



Board of Directors Meeting Minutes February 4, 2017; Scheduled Start 6:00 PM

Actual start was 06:09 PM.

Attendees (BoD members in **bold text**):

In person: Grant Berry, Craig Close, **Dale Corn, Bruce Elliott, Henry Freeman**, Harry Meem, Al McEvoy, **Mike Shylanski, Greg Smith, George Stant**, Ken Wing, **Chris Winslow, Allen Young**

Phone/Skype: **Tom Dupee, Nick Fry, Bob Hubler**

Absent: None

- A) Minutes of Previous Meeting – Smith: No changes, all accepted as given.
- B) Membership Report – Hubler: See report emailed earlier in the week. Continuing a slow decline in active members. Some of this was expected due to the dues increase in 2016. Having to send out more reminder notices, about 20 – 25 each month, about half renew. Getting requests for e-commerce, so they can renew online, which would require significant web site changes. All accepted as given.
- C) Treasurer's Report – Winslow: See reports and letter emailed to all earlier in the week.
 - a. Current Status: In the black right now, though income is off, Company Store is off, expect to be on target by end of the year.
 - b. Tax Filing: Expects to have restatement of assets (including new facility) by next BoD meeting; may have to do sooner for tax filing on April 15, 2017.
 - c. Investments:
 - i. Received email from Benevity, regarding T. Rowe Price donation from a member. Young signed letter authorizing Winslow to handle transactions from them.
 - ii. Regarding Society savings account balance, Smith wants to consider investing some of it elsewhere for a better return. Of the \$61K unrestricted balance, consider \$20 - \$25K for this purpose. Smith, Stant & Winslow (tentative) to investigate. Will bring report back to Board at next meeting.
 - iii. Issue regarding CSX stock certificates that were damaged prior to the move to Eldersburg location: Motions in report from Winslow to change address and responsible party(s) (President and Treasurer) of the Society

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to do business with CSX. Smith and Winslow abstained, all others accepted.

D) President's Report – Smith:

- a. Was invited by Cortney Wilson from B&O Museum to meeting about future planning (10 – 20 years).
- b. Voted at last BoD meeting to join the Carroll County Chamber of Commerce. Smith attended last meeting on 2/2; they agreed to help promote the Society open house ceremony.
- c. Most of facility interior is done except for some painting—outside painting will have to wait until springtime.
- d. Suggesting Brian Hammond, VP from CSX, be an advisory board member and attend our BoD meetings.

E) Committee Reports:

- a. Convention Committee - Freeman: See report emailed earlier.
 - i. Western 2017: Willard OH, Saturday May 20, 2017 (weekend after Mother's Day), facility TBD
 - ii. Eastern 2017: At new WHQ, Eldersburg MD, July 15, 2017
 - iii. Western 2018: Toledo OH, date TBD
 - iv. Annual:
 1. 2017: Cumberland MD first weekend in October (5 – 8) with WMHS and be more clinics-based. Friday tour with #1309 and RDCs with photo runbys.
 2. 2018: Cincinnati OH, assuming Union Terminal renovations are completed by then.
 3. 2019: Baltimore MD
- b. Publications Committee - Meem:
 - i. *Sentinel* – Wing: 2nd quarter 2017 in the works.
 - ii. Calendar – Meem: 2018 will be ready end of February, gathering photos for 2019.
 - iii. *B&O Modeler* – Meem: 3 issues scheduled for this year.
 - iv. Ed Young materials donated by his wife: Will review to see if there are manuscript that could be published.
 - v. Freeman: Need to scan photos in house.
- c. Archives – Fry/Berry:
 - i. Acquisitions: Working on acquiring a collection from Western Superintendent's office in Cincinnati; western end of the B&O system and from the 1960s. Have some material from Ed Young. Georgetown Branch and M&K materials from Hillary Smith donated to go through.

