

Westport Village Society
Quarterly Board Meeting Minutes for April 15, 2017

1. Call to Order

The meeting was called to order at 10:02 am. There were no additions or changes to the agenda. Melinda McLaughlin was timekeeper.

Directors Present: Thad Van Bueran, Steve Brigham, Sarah Cullar, Gary Quinton, Melinda McLaughlin, Bill Knapp, Dorine Real

Guests: Bob Finnell, Jim Haynes, Lori Haynes, Lee Tepper, Lois Senger, Kyle Siler, Derek D'Orio, Erika Freeman

2. Public Comment

No comments from the public. Steve introduced Lori and Jim Haynes.

3. Administrative Items:

Approval of minutes: The minutes from the January 21st meeting were approved with a unanimous vote.

Bob Finnell asked how minutes from special meetings were approved and posted. Thad stated that minutes from special meetings are approved at the next regular meeting and were posted on the WVS website. Bob also asked if the WVS state filings were up to date. Bill stated that they were.

3rd Quarter Financial Report: Bill gave a summation of the report. We are slightly ahead of where we were last year at this time. In clarification, he mentioned that Headlands Improvements are depreciated each year which shows up on the July financial statement. This did not happen last year and that has been corrected. With regard to merchandise inventory, Bill does not think it is worth tracking any more. It was agreed to eliminate Merchandise Inventory as a category and just charge the production of inventory as an expense when it occurs. Thad asked a question about the headings "Actual" and "Budget." Bill stated that the amounts in the "Budget" column reflect the annual budget and the amounts in the "Actual" column are what has been spent this fiscal year thus far (July 1, 2016 to current). Gary asked about the Headlands Improvements being down \$5000 from last year. Bill stated that that was the depreciation calculated in the yearly taxes. Time was extended for this topic. It was agreed to not adjust the budget and that there should be an effort to get the financial report to the directors further in advance of meetings so that most questions can be answered before the meeting. **Thad made a motion to approve the report. A second was made by Melinda. The motion passed unanimously.**

Correspondence: Steve presented the board with a donation of \$250 from Kyle Siler from the Westport Whale Festival.

4. Active Business

a. Draft Board Manual

A draft of the board manual went out via e-mail for comments prior to the meeting. Major changes include the reallocation of duties between board officers, especially from Treasurer to Secretary.

Bob Finnell stated that overall he had a favorable reaction to the manual, but had the following input:

1. He suggests including a statement regarding the fiduciary duty of directors of a 501(c)(3). He brought an example to provide to Thad.
2. Noted that, regarding the “Business Judgment Rule”, directors do not have personal liability as long as due diligence has been done.
3. He suggests adding an annual review of policies.
4. He suggests including a one page Investment Policy that defines “investing prudently.”
5. He suggests adding some kind of closing statement to conclude the document.

With regard to the last suggestion, Thad pointed out that the document currently ends with a chapter stating that if the WVS cannot keep performing it's duties the organization will be dissolved and that he feels this is hard to follow with anything.

Thad will receive any other input up until April 30, 2017, then revise as is fitting per the suggestions made. The manual will be up for adoption at the July quarterly meeting.

b. Executive Committee Update

As reflected in the Draft Board Manual, some duties have been shifted from treasurer to secretary, specifically responsibility for some filings. Some tasks were also assigned to the Vice President. The idea was to define these responsibilities in the manual so that prospective directors may understand the job before taking it. Moving forward, the Executive Committee will look at guidelines on file retention, digitizing files, and having a flash drive back up of important files kept in the WVS safety deposit box. A meeting to discuss these topics was set for June 3, 2017 at 10 am. Bob Finnell suggested getting a quote on having an outside company do the scanning for us. Thad wants to have the Executive Committee review the bylaws and have any revisions made by the quarterly meeting in October.

c. Headlands Committee Update

Stairway: there is dirt against the pilings. Gary is trying to get a bid on fixing the stairs, but work will have to wait until we've had some dry weather.

Bridge Rock Beam: Gary suggested selecting a location to place the beam so that once the weather allows the work can be done. Some discussion ensued but then it was decided that it would be better to go out to the site as a group after the meeting and select a site. After the meeting adjourned, the directors and guests who wanted to, went out to the site and chose a location south of the stairs on the east side of the walking path near the winch that rests in the same area. Gary suggested, and it was agreed, that there should be a plaque set in concrete explaining the historical significance of the beam.

d. Church Photo Display

Bill will print the photos, Melinda will have them framed. Thad will send Bill a Dropbox link to the the photos.

e. Mini-Grants Committee Update

Bill noted that under the "Community Investment" heading on the Budget report it states that the Mini-Grant budget has \$580.24 left, but that actually should be increased by \$254.76 as a purchase for the Community Center was submitted as a Mini-Grant but should have come out of the Community Center budget; he will make the correction. He also noted that the Community Investment budget has \$650 more in it due to donations.

Thad expressed concern about projects that seem to be beneficial to individuals instead of to the community as a whole. It was agreed that the Mini-Grant Committee should meet to write a policy regarding the use of Mini-Grant funds to make sure they are being used in ways that benefit the community.

Bob Finnell mentioned his proposal to fund a dumpster for community clean up. It was over the amount allowed by the Mini-Grant program. Larger projects are approved on an item by item basis. It was agreed to put Bob's proposal on the July agenda.

It was suggested that the Mini-Grant program be advertised in The Wave once again.

f. Logo Update

There have been no new submissions, but Derek D'Orio expressed that he'd like to submit a logo idea. Bob suggested putting out one more article soliciting submissions in the Wave, possibly offering a prize. The desired deadline is July 1, 2017.

g. Whale Bone Display

Thad gave some background on this project. The bone is a partial mandible from a fin whale that washed up 10 years ago at Chadbourne beach. Fin whales are endangered and it is illegal to have the bone without a permit. NOAA has approved an educational display permit for the bone. Thad has researched preserving the bone. The appropriate way is to cover it, but this will be obtrusive on the Headlands. Instead, it can be coated in acrylic (costs about \$70 per gallon, may need 5 gallons as the bone is about 15 feet long) and secured in place. A label will be affixed with the NOAA permit # on it. The bone will be displayed with an interpretive panel funded by Lee Tepper. It was agreed to do a more general panel that includes information about the history of the bone but also about fin whales and whale migration in the area. Thad will design the panel and circulate his design to the board. It was noted that both Jennifer Saunders and Nancy Barth have pictures of the whale as it was when it washed up at Chadbourne. The question left was where to place the bone. After the meeting adjourned the directors and some guests went out to the Headlands and decided to place the bone to the north of the viewing platform on the west side of the path.

h. Ducky Event Planning

Melinda is helping with the food during this transition year. Roxana Hovan is on board to help cook at the Deli. The menu will stay the same. Elika is in charge of the BBQ; Bill needs to know if the BBQ pit at the firehouse will be used. Harvest Market will be providing marinated tri-tip at cost.

Thad and his family will be doing their usual job at the registration booth. Gary will transport dishes. Thad will handle newspaper advertising and an article for the Advocate. Elika will be promoting the coupon books on KOZT.

Concerns: people who store various items would like to no longer be responsible for such items (these could possibly go in the church storage, but it needs to be cleaned out). Also, we may need a new food plan in the future, what has been happening may not be sustainable.

Changes this year include having a boutique booth with gently used items for sale, a mimosa booth, and including decorated sun hats paired with gift certificates in the raffle.

Still in need is a grill master. Elika will see if Steve Brown can do the honors.

6. Meeting Adjourned at 11:45 am. Items to be added to the next agenda can be e-mailed to Thad.