

Feather River Rail Society
Board of Directors Meeting – April 9, 2016 – 1:00 PM
WPRM Meeting Room – Portola, CA

Vice-President Steve Habeck called the meeting to order at 4:05 PM.

The following Directors were present

Eugene Vicknair	Kirk Baer	Charlie Spikes	Steve Habeck
Kerry Cochran	Wayne Monger	Tom Carter	Greg Elems

Attendance

Ron Huey (in a box)	Leisa Wesch	Paul Finnegan – webmaster
Ann Morningstar	Bob Sims	Steve Parry
Matt Shuman	Bil Jackson – CMO	David Elems
David Epling – 2016 Election Chair	Russ Johnson	Ethan Doty
Rick Gruninger – Insurance Liaison		

Correspondence

none

Consent Calendar

Approval of the minutes of the February 2016 General BOD Meeting.

Motion 04-16-01

Motion to approve the Consent Calendar as amended: February 2016 Minutes.

Vicknair / Monger. Aye – 6, Nay – 0, Abstain – 2. Motion carries.

Old Business

Chili Cook-Off Event

Review revised proposal and budget.

- Written report provided.
- Due to various factors, it is proposed to postpone event and combine with Pumpkin Trains.
- Date is now October 15.
- Question about other events during that time that may conflict or complement. Check, none found.

Archives Research Facility

Review revised plan, budget and timeline.

- Written report provided.
- Question about how the facility is intended to operate.
 - Would be used for research and cataloging by FRRS volunteers.
 - Could transition to being public research space.
- Director Monger estimates there are 200 man hours per month of labor required to catalog. Could have working catalog in 6-8 years..

Motion 04-16-02

Motion to approve the Archives Research Facility Plan as presented.

Vicknair / Monger. Aye – 7, Nay – 0, Abstain – 1. Motion carries.

Policies and Standards for Revision

Review list of policies needing revision.

- Written report provided with index of policies including revision dates. Also provided: list of policies in progress.
- Intent is to review each one and put new revision date of 2020 on the policies.

- Consensus direction requested to proceed as outlined.

Motion 04-16-03

Motion to approve the revision plan as presented and proceed.

Cochran / Vicknair. Aye – 6, Nay – 2, Abstain – 0. Motion carries.

New Business

Passing of Ron Huey

Long time member Ron Huey on the morning of Saturday April 2, 2016.

Discussion of donations in his memory and transfer of Life Membership to his wife.

- Ron Huey passed away unexpectedly 1 week ago.
- Great loss for the organization.
- Request by Matt Shuman that his Life Membership be transferred to his wife who is currently an active member.
- Director Habeck noted that the by-laws allows this.

Motion 04-16-04

Motion to transfer on Huey's Life Membership to Ann Morningstar, his spouse.

Cochran / Vicknair. Aye – 8, Nay – 0, Abstain – 0. Motion carries.

Good of the Order

Vice-President's Report

- Verbal report.
- Has been contacted by the wheat farmer who purchased our VIA lounge car. He now has parts to repair. Should happen soon.
- Doug Morgan spoke with Steve Habeck. Claims locomotive UP 849 is still his and has plans to move it. Steve contacted UP Special Agent and FRRS Legal Counsel David Luddington. Has signed court agreement. Morgan is going to contest the ownership. UP legal has decided that issue is now between us and Morgan. UP legal will not provide documents. Director Carter asked about invoicing for storage on the boxcar. Habeck has requested from David Luddington how we can handle storage of the boxcar as well.
- Noted that there is an issue that has been hanging for over a year. Stated we have two directors who have been antagonizing the Board. Requested of Directors Monger and Baer what they feel gives them the right to pick and choose which policies they will and will not follow. Pointed out that they have disregarded the Confidentiality Policy and also "written" their own Election Policy. Pointed out that they claim that election statements will be edited. Habeck pointed out that policy states that statements would be returned, not edited. Stated he is fed up with this. Showed an election endorsement sheet that Director Monger slipped into donation thank you letters that he mailed on behalf of the Society. Pointed out that their and SOS group actions have cost us over \$30,000 in the last year. Also brought up "witch hunt" look through our finances. Demanded to know why they are thwarting this organization. Director Monger stated that he feels he is acting responsibly. Habeck stated then by extension they must feel that the rest of the Board is acting irresponsibly. Director Cochran pointed out that there are two Ethics Policies adopted by the Board several years ago and that those are also not being followed by Directors Baer and Monger. Director Carter stated that he has found 3 ethic items that he feels Director Monger has violated. David Epling questioned how the election endorsement in the donation letters was paid for. Director Monger stated he paid for it. Felt his money would be better spent sending the statement out with Donation Letters. Director Carter asked what gave Director Monger the right to send his personal statement out with official communication of the FRRS. Vice-President Habeck asked what is at the core of this issue. Director Cochran expressed that he feels their behavior does not follow Ethics Policy. Director Carter demanded an answer for his question. Director Monger stated that he felt that it was a neutral statement. Director Carter stated that it was not a neutral statement, that it was for personal benefit. Leisa Wesch and Director Cochran asked why the other candidates names were not on the statement as well. Wayne Monger presented a typed letter resigning immediately from the Board, signed in front of the Board.

