

Edmonds South Snohomish County Historical Society (ESSCHS)
Preserving and Sharing Our Heritage

Approved Minutes from April 1, 2019 Board Meeting

Note: The financial allocation for the North Plaza project was approved at this meeting. (See Collection Committee section.)

Call to Order: Jerry Freeland, President, called the meeting to order and welcomed everyone. Then she read the Mission statement.

Quorum: Jerry noted that Jan Flom would be arriving shortly. Larry Carpenter, Sandra Butterfield and Linda Borofka were traveling and were excused. With eleven members present a quorum was established.

Good of the Order: Jerry thanked Jim Landers for giving a presentation to the Friends of the Library group which included pictures and information about the museum, the train project and the proposed Native American art project proposed for the North Plaza area. Jerry also thanked Dean Larsen for building shelves on the lower level that will help with some storage issues.

Minutes: Barb Fahey, Secretary, indicated that a second draft of the March minutes were sent out on March 29th and since then a few more corrections had been sent to her. She verbally noted these added changes and corrections.

Approval: Ann Wood moved for approval of the minutes as corrected. Dean Larson made the second. Motion carried unanimously.

Treasury Report: Sandra Allbery, Treasurer, referenced the reports that had been sent out electronically.

- She noted that the Charles Swab account is showing a value of \$179,222 but current market value is \$221,475. The Fidelity Investment account, that holds our restricted funds, shows a value of \$90,410 but current market value is \$94,622.
- Regarding the actual Balance Sheet report, Sandra noted that as of March 23rd the name of our bank has officially changed due to Sound Credit Union purchasing Bank of Washington. She will be making the name change in our Quick Books records. She also indicated that she has to make some adjustments by consolidating or eliminating a few accounts so she can add some others. We have maxed out the number of account lines we are allowed based on what we are currently paying for Quick Books service and can't add anymore without paying for a higher level of service.
- Grant Income is showing at \$10,000 which represents a partial payment of a grant from the Edmonds Arts Festival Foundation for work on the Native American Heritage project. There is also a \$3,000 expense under grants projects which is a payment to the carver who will be creating the art piece.
- Business memberships are starting to come in. Four have been deposited and membership dues are now \$2,000 over projections. Three more have come in today.
- The next payment for our storage facility will include the anticipated increased rate for the final year of the current lease. The increase is slightly higher than had been anticipated. The owner installed new drainage and fresh asphalt and this cost was factored into the amortized costs that get recalculated each year. Our share of various yearly expenses is 13.9 %. This means our budgeted amount for this item is not quite high enough. The total additional amount for the year is \$258 more than the \$28,500 shown in the budget column. Sandra further explained that this makes a third item that has been added to the already long list of amortized items since the change in ownership. It is almost impossible to guess what the increase for these items might be for future years, but it is something we should take into consideration when negotiating our 5 year lease extension.

Approval: Barb Fahey moved to accept the report and Dean Larson made the second. Motion carried unanimously

Lease discussion. Follow up discussion ensued regarding the matter of extending the lease for 5 more years.

- Sandra noted there is a new controller working for the current owners. There is a rider in the lease that allows for renegotiating the base rental amount and the amortized costs. She is uncertain what the protocol for initiating a discussion about the terms of the lease might be, but suggested we should start the process soon.
- Barb shared with the board the terms of the negotiation process that were spelled out in the rider. She suggested we assign someone the task of contacting the owners to determine what their attitude is regarding an extension and if they would welcome it or use a change in some of the terms as a way to force us out. Comments made at a board meeting after the change in ownership raised concerns that the new owner might want to use the whole building for his own business interests. It appears there are now newer tenants so that might not be the case, and he really can't deny us the extension, but he could make it quite costly to stay there.
- The finance committee will assume responsibility for working on the issues related to the extension.

Collections Committee: Jim Landers, committee co-chair, reported on the progress that has been made on the Native American display being planned for the North side of the entry to the museum.

The project seems to be back on track after meetings with various people involved with the development of the project.

