

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

Approved Minutes from March 6, 2019 Board Meeting

The February meeting was cancelled due to a snow storm that impacted the city for over a week.

CTO: Jerry Freeland, Board President called the meeting to order at 4:00pm and read the mission statement.

Quorum: Excused from the meeting were Dean Averill, Linda Borofka, and Larry Carpenter. Teresa Wippel arrived shortly after the meeting started. Jim Landers was noted excused on the agenda but was present. A quorum was established.

Guests: Jerry introduced Bell Sandoval and Beth Featherstone and indicated a third person; Kristie Larsen would be arriving shortly. She explained that Bell and Kristie were attending because they had been selected as the top candidates to fill the two vacant board positions. Beth was also an excellent potential candidate, but travel plans over the next few months would prevent her from attending board meeting in the near future. She has offered to participate in committee work for the next year and be available as a possible candidate in 2020. Jerry went on to tell the board that the hunt for new board members had been highly successful. A total of 11 qualified candidates applied and all were interviewed by one or more nominating committee members. Each person had skills we were looking for but most knew nothing about the society or museum. They just have a love of history and when seeing the advertisements, became interested in volunteering. Each one has agreed to serve on a committee this next year to become better acquainted with the organization. They all are potential board members in the future. Jerry then asked Bell and Beth to introduce themselves to the board. Each told the board about their work background, their experience with development, social media marketing, fundraising and grant writing and why they were interested in serving on the board. Jerry then added that Bell has already done some research and found a grant offered by the Department of Transportation that we might qualify for because of the ferry terminal located in Edmonds. She plans to enroll in the application process by the deadline of March 7th.

Minutes: Barb Fahey, Secretary noted that at the January meeting the approval of the December minutes had been tabled to February. Those minutes had been long and complex due to discussions about the board vacancies and other matters. A 3rd draft copy with corrections to those minutes had been sent out prior to the February meeting in time for additional review and she had not received any additional corrections. Since the February meeting was cancelled the 2nd draft with corrections of the January minutes was still also awaiting approval.

APPROVAL: Sandra Butterfield made the motion for approval of the third draft of the December minutes and the second draft of the January minutes. Jan Flom made the second. Motion carried unanimously.

Clean copies of both sets of minutes will be sent out for the board members notebooks.

Treasure's Report: Sandra Allbery, Treasure reported that financials for January had been sent prior to the February meeting. With the cancellation of the meeting we were now reviewing for approval a two month report though there wasn't much activity in February.

- **Balance Sheet:** The Fidelity Investment account that holds restricted funds has rebounded from the large year end drop when it was necessary to write down an unrealized loss of \$8900 and is back in a positive position showing a balance of \$90,112.

- Budget Report:
 - Fire Safety Fund shows \$100 income. This was a donation made in appreciation for Greg Jorgenson taking our unclaimed pedal car to a birthday party for a child who wanted a fire fighter theme. The children had a great time driving it around and the mother was most grateful.
 - General Donation Fund is showing income of \$2715. This includes:
 - \$500 from the Polar Plunge, a donation from Daphne's. We have not yet received the \$500 expected from Salish Sea. (Katie will follow up.)
 - \$250 was a matching donation from State Farm for Larry Carpenter's donation.
 - \$250 was received from a Ladies birthday group. The 5 ladies, who each donate \$50 to a pool for donation to a charity in place of gifts to each other, chose the Society to receive the funds this year.
 - Membership is showing \$2900 which is all related to individual dues.
 - 35 people responded to the membership appeal. This number is apart from the people who are recognized as members because they made a donation to the annual appeal.
 - The dues carry forward shown as a short term liability on the 2018 yearend report is included in the \$2900 and no longer shows up as a liability in 2019.
 - Market Income is showing at \$8,120. Christine has already made two deposits from vendors mostly for the Spring Garden market vendors, but also from a few summer market vendors.
 - The truck has been serviced at a cost of \$576 and is ready for the market season.

Jerry Freeland asked why there have been no business memberships so far this year. It was determined that the Business invoices have not been sent out yet. Our membership committee chairman has been out of the area for several months and this detail has been overlooked. Ann Wood will send a list of businesses to Katie and Katie will send out the invoices as quickly as possible.

Follow up on the membership drive was also discussed. We do not have email addresses for all members so a reminder cannot be sent that way. A follow up mailing will be sent out as well as a reminder placed in the newsletter.

APPROVAL: There being no other questions, Barb Fahey moved to accept the treasurer's report and Dean Larson made the second. The motion carried unanimously.

Additional Guest: Kristie Larson, the second potential board candidate arrived during the treasurer's report. Jerry introduced her and Kristie gave the board information on her background and interest in the board.