Wayne Monger exited the meeting at 4:45 PM.

Director Carter asked if Director Baer knew about the endorsement statement. Director Baer stated he did not know about it. Habeck and David Epling accepted that, as did Director Carter. Habeck continued to ask Director Baer about why they are trying to thwart the organization. Wants to know what the issues are. Director Cochran noted that he has heard nothing about the Confidentiality Agreement, which Directors Baer and Monger were asked to present information on to the Board. Director Baer stated he was under the understanding that Wayne Monger was going to draft something for this meeting. Stated that he was prepared to sign something different with their input. Director Baer stated that they (Baer and Monger) are here because they like the organization. Habeck asserts that they are circumventing the Election Policy. Director Baer stated that it was his right to not put in a statement, which the Board noted is correct. Habeck stated that his concern was that Baer and Monger were going to send out their own statements outside the event.

Director Baer stated that he felt the reasons Habeck gave for the lawsuit during last year's election were incorrect, that it hinged on providing the membership list. Habeck pointed out that a blind mailing was offered in accordance with state attorney general guidelines and rejected. Director Baer felt this Board never approved legal action. Habeck and Vicknair disagreed and stated that the Board did agree to oppose the release request in accordance with long standing FRRS policy. Director Baer stated that he feels that the Board is just acting as it feels. Habeck disagrees and feels Baer was not telling whole story. Director Baer stated that Ron Huey and Matt Shuman disagreed with changes in policy in 2014 and would cause issues. Feels that it did cause issues. Director Carter stated that those who do not agree with policy cannot disregard. Director Vicknair pointed out that Director Baer's statement was incorrect that last year's court action was caused by the election policy change in 2014. The statements of the two rejected candidates in 2014 were rejected due to non payment within the policy timeline. Director Cochran pointed out that we are running afield. Director Vicknair pointed out that Board has a standing policy concerning confidentiality that Director Baer was not following. If the policy is going to be reconsidered, then the current must be put in abeyance. Director Carter demanded Director Baer's resignation for violation of the confidentiality policy. Director Baer requested Director Carter's for violating it. Director Habeck stated that with Wayne Monger's resignation that Director Baer is now "thrown to the wolves".

Motion 04-16-05

The Confidentiality Policy will be put into abeyance until the close of the next Board Meeting, with the request that Director Baer come back at the next meeting with suggested changes for the vote of the Board. Vicknair / Carter.

Director Baer stated that he has no problem with the confidentiality policy when applied to others, but does not feel the Board should be held by it. Carter withdraws his second. Cochran seconds so that discussion can continue.

Director Cochran proposed that as policy chairman with input from others, he will look at converting current policy into a full third party policy and will draft new policy based on input that holds to intent of keeping confidentiality. Pointed out that in past years confidential information was improperly disclosed.

Director Carter wants it noted on the record that he opposes this as the person he feels is causing the issue, Director Baer, is refusing to participate in the solution.

Motion 04-16-05 – revised motion

The Confidentiality Policy currently in effect will be put into abeyance until the close of the next Board Meeting (May of 2016), with the request that Policies and Procedures Manager Kerry Cochran come back at the next meeting with suggested changes for the vote of the Board utilizing input from members and directors.

Vicknair / Cochran. Aye – 5, Nay – 2, Abstain – 0. Motion carries.

Director Baer feels we just wasted a bunch of time. Director Habeck feels this was not a waste of time. David Epling stated that if the members felt it was a waste of time, they would have left.

Director Baer stated again that he does not oppose the policy, just directors signing it.

Financial Reports

- Financial Reports and Summary provided.
- Director Vicknair gave overview of finances.
- Director Baer had question about internet account and general account. Pointed out that RAL is major income and that we should take care of the equipment.
- Director Habeck pointed out that we have had some steam and mechanical expenses early in the year.
- Director Elems pointed out that to put F-M engine into fleet we had to spend money on repairs.
- Steve Parry has question about purpose of caboose train. Director Habeck stated that caboose train is more demonstration, but does not make as much money as RAL program. Depending on ridership, it may not make money,
- David Epling stated he will volunteer his RAL time this year.

