

Feather River Rail Society
Board of Directors Meeting – September 12, 2015 – 4:00 PM
WPRM Meeting Room – Portola, CA

Vice-President Steve Habeck called the meeting to order at 4:07 PM.

The following Directors were present

Eugene Vicknair	Kirk Baer	Charlie Spikes	Steve Habeck
Kerry Cochran	Gail McClure - phone	Wayne Monger	Tom Carter - phone

President Rod McClure was also present via phone, but due to illness, Vice-President Steve Habeck presided over meeting.

Attendance

Don Davis – Truckee Donner Railroad Society	Leisa Wesch	Alicia LaBrecque
Bob Sims – phone (business item before Board)	Bil Jackson	
Rick Gruninger – Insurance Liaison	David Epling	
Paul Finnegan	Alex Wilson	
Kenneth Finnegan	Patty Clawson	
Bart Hanson	David Elems	

Correspondence

- Mark John Bluth, FRRS family life member - Donation of \$1000 check for power and hand tools and he also donated several hundred dollars in paper supplies during Railroad Days. Suggested we create an Amazon Wish List and list items we need in Train Sheet.
- At Railroad Days, David McKen was flying drone over property and he sent us film he shot for our use. He received permission to do this.
- Received email Lynn Delozier, wife of deceased member Ed Delozier. Painting “Stockton Memories” has been donated to Society. It is currently at McClure’s home and will be moved soon to museum. It is large and needs special handling.

Consent Calendar

Minutes of the August 2015 General BOD Meeting.

Motion 15-09-01

Motion to approve minutes of August 2015 BOD Meeting.

Cochran / Spikes. Aye - 7, Nay - 0, Abstain - 1. Motion carries.

Seating of 2015-2016 Board

Board formally seated. No changes in members.

Election of Officers

- | | |
|------------------|-------------|
| • President | • Treasurer |
| • Vice-President | • Secretary |

Nominations for President

Rod McClure – Carter / Vicknair

Wayne Monger – Baer, nomination dies for lack of second

Move to close nominations (Cochran / Carter)

Rod McClure is President as only candidate

Nominations for Vice-President

Steve Habeck – Cochran / Carter

Wayne Monger – Baer, nomination dies for lack of second

Move to close nominations (Vicknair / Cochran)

Steve Habeck is Vice-President as only candidate

Nominations for Treasurer

Gail McClure – Carter / Habeck

Move to close nominations (Cochran / Vicknair)

Gail McClure is Treasurer as only candidate

Nominations for Secretary

Eugene Vicknair – Cochran / Spikes

Move to close nominations (Cochran / Carter)

Eugene Vicknair is Secretary as only candidate

Old Business

none

New Business

Confidentiality Agreement

Written report and copy of existing, in effect policy provided.

Review Confidentiality Agreement and application of agreement.

Every office, director and others dealing with confidential information needs to have one of these on file.

Review and Effective dates to be changed to reflect today's review / approval.

Question as to why we need something like this policy.

Answer: this codifies the confidentially and binds the signer to the policy and acknowledges limits of confidentiality.

 Holds signers liable for their conduct.

This is a revision to a policy that has been in effect for many years.

Opinion expressed by Director Baer that this is unnecessary.

Pointed out by David Epling that confidential information that we had been ordered to keep confidential by our insurance company was improperly disclosed by a former officer in the recent election. Such disclosures could have harmful effects on our insurance, business operations, etc.

Motion 15-09-02

Motion to accept updated policy as presented.

G. McClure / Cochran. Aye - 5, Nay - 3, Abstain - 0. Motion carries.

Operations Department – Web Pages, Rule Books, Training Video

Written report provided.

Would like to create a drop down under Members Section for the Operating Department.

Example presentation provided showing proof of concept for Operations Dept webpage.

At this time, general public would be allowed to view these areas. In future, some proposed areas would be password protected to operations members.

Today, ops department started shooting some video for training video.

Webmaster Carter let Board know that if they need / want anything put on the website, to just give him a call.

Cochran and Carter will work together off-line to discuss logistics for implementation.

Pointed out that other museums and regulatory agencies see us and watch our website. This will benefit our image and understanding of operations.

Noted that we are now on FRA inspection list for facilities.

Cochran would like to work closely with Mechanical Department and put all safety documents on the website in future.

Discussion of video for hand signal training.

All production so far is volunteer labor and donated cost.

Consensus direction to proceed.

President McClure expressed that we definitely need to be updating our documents and info.

Proposed 2016 Events

Written report provided.

Proposals for three fundraising events in 2016.

Discussion of Pumpkin Patch Trains. Some growers will provide pumpkins on consignment.

Purpose of these events is to bring in more people and funds, provide buzz and draw in different demographics.

Note that we need to make sure we cover costs of these events with income. Need to note that profits will support Society and programs.

Vintage Chevrolet Club Association Nation Convention is held every 5 years. Next one is week after Hot August Nights in 2015 in Tahoe. Would like to get involved in this and promote museum and RAL program to convention attendees. Preliminary feelers to VCCA have been positive. Would set up day trips from Lake Tahoe to Museum. Provide guided tours and blocks of RALs, maybe 20 minute blocks. Would provide box lunches from local business. They would pay a fee for attending the event. Are also looking at a "cruise down the canyon".

