dates (attached).

### **Membership Communications**

- I have begun work on a new newsletter but it is not ready for review.

## **Matters for Board Consideration**

### **MLM Annual Meeting**

- I recommend the Board tentatively set date for 2022 Annual Meeting.
- It must be held within 180 of fiscal year-end (no later than 9/30).

### **Audit:**

- Our prior conversations suggested the Board shared a consensus opinion on fielding an audit of MLM finances.
- Now that we have access to records of past Board, should we proceed to vet CPAs, solicit bids?

### **Board Expansion:**

- I recommend the Governance Committee commence exploration of potential additions.
- Currently, we have 5 directors (Liz's term expires at the next Board meeting though she is eligible to run for a full three-year term if she desires).
- I believe we should present to the membership a Board comprised of 8-9 directors at the Annual Meeting. This may include individuals the Board has elected itself, or candidates the Governance Committee is recommending the membership elect.
- Governance Committee: As structured in the Bylaws, the committee consists of the President, Vice President and a member designated by the President. Liz was that designated member prior to being elected a director. I believe the intent of the structure was to ensure the committee's composition was not exclusively Board members – so anticipating the Governance Committee will become active, I will plan to nominate a new member-at-large to serve.

### **Potential Grant Opportunities:**

- Jeffris Family Foundation / Midwestern Historic Preservation
- National Endowment for the Humanities / Projects for the Humanities
- National Park Service / Save America's Treasures grants

### **MNHS Historic Preservation Grants:**

- Our new NRHP status opens the door to access MNHS funds for select maintenance needs. Presently we do not have any understanding on maintenance needs would qualify for financial support or the process required to apply/qualify.
- Will someone take lead on determining this?

### **Public Access to MLM Data:**

- We believe in transparency – what info do we want to make accessible & to whom?
- Currently The Following Info is Posted on MLM Website:
  - Mission Statement, Vision, Values
  - Directors, Officers, Committee Chairs
  - Member Notice – BOD Meeting Schedule

- What Additional Information Should Be Open For Access?
  - Governance docs – Handbook, Articles, Bylaws?
  - BOD Minutes – what version (drafts, approved)? How far back?
  - Terms of the Board of Directors?

**MLM Data Management Plan:**

- Currently stored in McCarthy's personal DropBox
  - No cost to MLM but cannot exceed his plan storage limits
- Ideally MLM should have its own account & take control over data/access/security/etc.

**MUESEUM OF LAKE MINNETONKA**  
**FINANCIAL STATEMENT**  
January 1-31, 2022

<b>ASSETS</b>	
Current Assests	
Small Business Checking #1033795	3,411.84
Small Business Checking #1033437	12,351.63
Alerus Business Money Market #1334969	127,600.78
<b>TOTAL CURRENT ASSETS</b>	<b>\$143,364.25</b>
Fixed Assets	
Boat Storage Building	19,647.00
Steamboat Minnehaha	15,000.00
<b>TOTAL FIXED ASSETS</b>	<b>\$34,647.00</b>
	<b>TOTAL ASSETS</b>
	<b>\$178,011.25</b>
<b>INCOME</b>	
Memberships and Donations January 1-31, 2022	1,150.00
<b>TOTAL INCOME</b>	<b>\$1,150.00</b>
<b>EXPENDITURES January 1-31, 2022</b>	
Biffs, Inc.	133.00
Thomas H. McCarthy	96.00
<b>TOTAL EXPENDITURES</b>	<b>\$229.00</b>