

Great Northern Railway Historical Society
Director's Meeting Minutes
July 21, 2019
Fargo, ND

All seven directors are present in person for the meeting. Don McGlothlin, Bob Showers, Mac McCulloch, John Langlot, Scott Tanner, Bill McGinley, Tom Carr

There were 18 guests present when the meeting started, 21 were present at 9:10 AM. The number of guests fluctuated throughout the meeting.

- A. The meeting was called to Order @ 8:07 AM by president Bill McGinley, who welcomed all present. He noted the minutes of this meeting will be approved by the board following the meeting, and a summary will be in the December Goat.
- B. Approval of Officer and Committee Reports Package.
The package was distributed to the board prior to the meeting and, in the interest of keeping the meeting to a reasonable length, will not be discussed at the meeting. All reports will be posted on the web site.

Jeff Otto expressed concern over inaccuracies presented in the Archives Report.

Moved by Scott Tanner, seconded by Don McGlothlin to accept the Officer and Committee Reports as provided. **Carried unanimously.**

- C. Business Arising from Previous Minutes
The minutes of the 2018 Annual Board Meeting were approved by the board on March 16, 2019.

It was noted some unresolved issues from the last minutes, such as multi-year memberships, are still being worked on by the board.

The most recent Membership Survey was done in 2006 with the report generated in 2007, however it was not presented at that time.

- D. New Business
- a. Hustle Muscle
- We have a signed lease with the Lakeshore Railway Museum. HM is here for us to enjoy. Will be operated on the NSSR, thanks to Gary Nelson for all his efforts in making this happen. Lease is one year, with automatic renewals, can be terminated on 120 days notice.
- b. 2020 Convention Budget
Francina Carr presented the proposed budget of \$41,734.51 for the 2020 Convention in Nelson, BC. Following some discussion it was moved by Don McGlothlin, seconded by Bob Showers. **Carried Unanimously.**

The meeting took a break from 8:39 AM to 8:50 AM

c. Archives Policy and Communication – Scott Tanner

Scott Tanner advised the PNRA is looking for board support for a major software project. The archive has a massive collection of history and photos related to the GNR, both at the PNRA in Burien, WA and JSRH in St. Paul, MN. As a society it is our responsibility to manage and make it available. We have the resources and talented people to make this work. There are challenges to dealing with a collection the size of ours, such as managing it and making it accessible to the people.

PNRA has requested a donation of \$3,500.00 from the GNRHS towards bringing their archives up to international standards.

Bob Kelly – our PNRA representative, also board president of PNRA advised they work with several railroad history organizations. The goal is to have a standard archives format for all the collections, and they've hired professionals to work on this project. ATOM – Access to Memory software has been chosen and is being used at the collection level, just on top-level information. The requested funds are to make the front end of the software look good, and to help build a user-friendly interface and search engine.

It was noted there is a lot of disconnect between what is happening in Burien and at JSRH. It has built up over time and won't be resolved immediately.

Fr. Dale Peterka asked about the size of the market served by the Burien archive. Bob Kelly advised they receive plenty of email requests, 3-5 GNRHS related requests per week. Also 30 to 40 requests per month for information from various sources, government, schools, individuals, etc.

We need a server farm to protect the equipment. This is not a one time cost, we could be looking at up to \$500.00 per month to cover the necessary equipment.

Concerns were expressed about data integrity. What happens in Burien and JSRH need to be compatible with each other. At present only one computer at Burien and talk to computers at JSRH, and we don't have a compatible database.

We now have the ability to catalogue remotely, once a person is qualified to do so. Thanks to Jeff Otto for setting this up.

Jeff Otto addressed the meeting. He advised Stu Holmquist has been very dedicated in getting the archives started at JSRH.

Jeff advised we have a wealth of information that has to be reliable and searchable online. It would be great to make a single inquiry to a single source on a database for information and get all the info you needed, including photos, plans, records, etc. He noted 90% of our membership are modelers.

He is trying to get an understanding of what is at Burien, as well as JSRH so that they can put together in a single, searchable database. We need to be able to search all the collections at both sites to do this. JSRH and Burien both started with the same software but went in opposite directions with it.

In order to make the systems compatible Jeff needs to know what the people at PNRA are doing at the working level, and what fields are needed at the international standards level to make things compatible.

Our number one goal has to be making the systems compatible, not just at the top level, data integrity. We need to be consistent at the detail level so information is accurate and searchable.

The database needs to be the foundation for anything we do in the future. We need to have a common database. We need to get the two organizations together, define who is doing what, and get everyone working on a common goal. We have been delayed by a lack of a centralized and searchable database and the west end doing their own web-based stuff.

Jeff advised he needs to know the field names Burien is using in their database so they can be incorporated into the JSRH database. We need to undertake a massive, coordinated effort to get both sides on the same page. Organize the data, set the subject fields, go from there.