- The city has set a limit on the size of the piece at 6 feet by 5 feet. (This is a reduction from the original size of 15 ft. and a second concept of 12 ft.)
- The carver has created a sketch of a new concept that is scaled to 6 ft. long, 3 ft. high and 4 in. thick. Though disappointed at losing the first design, Jim is pleased with this new design. The carver also has created a design for the structure that will house and protect the carving. It will have etched glass across the top representing the sky and side pieces of either metal or wood with a stylized design. Sketches were passed out for review.
- Jim met with Mayor Earling on March 15th to explain the project and express our concerns about the degree to which city staff has limited the scope of the project. The Mayor expressed support and approval of the concept but is not willing to be involved with the issues being raised by city staff.
- Jim, Ann, Jerry and Katie met with Frances Chapin to determine what the city's "bottom line" is regarding the development of the display.
 - At this point Jim feels there is better understanding regarding the placement and size of the piece though nothing is in writing yet.
 - The city wants us to use the services of Clayton Moss to create a design for the overall appearance of the whole area. Ann Wood added that part of what Clayton will do is develop a plan for the actual plaza, including landscaping, access for viewing placement of bricks and a possible bench. He would also design the informational signage so it will match the south plaza.
 - The city expects us to use a structural engineer to install the piece.
 - Frances believes a building permit will not be required and has indicated that this project does have city staff support to make it happen.
- Ann provided additional information:
 - She and Jim are going to create a scope of work for Clayton and establish a clear understanding of what his fees will be.
 - The installer who placed the bricks in the south plaza is bidding to install the new brick area.
 - There is an abundance of bricks in the furnace room that are left over from engraved brick installations so that saves some expense, but care should be exercised in selecting them as some are in rough shape and not suitable for reuse.
 - A reasonable estimate for additional costs over the cost of the actual art piece and display structure is \$10,000.
 - Once an actual sketch of the total look of the plaza is done, it will be used to apply for additional funding from various sources.

- The actual art piece and structure are already fully funded. What is needed now is board action to approve the additional expenses and provide a guarantee that it will cover any shortfall in final funding for the project.

Discussion then ensued regarding several concerns board members had based on their experience with the creation of the South plaza. What had started out as a very manageable project became extremely expensive after the city got involved. It seems like the same thing is happening again.

○ Ann and Dean Averill responded to several issues that were raised: *Summation:*

- The city owns the property and wants to be sure that any installation on its property will enhance the area and be seen as a benefit to the community. It also has to balance the concerns of other entities such as the Chamber of Commerce that does not want the log cabin hidden behind a massive installation. The city also does not want the actual library building to be hidden behind a large art piece. City staff is actually doing everything it can to facilitate the installation of this “Informational Panel” (it should not be referred to as a sign) honoring the Native American culture and identity with our area.
- Ann and Jim have agreed to take a lot off of Clayton’s plate. His only involvement will be creating the total appearance of the space so everyone knows what the final product will look like and the development of the panel explaining the piece.
- This area is intended to be very natural in nature with only a very small area of bricks (that we already know meet city standards). A lot of the cost of the south plaza involved meeting the city’s standards for non-impervious surfaces and having to hire an engineer to design the drainage system. That is not an issue with this project.
- The city will oversee the landscaping so it meets their requirements which will be their donation to the project.
- The city may also help with the installation of the support structure, but that is yet to be determined.
- A written agreement will be developed with the city once an approved total design is available and before the project is initiated.
- The only other incidental expense might be some solar lighting to illuminate the panel at night which could run about \$1,000.
- She and Jim are convinced there will be adequate support for this project from the community to cover most, if not all of the additional projected expenses.
- Grants received last year from some of our funding sources will keep us busy for the next year. We will not be compromising other projects in seeking grant funding for this effort. Since this is an educational project there is potential for some grant requests we wouldn’t normally qualify for.

APPROVAL: Once all questions were addressed, Teresa Wippel moved to allocate funding for this project not to exceed \$45,000 including the \$30,000 already committed for the actual carving and display structure. Dean Larson made the second. The motion carried unanimously.

