

# Train Mountain Railroad Board of Directors Meeting

September 4, 2013

Location: Train Mountain, 36941 South Chiloquin Rd., Chiloquin, OR

## 1. Call to Order

The meeting was called to order at 4:05 pm.

Present: Tom Watson, President; Dennis Ward, Treasurer; Chuck Barnes, Secretary; Jim Armstrong; Jerry Crane; John Cooper (after Board's vote to elect him to fill one of the vacant positions) and, John Black (TMI)

Absent: None

Others in attendance: Approximately 10 people.

## 2. New Board Member

a. Motion: Pursuant to Article III, Section 3, increase the number of Directors on the Board from 5 to 7. Ward/Armstrong. Approved 5-0.

b. Motion: Pursuant to Article III, Section 6, nominate and elect John Cooper to fill one of the vacant Board positions. Crane/Ward. Approved 5-0. (John Cooper joined the Board at the front table after the vote.)

c. The Board will leave one Board position open until a suitable candidate **if** found.

d. The Board announced that it would accept names for consideration for the vacant position.

## 3. Announcement

Tom stated that after conferring with experts in modern corporate Board of Director meeting efficiency, the TMRR Board meetings should be run using a system called Governance Model. This method prioritizes agenda items with the most important item coming first. After some discussion the Board agreed with using the Governance Model. Tom will explain this system at Friday's Town Hall Meeting.

## 4. Update and Prioritization of Strategic Plan

Using a "white board" presentation, John Black discussed the prioritization of the Strategic Plan. The purpose of the exercise is to identify the tasks that need to be completed, prioritize them, and assign a year for their completion. John had identified many suggested tasks. The Board members and the audience suggested additional tasks. The Board discussed the tasks and began prioritizing them. Progress was made, but due to time constraints the completion of the exercise will be finished during a future Board meeting.

## 5. TM Management Practices

a. Discussion about micro managing at the Board level.

i. Causing inefficient lengthy Board meetings.

ii. Causing excessive delays and inefficiency in accomplishing ministerial duties in day-to-day duties.

- iii. Causing burn out at local levels.
- b. Solutions: Unless someone objects, we will:
  - i. Cease bringing items to the Board of Director meetings that under standard corporate practice are normally resolved by designated management officers.
  - ii. Attempt email resolution prior to placing items on meeting agenda.
  - iii. Adopt a policy that requires members at large to first attempt resolution of issues at the local management level prior to bringing the issue to the Board of Directors.

The Board discussed and supported the proposed TM Management Practices. Chuck said that sometimes with an email vote it is difficult to determine exactly what has been approved. Motion: With the exception of b i, adopt the TM Management Practices as outlined in paragraphs a and b listed above. Watson/Ward. Approved 6-0.

#### **6. Set Membership Rates for 2014**

The Board discussed setting the 2014 Membership rates. All were of the opinion that the 2013 rates are adequate for 2014. Motion: Set the 2014 Membership rates the same as 2013. Ward/Crane. Approved 6-0.

#### **7. Set 2014 Meet Fees**

There has been some confusion regarding the adult guest fee, but the other fees are adequate. Motion: Increase the first adult guest fee to \$25.00. Crane/Ward. Approved 6-0. Motion: The 2014 meet fees to be the same as 2013, but to reflect the change in the first adult guest fee to \$25.00. Barnes/Armstrong. Approved 6-0.

#### **8. Reports**

- a. Facilities Update Report (Jerry) – i) Water system – backflow preventers have been installed; the Train Mountain Drinking Water Operations & Maintenance Manual and the Train Mountain Drinking Water Emergency Response Plan have been drafted; and Jerry has emailed Klamath County stating all the work has been completed. ii) The sewer system permits have been issued; iii) A building permit application for the Hall of Flags doors remodel has been submitted to Klamath County Building Dept. Jerry hopes to start the construction in October. iv) Parts for the handrail have been ordered. Richard and Dustin will build the handrails this winter and they will be installed when the weather permits in 2014.
- b. On site update (Tom) – Volunteers are doing what paid staff use to do. Steve Panzik is working on signs for the full size equipment. The Office and store are tracking the money received from sales.
- c. Treasurer's Report (Dennis) – Total cash in the bank is \$63,500; Membership fees have generated \$28,000; Meet fees have generated \$11,595; and Central Station room rentals have generated \$16,000.
- d. TMI update (John) – Friends of Train Mountain is in the process of winding down the custodial accounts. They are **trilled** with the progress of the "Big Build" and hope it will become an annual event. The Vertel gate issue is in the hands of the lawyers and details will be provided as they become available. An annual income of \$500,000 per year would be a desirable goal. This will require a

“serious” fund raising effort. Mark, Carl and John can’t do it all. Mark, Carl and John will need assistance with the education component of TMI.

e. Progress report on Boiler Inspection Project (John) – Issues that we face: 100 psi is the maximum allowed by the Oregon Code, and ASME approved pressure relief valves are required by the Oregon Code but none are available. John has been invited to meet with Oregon staff to discuss these problems. It would help the issue if Oregon would adopt the Washington State boiler code (Kitsap wrote it) and Oregon would allow “self inspection” so TM members would be allowed to conduct boiler inspections.

f. Containerville (Chuck) – Air vents are being installed in all the front (south) row containers. Several people have inquired about the back (north) row containers and were told reservations are being accepted with a \$1,000 refundable deposit. No deposits have been received.

### **9. Public Comment**

a. Boyd Butler told the Board he has observed people coming over from K&W looking for a train ride, climbing on the full size equipment, and roaming around the TM property. He recommended more supervision of visitors. The Board noted the issues and once again stated TM needs more volunteers to monitor visitors. Hopefully the docent program will be helpful.

b. Jim Armstrong donated his copy of the Oregon Nonprofit handbook to TMRR.

c. There were no additional public comments.

**10. Next scheduled Board meeting.** Wednesday, October 16<sup>th</sup> was to be the next scheduled Board Meeting. However, both Jim and Chuck have a conflict with that date. The date and time for the next Board meeting will be set via email. The meeting will be a telephone meeting.

**11. Adjournment.** The Board meeting adjourned at 5:30 pm.

The minutes were taken and submitted by Chuck Barnes, Secretary. The TMRR Board approved the minutes with an email vote.