Don McGlothlin stated the board knows there is a problem, and we need to determine how we are going to fix it. The board has some work ahead of us to make this work.

Consensus to put money grant to PNRA on hold until the board determines it's proper action.

The meeting took a break @ 10:23 to 10:51 AM

d. Company Store & Marketing – Mac McCulloch

Mac briefly discussed the 147 responses to the store survey. 70% in HO and 15% in N-Scale, with structures being the most popular sale item.

Store is run on a cash basis, not accrual basis. Current store software does not show revenue by item, only total revenue. We are looking to replace store software very soon.

The Store Committee members have been very helpful.

e. Membership Committee

Motion to appoint Bob Showers as Chairman of Membership Committee.
Moved by Tom Carr, seconded by Scott Tanner. **Carried unanimously.**

We will be setting up a major committee to deal with membership issues.

f. Publications Committee

Bill McGinley announced Jas Bettendorf is new Goat editor, Bill McGinley is the board representative on the Publications Committee.

g. Creation of Convention Committee – Future convention format and sites.
No action on appointing board member at this time.

h. CRM Software – Committee appointed on July 9th, 2019 by board vote.

i. Future Convention Format and Sites (2022)

We have 117 members with 185 attendees in Fargo.

Tom and Francina Carr are looking after Nelson in 2020.

Gary Nelson & Stu Holmquist are looking after Wilmer in 2021.

Everett suggested for a possible joint convention NPRHA in 2022.

Duluth, the Twin Cities or Winnipeg as possible choices for 2023.

j. Heritage Fund Awards

- Grant Request from St. Cloud Area Rail Legacy Museum (STARail) for \$2,800.00 for X-240 Caboose. Moved by Don McGlothlin and seconded by Bob Showers. **Carried unanimously.**
- Final report received from Hillyard on our donation to them.

k. Other New Business - None

Nominations for Board positions. Bill McGinley sent out job descriptions. There was a consensus to approve this.

E. Termination: 11:50 AM Moved by Don McGlothlin and seconded by Scott Tanner.

Board Email Actions

2018-2019

October 13, 2018

Motion from Director McGlothlin, Second by Director McCullough to accept the summary of 2018 minutes as corrected. Vote passes 7-0.

November 8, 2018

Motion by Director McGinley to purchase a one-year software license for Join.me. Second by Director McGlothlin. Motion passes 7-0

December 6, 2018

I move that GNRHS approve of elements of the Store Reorganization Plan advanced by Director McGinley to specifically change the current store structure to a committee based operation of a Store Manager, appointed by the Board, supervising a committee comprised of volunteer members who will be responsible for certain activities associated with the on-line store delegated by the new Store Manager; and further, that the Board approve of moving the current on-line store component of GNRHS.org to a new software platform selected by the new Company Store Committee; and further, to authorize the Company Store Committee under the direction of the new Store Manager, to facilitate a timely and efficient transfer of appropriate data of the current store component of GNRHS.org to the new selected software with a target date of completion no later than March 31, 2019. Moved by Director McGinley, Second by Director McGlothlin. Motion passes 7-0

December 11, 2018

Move that we place in consideration for Board approval, Mac McCullough, to become GNRHS Store Manager, with the assumption of responsibilities to begin immediately. Motion by Director McGinley, Second by Director Langlot. Motion passes 6-1 with Director Ringnalda voting No.

December 20, 2018

On a motion by Director McGinley, second by Director McGlothlin to appoint Tom Carr to the remaining term of Director Ringnalda. Motion passes 6-0 .

January 20, 2019

Director McGlothlin moves that the GNRHS Board of Directors appoint Bill McGinley to the Office of President to be effective on or before the GNRHS board meeting to be held at the annual GNRHS convention in Fargo ND in July. Second by Director McCullough

The motion passed 6-0 with one abstention - Director McGinley

As to the second request from Director McGinley asking for a confirmation of his visions and goals, that reaffirmation vote passes 6-0 with one abstention - Director McGinley.

February 16, 2019

Proposal from Ben Ringnalda that Don McGlothlin receive the Directors James J. Hill award and Mary McGlothlin receive the Presidents Hustle Muscle award. Motion by McGinley, second by Langlot. Motion passed unanimously.

March 18, 2019

I ask for approval by unanimous consent of the minutes for our Annual GNRHS Board meeting of September 16, 2018. Moved by Bill McGinley, second by Mac McCulloch and CARRIED unanimously.

I Move that the GNRHS Board affirm the right of the President, as stipulated in "Article IV. Officers, Section 4.05 President" of our Bylaws, to appoint himself as principal contact in matters pertaining to the Society's relationship with the Minnesota Transportation Museum and in so doing, receive the full backing and support of the Board in the discharge of duties in that position. This motion nullifies the previously approved motion recorded by the Secretary at the March 5th, 2019 meeting of the GNRHS Board of Directors. Moved by Bill McGinley, second by Mac McCulloch and CARRIED unanimously.