Finance Committee (FC): Dave Buelow, committee co-chair, addressed the issue of updating the donor tower which was listed on the agenda under the FC. The original plan was that once the tower was completed the Resource Development Committee (RDC) was to be responsible for adding names as appropriate. This is not something the FC is prepared to oversee. Unfortunately there is currently no chairperson in place for the RDC so no one is actively addressing this need. It appears 7 new names have to be added as a result of donations that came in for the annual appeal. It is necessary to work through Clayton Moss to get the names turned into decals that can be added to the list. His vendor does not want to deal with private orders, though it was our original understanding that once the board was created we could manage it without Clayton’s involvement. The issue is more a matter of time than of cost. Getting things through Clayton’s vendor and getting them installed seems

to take an inordinate amount of time and effort. Jerry asked Katie to take on the task of getting the name additions from Clayton.

Several issues arose during the discussion that followed:

- It will have to be determined if there is room to add 7 more names to the existing panel.
- Once the panel is full, a new approach will have to be developed regarding ways of recognizing donors.
 - Since recognition was given by donor level this year as a follow up to the annual appeal, perhaps that method of recognition should be used on the tower as well.
 - The memorial board is almost full as well. What method will be used to expand it?
 - The criteria for recognition were established as a short term approach to move the donor tower project forward. A new approach may have to be created as donor level raise to higher amounts.
 - Perhaps the sides will have to be redesigned and the founder's panel relocated to provide for more recognition space.
 - The RDC should bring forward some recommendations for solving these issues before the next fundraising appeal.

At various times over the years, the financial records were not properly archived. Until recently, it appeared that some years were actually completely missing. Fortunately, these records have been recently found just packed up in file boxes that had been stored with the collections. Sandra Allbery has been dedicating many hours to reviewing these records and preparing them for proper archiving. There will now be a much better cohesive record of the financial reports created over the years and there is the possibility that more information about early donors will be found. It was noted that all accounting records have been well maintained and properly retained and stored during the last couple of decades or more.

Resource Development Committee: There is currently no chairperson of this committee. Various people working on projects gave reports.

- South Plaza brick sales; Ann Wood announced 12 new bricks have been ordered. They should be installed by the end of the month.
- Oral Histories; Katie indicated that Larry Fuell is working with Betty Lou Gaeng to get as much information as possible. Because she is leaving soon an actual oral history won't be possible, but information she provides will be compiled in a written format. Barb Fahey will be meeting Friday, April 5th with Larry to develop a list of possible participants and to develop a plan to move this project forward. If anyone has names that should be on the list, please give them to Barb.
- Business membership; Katie reported the invoices had been sent out and renewals are coming in as reported earlier. A reminder notice will be sent later this month. Linda Borofka will be back in Edmonds on April 18th. She will be meeting with Katie to develop a strategy to solicit new business memberships.
- Volunteers will be covered by Katie in Directors report since Sandra Butterfield was not present.

Governance Committee: Barb Fahey, committee chair, reported on...

- Board Elections:
 - After the last meeting Jerry invited Evelyn Reyes, who has been volunteering with the membership committee for over two years, to stand for the vacant term ending in 2021 and she accepted. Her name was included on the ballot.
 - The election process is currently underway. Ballots were mail out the middle of last week and received by most members by Saturday March 30th. This allows for over 5 weeks to respond

which far exceeds the time specified in the by-laws. At the March meeting a plan was established to include the ballot in the spring newsletter. However, it was later determined that the newsletter goes out to many people who are not members in good standing. Since all pieces in a bulk mailing must be exactly the same placing ballots in some of the newsletters was not an option so a different process had to be used. The bios of the candidates were printed in the newsletter in the interests of full disclosure to the public. A mailing to members in good standing was then prepared that included an invitation to the annual meeting, a reprint of the bios and a ballot postcard that could be easily returned. The mailing had 203 pieces to meet the bulk mailing requirement but included duplicate pieces to all the board members in order to reach that number. The members in good standing list had only 187 names. Members were also offered the option of voting through the website. Elections close at the beginning of the annual meeting and the voting numbers will be announced. Those elected will be sworn in during the annual meeting.