Board candidates: After Kristie had visited with the board, Jerry explained that she (Jerry) had participated in an on line workshop put on by Washington Nonprofits related to filling board vacancies. One of the exercises she went through was an assessment of current board strengths and weaknesses. Through that process she determined that one of our weaknesses was diversity in the area of age. She was delighted that most of the 11 applicants were of ages that would help us address that issue in addition to meeting several of our needs for skills in event planning, marketing and public relations. By then Teresa Wippel had joined the meeting also and Jerry expressed appreciation to her for all she did to advertise our needs and get the word out about our open positions which resulted in finding such excellent candidates.

Collection Committee: Jim Landers, Committee co-chair and Ann Wood gave a report on the status of our Native American Display Project being developed for the space to the North of the entrance stairs. At this time the project has become a bit of a disappointment to them. What started out as a grand art piece is being diminished by the city's involvement.

- The city has now become fully engaged with the project and seems to be taking over control.
 - They have actually contacted the carver directly without notifying anyone from the Society or discussing the reasons for the direct contact.
 - They are requiring that the size of the carving be reduced to 6 feet in length, down from the original 12 feet.
 - In addition they seem to have engaged Clayton Moss to design some components of the project without discussing it with us in advance. So far there has been no discussion of what the additional costs will be for his assistance or who is expected to cover that additional cost.
 - City staff visited the site the previous week without including anyone from our committee. Katie joined them and answered questions. Jerry happened to be at the museum and attempted to engage them but they didn't seem willing to enter into conversation with her.

Ann informed the board that the Edmonds Art Festival has agreed to fund the creation of the piece, but that was for the 12 foot long design. Now everything is in a state of uncertainty because we have no idea what a reduced design would look like, what it would cost or what the city will approve related to the display information plaques, framework and foundation much less how much all of that will cost. The original idea was to ask the city to provide appropriate landscaping. Now it seems like they want to have complete control of the design while we pay the bills.

After some discussion, it was agreed that Jim and Ann needed to meet with Frances Chapin and other city staff to get a clear understanding of what the city wants in order for this project to be approved. We also need a new schematic from the artist of what a scaled down design would look like and what the total cost of the project would be before we move forward with this effort.

Finance Committee: Dave Buelow, committee co-chair referenced the information he had sent out in advance regarding the calculations for the set aside Rainy Day Fund. Last year the Board approved a formula for determining the amount that would be retained in this fund and that is now included in our approved policies and procedures. The "guidance amount" calculates out to \$212,000. At the end of 2018 the value of our accounts had dropped off some and we had a total of \$319,000 to use to cover the set aside and four months of operating costs. This leaves about \$55,000 in excess funds that can be allocated for initiatives to grow the organization if we chose. If we don't approve the calculated set aside amount we must review and change the policy regarding the Rainy Day fund.

APPROVAL OF PROPOSAL: Ann Wood made a motion to implement the formula for the Rainy Day Fund and set aside the recommended amount of \$212,000. Dean Larson made the second. The motion carried unanimously.

Dave then reported on the results of the analysis the finance committee was tasked to do related to the truck used primarily for market needs. After Edmonds Auto repair did an evaluation of its condition it was determined that while it is old it is still functional and with minor repairs it would continue to meet our needs. The repairs were done for the already reported amount of over \$500. It had been determined that the cost of a rental truck each weekend along with the logistics involved ruled out that option as a viable solution. Total costs would have greatly exceeded the cost of the repairs to the truck we own. Insurance on the truck will continue to run about \$1500 which is in the budget.

Development Committee: The chair position of this committee is currently vacant due to the resignation of Kathleen Ihnken in January. A new chairman will be named after board elections. Jerry asked sub-committee chairman for reports.

- **PAVERS:** Ann Wood reported there have been 7 new brick sales since the beginning of the year. When we reach 10 brick sales the order will be placed. It is not worthwhile to order and place less than ten bricks. She

expects the next installation will be the end of April. The dedication plaque for Gloria Osberg is in Clayton's hands and he will be encouraged to get it installed on the bench ASAP.

- ORAL HISTORIES: Jerry reported that Larry Fuell, one of the applicants for the board opening is very interested in advancing the oral history project. He took the training when the Veteran's oral history project was initiated and wants to see the program grow and expand. He has agreed to oversee this effort for the next year. Teresa mentioned that Betty Geang is leaving the area soon and getting her oral history should be a top priority. Jerry said she would pass that on to Larry.
- MEMBERSHIP: This was covered earlier in the meeting.
- VOLUNTEERS: Sandra Butterfield reported
 - The all-volunteer information and appreciation event in January did not have a large attendance. She is concerned that communications are not reaching all the volunteers. There doesn't seem to be a centralized location to keep track of those who volunteer for other things besides as docents. She would like to see a better tracking and communication system for volunteers developed.
 - Sandra has meet with several new volunteers. Kim Kuobi who is new to the area has joined the ambassador's program and has already worked one docent shift. She is very enthusiastic and will most likely work out well. She also meet with Ellen Uhlich who she believes may have the potential to become a market assistant. She has also met with Bell and has all her forms on fill. The January volunteer meeting resulted in 3 new volunteers who she has also interviewed and is working with. Now she will start processing the other 8 applicants that applied for the board and get them engaged in various committees.
 - The annual volunteer open house will take place here at the museum on April 6th. Eleven organizations will be represented. It will be advertised on Facebook, Twitter, Instagram, the Beacon and my Edmonds News.

