THE MUSEUM OF LAKE MINNETONKA

Minutes of Board of Directors' Meeting – APPROVED

Date: Tuesday, 14 June, 2022
Location: Centennial Building, 5341 Maywood Rd, Mound
Attendees:

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

*Joined meeting in progress.

The meeting was called to order at 3:30 PM by President Tom McCarthy.

Member Forum
Bob Bolles reported that he had connected with Stan Straley and both were agreeable to meet with Mike Lins of Vic's Crane Service at the Barn to discuss the hull's restoration and to examine the cracks in compartment #2. McCarthy thanked him and agreed to get a meeting scheduled. Bolles also inquired as to when we thought the earliest date might be for when the boat could be back in the water. McCarthy responded 2024 or 2025 was his best guestimate (no guarantees). Bolles expressed he shared that estimate.

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

Approval of Minutes from 3 May, 2022
McCarthy called for any additions/revisions to the minutes as drafted for the open Board Meeting as well as the minutes of the Executive Session that followed. With no revisions offered, McGinnis moved approval of both minutes as submitted; seconded by Paulson. Motion approved 4-0.

McCarthy noted he had neglected to distribute to the Board a copy of the draft minutes for the April 27th Executive Session. Board to take action on these at the July meeting.

Treasurer's Report
May Financials – McGinnis reviewed the May financial statement which reflected a $57.87 net loss for the month. Total cash on hand as of 5/31/2022 was $106,716.89 not including the $30,000 Reserve Holding. Vandam moved approval of the Treasurer's Report; motion seconded by Paulson. Motion approved 4-0.

McCarthy noted that a $500 anonymous donation had been received via GiveMN (electronic deposit into the MLM won't occur until June). The Board discussed possible methods of acknowledging a gift when the donor was unknown.

McCarthy also noted the annual Charitable Organization Report had been filed with the Minnesota Attorney General and the 990-N filing had been completed and posted on the IRS site. He also shared his observation that MLM's tax filing from the 2020/21 Fiscal Year had not been posted online by the IRS despite having been submitted by the former board's CPA. McCarthy to try to correct.

Maintenance Report

McCarthy advised that the boat was now back in the barn following its move outdoors to be digitally scanned. Work on the scan was proceeding but had not yet been received. McCarthy also shared that several maintenance items that had hoped to be accomplished while the boat was outside in fact could not be completed. The fuel tanks could not be drained as the engineers have been unable to locate a drainage port to the tanks. The vendor cannot pump fuel out of the tank inlets because they do not provide straight line access for their equipment. Likewise the replacement of the heat detectors on the barn's ceiling could not be accomplished because the vendor was not personally available to complete the work.

McCarthy shared that a new maintenance tracking system was being developed to help the team manage the various projects needing to be addressed. An Excel spreadsheet has been developed that will allow team members to access and update their work. They will be able to pull reports customized to reflect projects assigned to them and leadership will be able to view all of the tasks underway. McCarthy acknowledged this system will undoubtedly evolve as the team has experience with it, but for now it will help fill the current void.

(Two additional maintenance topics were discussed during the Executive Session that followed and are recapped here.)

> *Removal of the Bottom Paint from the Hull* – Person inquired what plan was being considered for this project since the two bids received had been rejected. McCarthy expressed his thought that perhaps the work could be covered by a preservation grant now that the boat was officially listed on the NRHP. In discussion there are large and small grants available (small being $10k or less which had quarterly application deadlines; large grants have an annual application deadline). The board agreed the project should qualify for a grant and even $10k of the estimated cost would be a great assistance. McCarthy to provide estimate and project information to Vandam who will in turn contact Todd Mahon at MNHS to discuss the application requirements/process.
>
> Barn Clean-Up: Person inquired of plans to clean out the barn. McCarthy shared that the engineers felt the first step was to do housekeeping – organize the tools (return things to their proper place, etc.) and then focus on cleaning out. He also stated that an essential step would be to have McGinnis (or other qualified person) assess some of the items in the barn to determine what, if any, historical value they might have. McCarthy suggested a Saturday date later in the summer could be set with all volunteers invited to help out and partake in a cook-out (grill hot dogs, etc.). There was general agreement with this approach.

Update on LMHO Strategic Consolidation Project

McCarthy next shared an update on the status of the strategic exploration that MLM has participated in since 2019 (along with Deephaven Historical Society, Excelsior-Lake Minnetonka Historical Society, Minnetonka Historical Society, Wayzata Historical Society, and Westonka Historical Society). The Joint Committee has completed its Final Report which is now in the hands of the boards of the partner organizations. The Joint Committee has proposed that the partner boards approve a resolution

directing the Joint Committee to undertake one additional step that would likely be highly beneficial to helping the boards and memberships understand what a new organization might look like and operate. Specifically, the resolution authorizes the delegates to work on developing the governance (board of directors as representative of the partner org's, articles of incorporation, by-laws, etc.) and operating structure (collections, programming, archives, etc.). The thought is this step would put meat on the bones and give everyone a better sense of what this new entity might actually be.