Would like consensus direction to proceed with planning for these events.

Cost for VCCA event would be minimal. Would be pre-pay event.

Plans and budgets would be ready for next meeting.

Question about liability for alcohol at event. Discussion about issues surrounding serving of alcohol.

Consensus direction to draft budgets and formal proposals for next meeting.

Truckee Donner Rail Society Cooperation

Written report provided.

Review possible request to store donated equipment for TDRS.

Presentation by Don Davis, Director from Truckee Donner Rail Society

Asking us to help store donated equipment for them on temporary basis.

They are pursuing to save Collins Pine Snowplow.

TDRS Board has not yet approved project.

Gave overview of TDRS.

Due to development happening on the TDRS equipment storage site, acquiring the snowplow requires them to find an interim storage location.

Plow is currently on Collins Pine millsite.

Would need to store it for a "couple years". Estimate 2-4 years.

TDRS would be responsible for moving the snowplow.

Would like someone to work with them to develop proposal for storage.

Plow / Spreader / Flanger was purpose built by Collins Pine.

Collins Pine also has rail and ties that needs to move. Those might be available to us as part of deal.

Consensus direction to have Vice-President Steve Habeck work with them.

Will review starting from standard storage contract.

WP 165 Funding

Written report provided.

WP 165 project is currently in deficit.

Proposals presented for funding by Bob Sims and Eugene Vicknair / Gail McClure.

\$30,000 was transferred to Restricted Funds from recent bequeathment. \$20,000 went to General Fund.

Proposals to reallocate a total of \$32,000 for 165, would cover most of the big ticket items. Would place 165 in a position to make big progress in 2016.

Gail McClure thanked Bob Sims for his past and ongoing support for the Society.

There are several projects we have currently raised money for are in negative position, including 165.

Currently about \$54,000 in the Restricted Fund account.

The 165 account is currently negative \$18,700. We would need to repay that amount.

Question if we are going to require projects to be self-supporting.

Need to document how we will handle special / restoration projects.

Treasurer McClure would support pulling \$10,000 out of General Fund for support of 165. Recommends we do this and revisit the funding later in the year.

We currently do not have policy addressing these issues.

Questions about near term needs for the 165.

Motion 15-09-03

Motion to transfer \$10,000 from General Fund to cover 165 bills through end of year, to be added to cost of 165.

We will reevaluate in November with new input from Chris Allan and better view of financial position.

G. McClure / Vicknair. Aye - 7, Nay - 0, Abstain - 1. Motion carries.

Question about how Restricted Funds are administered.

Discussion about how these are administered.

Request from Treasurer Gail McClure that the Board adopt policy to address some of these issues.

Break – 5:58 PM – 6:08 PM

Sacramento Northern 1449 Flatcar Ownership Transfer

Written report provided.

We received this wood flatcar from California State Railroad Museum.

Currently stored in Stockton at Central California Traction Company yard in deteriorated condition as received.

Bay Area Electric Railway Association would like to rebuild as a Northern Electric car.

Motion 15-09-04

Motion to accept the report and transfer the ownership of the SN 1449 flatcar to BAERA.

Cochran / G. McClure. Aye - 8, Nay - 0, Abstain - 0. Motion carries.

Museum Store Changes

Written report provided.

Review of store position.

Gail McClure has resigned as Museum Store manager. She took on duty as a temporary position.

Revenue in Museum Store is slowing down and running about even with last year.

David Epling offered opinion that we need a person here during the off season to handle business.

Concerns about dollar amount for raise and overall financial situation in the store.

Experience shows us that even with store closed we need someone to be handling the business.

We may need even more people on payroll as the business of the store and museum is not one person position.

Motion 15-09-05

Accept report and approve promotion of Elise Tiffany to WP Store Manager, and raise her pay to \$15/hour, minimum 30 hours per week, based on calendar listed in report.

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

Proposed Marketing Agreement

Written report provided.

Review of proposal from Big Fish Productions.

Patty Clawson discussed the proposal for marketing services.

Would work with point person on marketing project.

Proposing 10 hours per month, \$1200 retainer. Work would be charged against retainer.

Examples of marketing fronts include print ads, email campaigns, event promotion, creating email listing for future marketing, news and announcements, call for volunteers, sales promotions for Museum Store, social media, fundraising efforts, corporate partnerships, tour groups and group events.

Keep timesheet so we see exactly what was done.

Big Fish Creations has worked with us via city partnership since June on some advertising. This is an offer to increase our partnership with them.

Ads have been running in Wheels and Deals magazine. Has been 50-50 payment partnership with city.

Ads seem to be working, getting more local RAL bookings.

Big Fish is located in Graeagle and has been in business for about 20 years. Does marketing for many local businesses and City of Portola. They also do PR. They are a full service agency.

Noted that Harvard Business Partners made a recommendation that we need to do marketing, branding and outreach to bring in more money and visitors.

