

Feather River Rail Society
Board of Directors Meeting – October 8, 2016 – 6:00 PM
WPRM Meeting Room – Portola, CA

President Steve Habeck called the meeting to order at 6:39 PM.

Leisa Wesch requested the meeting be recorded.

The following Directors were present

Eugene Vicknair	Charlie Spikes	Steve Habeck	Frank Brehm (phone)
Kerry Cochran (phone)	Tom Carter (phone)	Greg Elems	Gail McClure (phone)
Leisa Wesch			

Attendance

David Epling	Steve Perry
Bil Jackson	Rick Gruninger
Jerry Norris	

Correspondence

Legal – Doug Morgan and Bryan Whipple are contesting the preliminary ruling on UP 849 and boxcar. Hearing on October 12. Judge has preliminary ruled agreement is sound and equipment ownership is void. Suggestion to clear with judge the issue of rent if the ruling is reversed. Have invoice ready if ruling is changed. Equipment was moved back onto FRRS property on December 15, 2015 at request of UP. Steve Habeck will talk to David Luddington about points brought up by Board to present to court. Letter from member asking if he can stay for summer. No, this would violate our lodging policy. Steve Habeck will respond.

Consent Calendar

Approval of the minutes of the September 2016 General BOD Meeting. TABLED TO NOVEMBER.

Old Business

Historical / Archive Department

Update on Historical / Archives activities and revised forms for Department.

- Written report and forms provided.
- Revisions of all policy forms and mission statement forms for Arthur Keddie Library and Historical / Archive Department.
- Frank Brehm and Kerry Cochran worked through these. Frank placed on new format.
- Rick Gruninger had question about checks and balances with Archivist. Felt that documents made Archivist the ultimate authority and final say. Kerry stated that there would be an archivist and assistant archivist. Rick's concern is that in future there needs to be more checks and balances on Archivist. Ensure that set up is: "Archivist can do X-Y-Z with consent / knowledge of the Board".
- Frank stated that Archivist is a department head and has same inherent checks and balances as any other department head.
- Gail stated that as a department head, that Archivist has the same authority and responsibilities as any department head. Suggested that department head job description have listed responsibility that they need to provide written report to Board monthly.
- Tom Carter suggested that we table until we have an archivist named and in place. Stated it is a matter of accountability. Agrees with policies.
- Frank Brehm pointed out that these policies are already in place, these are just updates and revisions.
- Kerry Cochran pointed out that he has been acting as de facto archivist.
- Gail McClure suggested that President Habeck appoint Kerry and Frank as co-Archivists for this time. Brought up past controversies about the archives and that we should have multiple people overseeing the archives. We need to have archives available for public and open.
- Frank said he would not mind tabling it for more review.

- Steve Habeck commended Kerry and Frank in taking charge of this. Inclined to appoint someone. Would like to see if Frank would take it on with assistance from Kerry Cochran.

Motion 10-16-01

To table item to November meeting.

Cochran / Carter. Aye – 9, Nay – 0, Abstain – 0. Motions

Bank Account Authorizations

Board motion for new bank accounts listing who is authorized for accounts and credit cards.

- For new accounts, we need motion authorizing moving accounts to Plumas Bank, who is signatory on account and who is authorized for credit cards.
- Plumas Bank does not actively offer credit cards as BofA does. We need to decide what we want to do.
- Steve Habeck is pulling together files. Has 501c(3) and by-laws, needs Articles of Incorporation.
- We passed first required motion in September meeting, motion 09-16-09.
- Steve Habeck requested recommendation of Treasurer McClure for how to handle credit cards. Feels it likely won't make any difference if we move them or not.
- Steve Habeck said he can ask BofA about impact of credit cards and accounts.

Motion 10-16-02

To table credit card issue to November meeting.

Vicknair / Spikes. Aye – 9, Nay – 0, Abstain – 0. Motion carries.

Motion 10-16-03

Authorize as signatories on new Plumas Bank accounts the following personnel: Susan Scarlett (bookkeeper), Gail McClure (treasurer), Steve Habeck (president), Greg Elems (vice-president).