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- ii. Work sessions: Still underway, doing Thursdays now. Still doing 3rd weekends each month. Per Winslow, Sally Taylor and Don Cox will be helping to catalogue. Smith trying to solicit additional help, as well as recruit new members.
 - iii. Facility - Berry: Basement completely insulated, dry-walled, painted and ceiling tiled. Also have new bookcases in the basement. Need to paint foyers and hallway on main floor before dedication ceremony.
 - d. Sales/Company Store – Stant/Close: Sales are behind projections. Sales flyers with Sentinel mailings are main sources of orders. Need a methodology to order lesser print quantities (JIT inventory). Would rather we have our own material that we can reproduce (i.e., not have to go through Dennis Fulton). Corn suggested digital formats (e.g., PDF, ePub) as the future, since print is becoming harder to sell. Have 3 Spring Mills Depot billboard N-34 “wagontop” hoppers left. I-5 caboose orders sold out. Would prefer that we direct people to buy direct from SMD.
 - e. Modeling – Elliott:
 - i. Visited BTS, Bill Wade, in Belington WV. If there is a B&O structure we want, he is interested. Has done other kits, which are very fine quality.
 - ii. Medford Trains, Jim Coshun: Models the Western Maryland, but interested in expanding to other railroads including B&O. Will do as few as 10 models. Can also do brick laser kits in addition to wood. Will send him master list of B&O structures that we assembled a couple of years ago. Freeman suggested Viaduct Junction ND tower—Elliott to ask.
 - iii. F&C: Resin of doodlebug trailer on hold, perhaps could be resurrected. Use Northwest Short Line equipment.
 - iv. Anthony Botto wanted to know if we’d be interested in digital re-mastering of 33 1/3 vinyl LP records the Society owns.
 - v. David Grover given by Bill Barringer his Cincinnati scratch-built train set, running into issues, asked Elliott if he could finish. Loco is done. End goal is to display it at WHQ.
 - f. Community Outreach – Meem: Looking for places to go. Will take switching layout which is popular with kids on the road this spring and summer (non-railroad events). Frederick, Mt. Airy, Brunswick and hopefully others. Needs help. Do what we can to jack-up publications more.
- F) Old Business:
 - a. Dedication Ceremony: Date, ceremony program, committee members. Towards end of April, Thursday evening. Invite key stakeholders and donors. Open house

the following weekend. April 20th (Thursday) @ 6:30 PM for dedication. Open house April 22-23. Committee includes Smith, McEvoy, Berry, Close, Young.

- b. Policies & Procedures Handbook – Smith/Young: Reformatted annual convention and archives policies. Young proposed reference manual of by-laws, policies and operational procedures to be available at WHQ (paper binder form and on server). Stant noted that some high-level policy info on how the Society works is on the web site.
- c. Action Items Status – Young (see list below).

G) New Business:

- a. Executive Session:
 - i. Donation policy – Fry: v0.4. All accepted.
 - ii. Per diem for Sentinel Editor – Winslow: Motion, 2 trips/year @ standard BoD per diem rate per trip. All accepted.
- b. New Website with POS Capability– Close: Stant and Smith noted that we don't generate enough sales to justify the cost of adding POS capability to the Society site. Fry and Close to continue investigations—Fry thinking \$1K for funding. Winslow noted that some of this is outreach, not just membership or store sales.
- c. 2017 Elections – Smith: Shylanski to chair. Candidates:
 - President – Smith
 - VP Ops – Fry
 - VP Finance – Stant
 - Secretary – Young
 - Treasurer – Winslow
 - Directors – Elliott, Freeman
- d. Future Non-BORHS Events - Smith: RPM in Greensburg PA in March.
- e. Ray Morris (CSX Cumberland Terminal), advisory director – Smith: Only communicated with the BoD once. Ask if he wants to step down. Fry to send letter.

H) Next BoD Meetings - Smith:

- a. Saturday July 15, 2017, 6 PM (after Eastern mini-con) at WHQ, Eldersburg MD
- b. Thursday October 5, 2017, 11 AM (prior to annual convention), Cumberland MD.

I) Adjourn: Motion from Smith, all accepted; meeting adjourned.

Respectfully submitted by Allen Young, Secretary; February 25, 2017.