Market Committee: Dean Larson, committee chair reported:

- Plans and organization for the coming seasons are well under way.
- As reported earlier, Christine is processing vendor applications which are starting to flow in.
- A search is actively under way for a volunteer assistant to help with set up and break down each week. The job requires about 90 minutes of effort early Saturday morning and mid-afternoon. Spring market set up starts at 6:30 am and summer markets the start is 5:45am. The idea of hiring someone, which was tried last year, is currently off the table.
- There is still an issue with recycling and compost. The city is doing something different this year but so far Dean has not learned about the details.
- Dean met with Carrie Hite, Edmonds Parks and Rec Director and Shannon Burley, assistant director. to review the contract. This is the first time Shannon had dealt with the contract and Dean became concerned when she started redlining things in last year's contract. However, it all worked out to our benefit. The contract has been simplified and has passed the scrutiny of the city attorney. One big improvement is that the market committee will now be in possession of a key to the public restrooms. This means they can be made accessible for our vendors who arrive very early and need restroom facilities after their sometimes very long drive to Edmonds.
- The City has given approval for two food trucks. The space allocated is 40 feet. Hopefully the trucks will be less than 20 feet each. Their locations have been clearly defined. The serving side must be toward the sidewalk.
- Dean has an extensive list of to do items that he will be attending to.
- Signing Christina's contract and the city agreements are still on the "to do" list but will happen soon.

- Two of the market's top volunteers, Dean Averill and Jim Tomlinson will be missing from action for a good part of the seasons due to back injuries. Both will be having surgery and will need to recuperate
 - A new pedal Truck has to be ordered. There was some discussion about continuing with the raffle since the last two winners did not want to claim it. However, it is still a good fundraiser for the fire safety fund so the raffle will take place again this year.
 - APPROVAL: Dean Larsen made the motion to purchase the new pedal truck and Sandra Butterfield made the second. Motion carried unanimously.

Greg Jorgenson will order the truck and get the detailing done in time for the opening of the market.

Governance Committee: Barb Fahey, chair reported:

- Unrelated business issue: The process of getting an official ruling regarding the status of the markets as a possible unrelated business is moving forward. The person Jan Flom thought might be able to help us did not feel he had the expertise to make a judgement call. Barb has now moved forward with contacting the tax lawyer, Judith Andrews who had been recommended by two local CPA's. Judith charges \$250 an hour and felt it would take up to four hours to evaluate the situation and write a ruling. Barb asked her to agree to do the evaluation and only write the letter if the ruling defined the markets as something other than an unrelated business. It is of no benefit to us to have a written ruling identifying it as an unrelated business. In that event we might as well save the \$500 cost of writing up the ruling and apply it to any tax obligation we might have. She is waiting for Judith to send her a letter of engagement, which must be signed and returned before she starts consideration of the matter.
- New Membership: The Society is now a member of the organization WASHINGTON NONPROFITS. This organization offers many valuable workshops and online learning opportunities for board members and staff of nonprofit corporations. Jerry signed the Society up before she took the workshops on filling board positions that she spoke about earlier. Members receive discounts on the fees associated with their offerings and are provided with members only access to educational information. All board members can sign on to the website to get their newsletter and register for classes and webinars. Specific information about the process will be sent out after the meeting.
- Board elections: The nominating committee works under the umbrella of the governance committee.
 - As already reported, advertising for candidates brought in 11 applicants.
 - An application form was created that provided back ground information and recognition of talents and skills held by the candidates.
 - Members of the committee reviewed the applications and all candidates were interviewed.
 - The committee agreed that the top two candidates for the open positions were Bell and Kristie who the board has now met. It is recommended that their names be place on the slate for election to the board.

Additional matters were raised:

At this time there are one 3 year board position open and one position for 2 years to complete a vacated term ending in 2021. Four current board members are committed to running for re-election. The committee will have to establish which of the nominees will run for the shorter 2 year term.

At this point Dave Buelow raised the idea of establishing term limits which do not currently exist. The idea was discussed for some time with various points being raised for and against the idea. It was decided that a small

committee should be formed to assess the idea and bring forth a recommendation for consideration before the election process for 2020. Barb will facilitate this process.