Vicknair / Spikes. Aye – 9, Nay – 0, Abstain – 0. Motion carries.

Eugene Vicknair to draft financial declaration for review and approval at next meeting.

We will wrap up all paperwork for new accounts by November 12 meeting.

New Business

2017 Event Calendar

Approve event calendar dates.

- Proposed calendar presented.
- Conflicts with Convention.
- Board Meeting and Crew Training is now on May 6.
- May crew training and convention dates altered.
- Discussion on July 4th train rides.
- Pumpkin Patch close times changed.

Motion 10-16-04

Approve calendar with changes as discussed.

Vicknair / Cochran. Aye – 8, Nay – 0, Abstain – 1. Motion carries.

Restricted Funds

Discuss how we want to carry and report negative balance restricted funds.

- Written report provided.
- Discussion of how to handle negative restricted accounts.
- Discussion of how the accounts are now being handled.

- Gail McClure recommended two options: either have the projects be wholly self-supporting and negatives must be repaid to the General Fund, or the project is self-funded and we cover excess from General Fund.
- Suggested that we may need to adopt guidelines that a certain percentage can come from general fund, or totally self supporting, etc.
- Discussion of ways we can account and cover such accounts and ways of handling the accounts.
- Rick Gruninger expressed that if you take on a project, you should find a way to fund it. Concern about going back and collecting negative balance.
- Discussion of needing to update our policies on how we create restricted funds.
- Question about DRGW boxcar account. Why was it created? Question as to why it is not part of steam account.
- Discussion about perception on the negatives showing. Gail pointed out that we do not release these numbers regularly and we can document all expenses. Pointed out we may get questions as to why we allowed project to continue with no money in account.
- We understand that these negative balances came from somewhere else in general funds.
- Does not need be the project people who raise the money to repay and can be done after project done.
- Clarification that money received from grants, or directed donations cannot be used to repay negative restricted funds.
- Gail asked Kerry if we have specific policies about restricted funds and project spending.
- We do not. We need to have a policy concerning restricted funds. This should include the option for the Board to make General Fund contributions to restricted funds and to auto delete non-viable zero balance accounts. Should also include project spending policy.
- Consensus direction to Susan to maintain negative balances on WP 165, Zephyr Project and DRGW Boxcar.
- Consensus direction to delete zero accounts 40500 - WP Hospital and 40592 – Silver Debris from restricted fund accounting but maintain the account codes for future use.

Good of the Order

Vice-President's Report

- Written report provided
- WP 917 is back in service

Financial Reports

- Reports and Summary provided
- Pumpkin Patch trains covered their costs on first day and are now making money for us.
- Gail McClure expressed that we should aim to have at least \$50,000 coming into winter shutdown. We need to plan for events during season start-up. We are in tight financial quarters as of today. Concerns about drop in RALs. We need to push for more income and we need to watch spending.
- Clarification that sales contract for FR&W Plymouth was approved and \$4,000 payment received.

Director's Reports

- *Vicknair* – meetings with elected representatives and local groups, ESPN radio

Event Reports

- *2017 Historical Convention* – written report provided – dates revised to May 4-7
- *Pumpkin Patch Express* – written report provided

Department Reports

- *Marketing* – written report provided – look at Santa Train marketing
- *Website* – written report provided – question about report on election
- *Operations* – caboose seat restoration, written report provided – Bil and Barbara Jackson have taken on caboose seat restoration. Roger Stabler donated \$1,000 toward seat work. Almost all seats in cabooses we use are now done. Steve Habeck will send Roger a thank you letter.

Committee Reports

none

Legal / Insurance Report

none

Status of Surplus Property Report

- FR&W Plymouth paid for - \$4,000. Contract signed and mailed for buyer signature.

Safety Report

none

Public Comments

none

Notices

none

Closed Session

requested by Director Vicknair – 8:23 PM – 8:27 PM

The Board heard a report on a Business Item concerning land acquisition. No action taken.

Adjourn

Meeting adjourned at: 8:28 PM
Next meeting: November 2, 2016 – 1:00 PM
Location: WPRM Meeting Room - Portola, CA

Respectfully Submitted, Eugene Vicknair -- Secretary, FRRS