- During the business meeting on May 6th following the annual meeting, officers will be elected and chairpersons will be appointed.
- A new Board member orientation will be held at a mutually arranged date later in May.
- Board manuals will be updated and distributed to the new members at the orientation.
- Annual Meeting: Barb will work with Jerry to establish an agenda for the meeting.
- Board workshop/retreat: A date for this will be established during the May business meeting.
- Unrelated Business issue. So far there has been no response from Judith Andrews, the tax attorney that was recommended to address this matter. Barb has not had time to follow up, but will do so sometime this week. There is plenty of time to get answers about this since we will be getting a deferment from the May 15th deadline for filing the form 990 report. It will be done in the fall.
- StEPs program: Barb indicated that she would be reactivating work on this certification process in the fall. Many other things seem to have taken precedent over working through this program, but it is a valuable tool for improve operations and services and shouldn't be forgotten. We paid for this accreditation program from AAM and we need to continue to work on it, so it should be kept on the agenda.

Director's Report: Katie Kelly, Museum Director, passed out a written report and expanded on some items.

- Oral Histories: Work is being done on the back log of videos already done. The materials from one interview were just return to us and now they must be compiled and sent on for approval. Larry is aware of Sue Lowell as a candidate for an interview.
- Volunteer Program: Katie is meeting with Kathleen to coordinate this program. Volgistics has been bought. When it is up and running it will provide a better management system for interacting with our broad base of volunteers. Katie has contact information from the potential board candidates who are willing to volunteer in various areas and will be meeting with them soon.
- City of Edmonds projects:
 - Window replacement project: The contractor is finished with his part of the project. The city has some finish work left but should be done in the next few days. This will include putting the cabinets back into the kitchen.
 - The fire and security panels will be updated this spring. Katie will send out information about any changes in securing access after the work is done.
 - Thom is still seeking bids for the electrical upgrade project.

- Window Film: There are two bids for consideration. Dean Larson spoke in favor of Brower Tinting & Graphics although it is the higher bid. He has firsthand knowledge of the quality of work they do. This is not a city expense. The film is being placed to protect the collections and so it has to be paid for by the society. Sales tax is not included in the estimate. It will be necessary to get approval from the Historic Preservation Commission to install the film. It was determined that this expense item was not included in the approved budget so a special allocation must be approved.
 - **Approval:** Barb Fahey moved to use the Brower Co. and allocate up to \$4500 including tax for this project. Dean Larson made the second. Motion carried unanimously.
- Coming Exhibit: Katie has decided to hold over the Fire exhibit in one wing of the museum and develop the Mail service exhibit in the other wing. She feels that there has been so much disruption with the window replacement that many people have not visited the Fire exhibit and it should be retained over the summer months. She is aware of some opportunities to bring in several vintage fire trucks for a possible special event. Katie has written the grant asking for UPS for a sponsorship of the mail service exhibit and will be submitting it shortly.
- China Trip: Valerie Claypool plans to start advertising the China trip in the next couple of weeks.
- A collections report is on the back side of the Director's report.

Market Committee: Dean Larson, Committee Chair, reported:

- \$51,000 plus from vendors has been deposited and another \$8,000 had come in today.
- Honey Buckets, Sound Disposal and the recycling program will all be up and running by the end of April.
- Steve Fisher is modifying the recycling and compost signage in the hope people will be more responsive to new messaging. He will be sending out information directly to all vendors about city requirements.
- We are responsible for all the receptacles on the Veteran's Plaza.
- Two food vendor trucks are being added. The city has worked with Dean on their placement.
- He will have a key to the City's public restroom. It will be open at 6 AM to accommodate vendors.
- Two of our regular volunteers have signed up for several shifts as assistant helper. There are also a couple new people signed up that Dean will be training.
- Two vendors will also be helping. One will do set up and one will assist in the afternoon.
- The Pedal car is here and being signed and prepared for the raffle.
- Sound Credit Union has agreed to assume the sponsorship of the non-profit booth currently sponsored by Bank of Washington.
- A Market Committee meeting is scheduled for April 8th.

LOSHO (League of Sno. Co. Historical Orgs.) Jim Landers, our rep. was unable to attend the annual awards lunch March 16th.

Old Business:

- The Governance committee will convene a meeting to discuss term limits and bring forth it's recommendations.
- There was agreement that our website needs to be redone. Ways to improve it will be explored.
- The internet service issues have been resolved. The company provided a new modem free of charge because ours was extremely out of date. A new Router was donated and the system is working well.

New Business: None

Next meeting: May 6th 2019

Respectfully submitted

Barbara Fahey, Secretary