Director's Reports

none

Event Reports

- *2016 Convention* – written report provided. Norm Lucas, who will be our convention speaker, facilitated and signed the agreement donating the log book of the WP incorporation. Presentation agenda should be on website now.
- *Portola Railroad Days* – Question if we have heard anything about RR Days. So far no.

Department Reports

- *Website* – written report provided: web updates, privacy statement text. Director Habeck thanked Paul Finnegan and everyone who has helped get the website improved. Major development is to implement a mobile version. We are getting a fair number of hits to the mobile version. Noted that Paul has requested privacy statement be posted. Director Vicknair will review statement with web specialist.
- *Funding* – written report provided. Sierra Northern donated Dinner Train Gift Certificates, Director Vicknair suggested that we hold a raffle with other prizes. Consensus direction given to proceed with raffle idea.
- *Signal* – written report provided: radio updates. Director Cochran renewed and revised our RR radio operating license. Also revised and renewed our amateur radio license. We now have a radio policy and procedure. If there are any questions on radio issues, please refer to policy and discuss with Director Cochran. Noted that the new channel 2 for our radios is the WP's Oakland to Salt Lake frequency used in the 1970s. Director Cochran donated a new used Polycom phone and 32" LCD monitor.
- *Marketing* – written report provided: membership mailing, July 4th booth. Showed postcard comp around to meeting. Director Carter noted that image should be changed. Not feature UP locomotive. Consensus to continue to pursue. Director Habeck will confer with City manager on helping with bike race booth. Mohawk Valley Independence day event we have been offered a booth. Consensus direction to proceed.

Committee Reports

- *Election* – Report provided. Noted that Wayne Monger is still a candidate despite his resignation, but is no longer an incumbent.

Legal / Insurance Report

- *Ticket release* – During an inspection recently, insurance inspector recommended that we get a signed release from every person who would ride caboose train and RAL. This would be an issue to manage. We already request signed liability for RAL. Suggestion to use a blanket waiver on the back of ticket. Insurance company has tentatively said this is a great idea, but want us to jump through some hoops. We have to file some paperwork and have started the process. This could take a while. Suggestion that we start season by putting together tentative wording to use for now. Rick Gruninger is currently researching this. We are waiting for insurance company to get back to us and we will go ahead for now with an appropriate statement. Director Carter asked if our current insurance company insures other excursion operations. Answer yes. Asked why are they requesting this of us. This is kind of new according to Rick. We are being used as a testbed for the insurance companies cracking down on the museums and excursion operators. David Epling noted that some other museums / excursion operations have had some incidents.

Status of Surplus Property Report

none

Safety Report

Just had big steam work week and a lot of mechanical work with no incidents. Director Carter stated that he will have a safety report for next meeting. Getting to learn a lot about worksite safety and OSHA safety requirements. David Elems gave kudos to Chris Allan for how his people were organized and how the week went. We have new blue locks for locking out machinery, Bil Jackson is handling right now.

Public Comments

Kirk Baer – A lot of work was completed on the WP 165.

David Elems – We received all the brushes for the F-M locomotive. GGRM got their brushes mailed.

Steven Parry – Second time sitting in on a Board Meeting. Impressed with how much headway has been made over some controversial issue. Hopes that things can be done professionally and civilly.

Matt Shuman – Buck Grochol, MTO in Dunsmuir and someone who supported Dunsmuir RR Days and our movements to Dunsmuir has retired. Was a great friend of the FRRS. Thank you to him.

Notices

Passing of Ron Huey - Memorial service will be at the "John Beaudet" Community Center , 1525 Median Ave., Shasta Lake, Ca 96019, April 16th at 2pm. Finger food potluck afterwards. (See link for additional information: <https://ca-shastalake.civiccities.com/index.aspx?nid=884>)

In the near future Ann Morningstar and Matthew Shuman would like to hold a small ceremony at the WPRM museum in Ron's honor for all of his friends at the museum, the place he so loved. We will put out a notification to those that might want to or can attend it after we coordinate this with the museum management. Ann Morningstar has put out request that donations be made in Ron's memory to the 165. She also donated several bags of models for sale / raffle to raise funds. Paul Finnegan put a notice of Ron's passing on the front page with a link to the memorial. David Epling passed his hat for donations in Ron's memory.

Closed Session

requested by Vice-President Habeck, Director Vicknair and Director Carter – 6:35 PM – 6:55 PM

The Board heard a report on a personnel issue. Consensus direction given, issues referred to investigative committee.

Adjourn

Meeting adjourned at: 6:55 PM

Next meeting: May 14, 2016 – 1:00 PM

Location: WPRM Meeting Room - Portola, CA

Respectfully Submitted, Eugene Vicknair -- Secretary, FRRS