Opinion that we need to do this to improve our position.

Big Fish has a good relationship with the local golf courses. We used to have a package deal with the golf courses and that could be revived.

Recommendation that we refine what we need and review proposal. Revisit this in October after discussions to refine Marketing Plan and present to Big Fish.

Discussion to designate a Public Relations director. Director Carter will discuss with Matt Parker.

Consensus direction given to refine and review and come back in October. Directors Vicknair and Carter will review with Big Fish and discuss other marketing needs.

2016 Joint Convention Agreement

Written report and proposed contract provided.

Question about cost split. Will be done according to attendance split and joint costs reviewed and formula to divide adopted. Some items still in question and will be reviewed with Board as they occur.

Motion 15-09-06

Approve proposed agreement as presented.

Cochran / Vicknair. Aye - 7, Nay - 1, Abstain - 0. Motion carries.

Good of the Order

Vice-President's Report

- Written report provided
- Reviewed some details concerning Doug Morgan owned equipment on UP property.

Financial Reports

- Reports and Financial summary provided.
- We have pretty much supported operations through regular income this year.
- Short term debt is completely paid off.
- Need to watch what we commit to, but doing well overall.
- Thanks to the Board and managers for the improving financial situation and expense control.
- Suggestion that we look at a membership recruiting drive soon.
- Actual amount in Restricted funds is \$80,202.18. Amount in report needs to be corrected.
- Request that we do a dinner for the volunteers to recognize their hard work within the next month.
- Renewed request for policy and / or direction for what should be in Year End Report. Suggestion that some annual reports should be prepared by the CPA. Treasurer McClure will make recommendations.
- President McClure made some comments. Is hoping to be back on his feet in the next month or two. Thanked several directors and volunteers for their great work.

Director's Reports

- *Vicknair* – written report provided: signage for equipment, 2016 preliminary calendar
 - Will be giving a presentation on the Charles O. Sweetwood
 - Changes to the calendar
 - Vice-President Habeck will follow up on UPHS bus tour on July 28, 2016
 - Suggestion we put other local events on the calendar
 - Make decision on off-site meetings at October meeting – put on agenda as action item
- *Elms* – written report provided: graffiti
 - Team has made significant progress on cleaning up graffiti
- *Spikes* – equipment donation and transport
 - Mill and lathe to be donated by Chris Allan if we can get them by October. They are in Lakewood, CA near Los Angeles. We currently have only 1 operating lathe, this is a smaller lathe, newer and in better shape than ours. We do not have a vertical mill and this would help us a lot. Estimated cost to move is \$500 and would need to use Museum truck. Would need to rent U-Haul if our trailer is not big enough. Would take about 3 days. David Elms is willing to do the move. Consensus direction to approve \$500 from 52010 – Transportation for the move. Director Spikes will call Chris Allan.
- *Monger* – Oregon and Northwestern caboose 300 is 100 years old.
- *G. McClure* – Addressed demand made by Director Monger to inspect the home of Rod and Gail McClure for Society owned material allegedly stored there. Was pointed out to Director Monger at prior Board Meeting that all materials he listed with one exception were either at museum grounds, in archives storage in Reno or were known private property of the McClures, not Society property. Only items were some plastic model railroad equipment stored there at the request of Director Carter. Carter had provided inventory following that meeting in May. Director Monger was informed of this again via email prior to September meeting. In meeting, he stated that he considers the matter now settled and dropped.

Event Reports

- *2015 Portola Railroad Days* – Discussed in Vice-President's Report.
 - Railroad Days went very well for the Society, with things running smoothly and the facility looking very good thanks to all the prior work by our volunteers. Revenue was much better than expected.

Department Reports

- *Operations* – written report provided
 - Comments that there has been a visible increase in safety.
- *Mechanical* – verbal update
 - Did some work on 2873, needs cost for work on radiators on 1503, 2001 needs some work, still checking on brushes for F-M US Army 1857
- *Fundraising* – written report provided: grant applications, WP 165 Kickstarter, Amazon Smile

Committee Reports

none

Legal / Insurance Report

none

Status of Surplus Property Report

none

Safety Report

- Noted there are shop trucks in the ADA parking space. These need to be moved.
- Someone messed with the lathe and has done something to the feed. If you don't know how to work the machine, do not touch it.
- Our bear proof rubbish can is getting set up wrong. Flip bar back over.

Public Comments

- *David Epling* - Now lives in Portola. Is now manager for local Rentzenberger.
- *Bil Jackson* – His wife has offered to volunteer to assist Elise in the Museum Store.
- *Bart Hansen* – Has also offered to volunteer in the Museum Store.

Notices

Due to a scheduling conflict with a large number of directors, the October 2015 meeting will be moved 1 week from October 10 to October 17. Notices will be sent out via website, email and message board.

Closed Session

tabled

Adjourn

Meeting adjourned at: 7:52 PM
Next meeting: October 17, 2015 – 4:00 PM
Location: WPRM Meeting Room
Portola, CA

Respectfully Submitted,
Eugene Vicknair
Secretary, FRRS