The resolution is non-binding – it does not call for the boards to take a binding vote now on whether or not to implement the recommendations of the Final Report. Likewise it does not supersede the membership's role in voting on the new organization. The resolution merely asks the partner organizations to indicate they are open to considering the proposal and wish to receive more information before making a final decision. In effect, it is a no-risk step. It does serve, however, to ascertain if there is sufficient interest to justify the additional work that will be required of the Joint Committee (the consultant ACG will not participate in this step of the process).

Following discussion, Person moved to approve the proposed resolution as submitted; motion seconded by McGinnis. Motion approved 5-0.

Adjournment
The Board concluded its public session at 4:20pm and then went into Executive Session to discuss next steps on the search for a new launch solution.

Respectfully submitted,

Tom McCarthy, President/Secretary

Attachments:
- Agenda
- Financial Statement
- MLM Board Resolution No. 2022-01 Approved

THE MUSEUM OF LAKE MINNETONKA
Board of Directors Meeting

June 14th, 2022 3:30 – 5:30 PM
Centennial Building Conference Room
5341 Maywood Road, 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**

3. **Approval of Agenda**

4. **Approval of May 3rd Minutes**

5. **Treasurer's Report**
    a. May Financials
    b. Update on Charitable Organization Report & 990-N Tax Filing

6. **Maintenance Update**

7. **Lake Minnetonka Historical Organization - Proposed Resolution**

8. **Other Business As Needed**

9. **Adjourn**

10. **Executive Session**

THE MUSEUM OF LAKE MINNETONKA

Treasurer's Report

Period: May 1 - 31, 2022

Summary of Financial Position

ACCOUNT	OPENING BALANCE 5/01/2022	DEPOSITS	INTEREST EARNED	WITHDRAWLS	TRANSFERS	ENDING BALANCE 4/30/2022	NET CHANGE
Operating Checking	$ 5,803.37	$ 80.00		$ (151.22)		$ 5,732.15	$ (71.22)
Money Market Savings	$ 130,971.39	$ -	$ 13.35			$ 130,984.74	$ 13.35
TOTAL	$ 136,774.76		$ 13.35	$ (151.22)	$ -	$ 136,716.89	$ (57.87)
Reserve Holdings	$ 30,000.00					$ 30,000.00	$ -
Flexible Cash Holdings	$ 106,774.76					$ 106,716.89	$ (57.87)

Income Summary

5/10/2022	Deposit	Mighty Cause Foundation	40500 Membership Dues & Assessments	$ 80.00

Expense Transactions

DATE	CHECK #	PAYEE	DESCRIPTION	CLASSIFICATION	AMOUNT
05/23/2022	5285	Verizon		63909 - Telephone	-39.24
05/23/2022	5286	Steve Albrecht	HazMat Suits for scraping hull of Minnehaha	65107 - Maintenance & Repair	-54.81
05/24/2022	ACH	Xcel Energy		63911 - Utilities	-57.17
Total Expenses					$ (151.22)

THE MUSEUM OF LAKE MINNETONKA

Board Resolution No. 2022-01

Resolution Authorizing the Development of a Governance and Operational Framework for the Proposed Consolidation of Lake Minnetonka Historical Organizations

WHEREAS the Board has received the Joint Committee's Final Report and recommendation that the partner organizations move forward with "Consolidation on an Incremental Basis";

WHEREAS development of a Governance and Operational Framework for the new consolidated entity will provide the partner Boards and Memberships with greater insight and appreciation for how the new entity would be structured and operate, specifically with regard to...

1. its Governance (directors/officers/staff/membership),
2. its Resources (assets and liabilities),
3. its vision for Programming and Collections,
4. its vision for maintaining the identities of the lake's local communities while also unlocking the story of the entire Lake Minnetonka community;

WHEREAS this Resolution is solely a commitment to create the proposed Framework and under no circumstances does it bind the Corporation, its Board of Directors, or its Members to consolidate;

THEREFORE BE IT RESOLVED, that the Board of Directors does hereby direct its delegates to the Joint Committee to take the following actions:

- Determine if the partner organizations have sufficient scale/resources to form a viable entity that can positively impact long-term sustainability concerns;
- Work in good faith with the partner delegates to develop the proposed Governance and Operational Framework, balancing the best interests of the individual organizations and the communities they serve while also striving to ensure any newly consolidated entity has the best opportunity for long-term success;
- Complete work on the Framework within 180 days.

On this the 14th day of June, 2022 the Board of Directors of The Museum of Lake Minnetonka have approved/rejected this Resolution to Proceed by a vote of 5 Yea's to 0 Nay's:

Director's Signature	Printed Name	Vote (Yea or Nay)	Date
	Thomas H. McCarthy	Yea	6-14-2022
	Scott D. McGinnis	Yea	6-14-2022
	Aaron J. Person	Yea	06-14-2022
	Susan Paulson	Yea	6-14-22
	Elizabeth Vandam	Yea	14 Jun 2022

The Secretary of the Corporation, certifies that the above is a true and correct copy of the Resolution that was duly adopted at a meeting of the Board of Directors held June 14th, 2022.

Secretary's Signature

Secretary's Printed Name: Thomas H. McCarthy

Date 6/14/2022