March 19, 2019

Motion to approve and appoint Chas Bettendorf as the new Goat Editor. Moved by Langlot, second by McGinley. Carried unanimously.

April 8, 2019

MOTION - The Board of Directors herewith creates a Publications Committee to manage all GNRHS printed materials; Goat, Modelers Pages, Reference Sheets, Calendars, and others that may be added from time to time. As required by our bylaws, one board member must sit on the committee and by this motion is designated chairman of the committee. Mr. William McGinley is appointed as the first chairman of the committee and Publisher of all GNRHS publications effective upon adoption of this motion. The Chairman is directed to extend an invitation to the current Goat editor and Modeling Pages editor to serve as members of the committee. Committee members are authorized to invite other GNRHS members having interest and ability to sit on the committee. Motion by McCulloch, second by Langlot, unanimous vote in favour.

April 19, 2019

Motion by McGlothlin, second by McGinley to purchase a laptop computer for GNRHS convention and similar use. Carried unanimously

April 20, 2019

McCulloch moves that the Board hereby makes a \$5,000.00 contribution to Great Northern Film Works of Seattle to partially underwrite production costs of 'The Empire Builder', a film about James J. Hill and the Great Northern Railway. Second by Showers. Carried unanimously.

April 21, 2019

Motion: It is the intent of the GNRHS Board to arrange for the operation, maintenance, safe storage and display of GN No. 400 by the Lake Shore Railroad Museum in Duluth and to enter negotiation with the Museum on developing a formal agreement for such purpose. In addition, arrangements for BNSF to transport the locomotive to Duluth may be made through an appointed representative of GNRHS and such move may be made prior to the completion of the agreement.

Following amendments moved by Director Tanner and seconded by Director McCulloch we had a unanimous vote to proceed in working with LSRM and BNSF to move No. 400 to Duluth.

April 29, 2019

McCulloch moves that: 'The Board of Directors hereby accepts the 2018 Financial Statements of the Great Northern Railway Historical Society as submitted by Treasurer Sornsin on April 19, 2019.' Second by Director McGlothlin. Carried unanimously.

May 8, 2019

Motion by Director McGlothlin to increase the GNRHS company store budget by \$10,000 to allow for the addition of new and current products to the store inventory. This motion adjusts the store budget to \$22,000 for the current budget year. Second by Director McGinley. Carried unanimously.

May 20, 2019

Motion to repeal the motion of May 8, 2019 reading: "The Board directs the Store Manager to operate the store for the benefit of the members while covering all costs and to offer: Great Northern related specialty items not otherwise available, to develop specialty items for the store, to offer Great Northern related books, and to offer those mass market Great Northern related items that may be purchased at standard discounts and would appeal to our members." and amend the GNRHS Operating Manual, Version 2.0, Section IX, paragraph B (Store Policies) dated September 2012, as follows:

- 1) The Marketing Officer shall operate the company store in support of the mission of the society.
- 2) On an annual basis, the Marketing Officer shall make reasonable efforts to ensure revenue equals or exceeds expenses, with the understanding that individual sales may result in a net loss.
- 3) The Marketing Officer shall ensure the company store offers a variety of products which include, but are not limited to, the following: specialty items related to the Great Northern Railway; specialty items developed and manufactured for company store sales; books, DVDs, or other published media with content related to the operation and history of the Great Northern Railway; and other products related to the Great Northern Railway available in the mass market that may be purchased at standard discounts and offered to store customers at competitive prices.

4) Within the scope of Section IX, sub-paragraphs B (1-3) above, product pricing, shipping fees, returns, customer support and other policies shall be set at the discretion of the Marketing Officer. Moved by Director Carr, second by Director Tanner. Carried unanimously.

May 28, 2019

Move to adopt the proposed NPRHA sublease as drafted by our attorney Steve Eckman. To present the sublease to the NPRHA for their approval. Moved by Director McGlothlin, second by Director Carr. Carried unanimously.

July 4, 2019

Motion to approve the March 4th Board Minutes as written. Moved by Director McGlothlin, second by Director McGinley. Carried unanimously.

July 11, 2019

Moved that the GNRHS Board of Directors (BOD) form a committee to investigate and recommend to the BOD for adoption a replacement for the current Avactis store software. The committee shall make its report and recommendation to the BOD no later than August 31, 2019. The report should include which software packages they looked at, the pros and cons of each and the reason for their recommendation.

The committee shall be composed of the following: Chairperson, Mac McCullough (Board Member and Store Manager), Treasurer Bill Sornsin, Membership Secretary Mary McGlothlin, and Bob Kelly.

Motion by Director McGlothlin, second by Director McCulloch. Carried by a vote of 6 – 1, Director McGinley opposed.