Action Items:

Actions from Previous BoD Meetings	Assignee	Target Date
Ask Lytle/Cramer about outreach venue opportunities in Ohio	Smith	July 2017
Create a form letter to send to model manufacturers letting them know how the Society can help them	Freeman, Smith, Young	July 2017
Provide archives information on towers to Elliott. Winslow has a database.	Freeman, Winslow	2017 (post WHQ move)
Still need draft policies and procedures for: <ul style="list-style-type: none"> • Building Management • IT • Marketing • Treasury • Volunteer Recognition 	Winslow, Hubler, Smith	2017
Attempt re-castings from latex mold taken from Young's B&O brass diesel emblem. Will try flat casting it again (had switched to vertical to prevent bubbles but it leaked). Per Close, previous builder's plate castings project didn't sell much via the Company Store, so may not be worth the effort.	Tilley	2017
Research which B&O stations/towers were Plan A, B, C. etc. and document what exceptions/mods were made to make them correct for specific locations	Elliott – will need access to archives photos	Ongoing
Five and ten year goals...submit thoughts to Smith – received one from Fry	BoD	Ongoing
Discuss reprint status with Dennis Fulton; Smith will meet with him next week. Discussed idea of digital format— Fulton probably doesn't want to give up paper business. Need to consider alternatives (i.e., get our own clean copies that we can reproduce).	Smith	Ongoing
Recruit a volunteer for Marketing and Public Outreach Chair for promoting the Society	BoD	In progress – target TBD
Perform audit on membership database; see if former automated status report sheets with macros can be re-applied	Young	TBD
E-newsletter proposal (marketing), pending – dovetails with web site upgrade for eCommerce. Need someone locally based at new facility to work on this.	Freeman	TBD
Ask membership for census data updates. Winslow can provide info from accounting database.	Hubler	TBD
Create formal and comprehensive fundraising and marketing plan	BoD	TBD

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Actions from Previous BoD Meetings	Assignee	Target Date
Create and distribute a skills and interests questionnaire to members. Need to determine where to store this information (membership database or elsewhere).	Freeman	TBD
Investigate pros/cons of changing banks	Winslow	Closed – will not change banks
Seek permission to reprint Edson’s <i>B&O Steam—An All Time Roster</i> book for next <i>Sentinel</i> Editor (digital preferred) – no response yet from Joe Nevin	Nevin, Close, Stant, follow-up by Smith	Closed – unsuccessful – explore alternatives
Submit grant application regarding new building to CSX – started late February 2016; all completed except Project tab – suggest use for basement remediation work. <i>Update: CSX rejected the request via email on 10/5/2016—no grant monies will be provided.</i>	Fry, Young	Closed - unsuccessful
Submit proposals for next year’s budget plan (will discuss at next BoD meeting in September 2016)	BoD	Completed September 2016
Write formal business policies and procedures.	Each functional area owner to write; review by Shylanski, Tilley, Witt	Completed 9/15/2016
Modify policy/procedure documents as reviewed during the BoD meeting on 9/15/2016, and reformat them to match the procedure for Secretarial	Young	Completed 2/25/2017

Actions from Latest BoD Meeting	Assignee	Target Date
Prepare for WHQ dedication/open house	Smith, McEvoy, Berry, Close, Young	Early April 2017
Interior painting at WHQ	Berry	Mid-April 2017, prior to dedication
Exterior painting at WHQ	Berry	Spring, after dedication
Investigate alternative investment options for savings account funds, and bring report back to Board at next meeting	Smith, Stant & Winslow (tentative)	7/15/2017
Review Ed Young materials donated by his wife to see if there are manuscript that could be published	Meem	TBD
Send letter to Ray Morris (CSX Cumberland Terminal), about advisory director position with BORHS	Fry	TBD

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Modify policy/procedure documents as reviewed during the BoD meeting on 9/15/2016, and reformat them to match the procedure for Secretarial	Young	Completed 2/25/2017
Provide copies of prior election ballot/bios for Shylanski	Young	Completed 2/25/2017