Jan Flom then indicated that she felt that bringing new people on to the board would be beneficial to the organization and since we now have two very qualified candidates she wished to rescind her decision to run for re-election and open her position up for the election of both candidates to three year terms.

APPROVAL OF SLATE: The board accepted Jan's decision and by consensus agreed to place both Bell and Kristie on the slate as 3 year term candidates.

Jerry indicated that there is a person who has been volunteering on various committees for two years who did not apply. She would be a good candidate to fill the vacant 2 year term. The board agreed and asked Jerry to invite her. If she agrees her name will be placed on the slate as well. If she refuses the position will stay vacant temporarily and a suitable appointment will be made later.

Barb Fahey will oversee the balloting process. A fixed slate ballot will be sent to all members in good standing. The possibility of including them in the spring newsletter which is being sent the middle of the month instead of a separate ballot mailing was thought to be a good idea. It would get the ballots out in time to meet the required deadline of at least one month before the close of the election at the annual meeting May 6th.

Director's Report: Katie Kelley, Museum director passed out her written report. She then expanded on some of the items.

- A social media policy is being developed.
- The window installation is almost finished. Mike indicates he has about one more day of work left. Then all the upheaval will be behind us and both wings of the museum will again be fully utilized.
- The next step in the window process is to have film placed on them to establish a better environment for the collections on display. One quote has come in at \$3800. Katie is waiting for a second one. This was not placed in the budget and will have to be a new approved expenditure after the quotes are in.
- All the Edmonds Fire Department items on display in the current exhibit have been given to us by the City except for the quilt and the stand up call box. The city is retaining ownership of them. A big thank you goes to Greg Jorgenson and Collections manager Briana Brenner for spending many hours over at city hall cataloging the items and bringing them over for the exhibit. All items will have to be evaluated to determine what will actually be accessioned in to the collection.
- The very large display cabinet that was taking up space in Briana's office on the lower level has now been removed. There is now more room to work with collection donations which will help clear donated items from Katie's office. A second work station has been created for volunteers to use. Great thanks go to Dean Larson for disassembling the unit and hauling it away.
- The museum participates in a work study program for transitional students enrolled at Shoreline Community College. These students have various barriers to employment and are gaining skills to be able to join the work force. At the moment we have two students working for us. A wheelchair bound student by the name of Ryan comes in from 11 am to 1:30 pm. A helper named Fredrick is present to assist him. The second student is Colin, who comes in from 2-5 pm. They both help with scanning and data entry. If anyone sees them at the museum please greet them and thank them for their help.
- The development and posting of a winter newsletter had to be cancelled due to the museum being closed for several days because of the February sever snow storm. The spring newsletter is being developed and will be mail mid-March.

- The problems with the internet have not been resolved. A piece of equipment that was expected as a donation did not come through. Katie is trying to determine which piece of equipment is causing the problem. {Barb offered to enlist the help of her son to visit the museum, evaluate the problem and recommend a solution.}
- The city is seeking another bid for the electrical upgrade work that is planned. The grant that was received was for \$80,000 and so far the bids have exceeded that amount.
- Valerie is starting to take reservations for the China trip scheduled for October 5th to October 14th. She advertises it and does all the coordination. We will also spread the word through our communication systems.
- Upcoming events:
 - As mention, our Volunteer open house is scheduled for April 6th.
 - Our second annual Archaeological at Night event is scheduled for May 3rd.
 - The current exhibit FIRE!!! Will end April 15. The upper floor will be closed for the transition to the Air Mail Exhibit scheduled to open May 1st.
- Volunteer Updates:
 - A very long time volunteer for the markets and as docent, Lyn Mac Farlane is leaving the area to live closer to her family. A small farewell party is being planned for her on Tuesday March 19th. More information will be sent out by email.
 - Betty Bell tripped and sustained several injuries including a broken arm. She is now out of the hospital and recovering at home.

League of Snohomish County Historical Organizations report: Jim Landers, our LOSCHO representative, report the organization's quarterly meeting took place here at the museum January 19th. The attendees enjoyed seeing our facility and enjoyed the "chicken bones" served as refreshments. The next meeting will be the annual awards lunch March 16 in Granite Falls. The county archeologist will be the guest speaker.

No New Business.

Final announcements:

- Jerry reminded everyone to turn in their volunteer hours sheets.
- She informed the board she and Ann would be gone on a trip for 12 days starting March 11th.
- Barb Fahey indicated she would be traveling in May and would not be present at the annual meeting May 6th.
- The next meeting is scheduled for April 1st 2019 at 4 pm.

There being no other business, the meeting was adjourned at 6:15

Respectfully submitted,

Barbara Fahey, Secretary