

## **Board Meeting – Northern Pacific Railway Historical Association – September 13, 2016 – Wallace, Idaho**

Meeting called to order by President Bill Zidel at 7:51 PM. Board Members present: Frissell, Makins, Shearer, Sullivan, Vogel, Woodward, Zidel, and Zieska. Absent: Dahlman.

Replacement of Ken Vogel as Treasurer: Ken has expressed desire to pass his duties as Treasurer on to a different person sometime in the near future. He is willing to remain on the Board and serve as Treasurer until a suitable replacement can be found, as well as furnishing training and orientation to the new Treasurer. Ken mentioned that we must also plan for an independent audit of the NPRHA Financial situation as part of the transition to the new Treasurer. Hopefully the Board can identify a qualified auditor who can perform that audit at no charge to NPRHA. Zidel requested that Vogel consult with the Boards of the CB&Q, C&NW, GN, SP&S, and UP Historical Associations, and perhaps other history groups, to learn whether their Treasurers are members of their Boards of Directors. Vogel expressed the opinion that the Treasurer should be on the Board. This can be a challenge, since we expect Board members to attend NPRHA Conventions.

Kent Sullivan will be leaving the Board, as his term expires this year. Ken Zieska will likely be replacing Kent as Vice President of NPRHA. An additional Board member to replace Kent will be identified at the General Membership meeting on September 15, 2016.

[NPRHA Mission Statement](#) as proposed by Zidel and edited by Sullivan, was approved by consensus.

[Using the power of the history of the Northern Pacific Railway to transform lives:](#)

[Preserving – Collaborating – Providing](#)

[Preserving](#)

[We value and care responsibly for the historical resources that have been entrusted to us.](#)

[We preserve a broad range of Northern Pacific material.](#)

[We support, through grants, the preservation of physical objects and sites significant to the Northern Pacific.](#)

[Collaborating](#)

[We work collaboratively to take advantage of the diversity of skills and activities throughout the organization, other historical associations, and the greater community.](#)

[We guide the network of supporters, members, donors, volunteers, and others who work to extend the Northern Pacific Railway Historical Association's impact while working to strengthen its future.](#)

[We perform our work with cooperation and mutual respect. We value honesty, openness, and transparency in our work.](#)

[Providing](#)

[We provide an accessible repository of historical documents and photograph collections.](#)

[We supply material for enjoyable educational initiatives related to the Northern Pacific Railway.](#)

[We are the publisher of record for Northern Pacific Railway historical content.](#)

Distribution of *The Mainstreeter* and the NPRHA Calendar via hobby shops will likely be impacted by closure of several large hobby shops, such as Caboose Hobbies in Denver. This, in turn, could have a negative impact on recruitment of new members for NPRHA.

Company Store: Recently, the NPRHA Company Store sales are lower, while monthly fixed costs continue to run about \$180 (\$2160 per year). For the past year, the Company Store has an overall loss of about \$3000. Perhaps we should look at reducing the inventory of items that have historically not sold well, since this would reduce our allocated storage space and thereby help to reduce that fixed cost. We also need to look at the mix of items

in the Company Store. On the other hand, in many years, a substantial portion of the Company Store sales occur at Conventions, so this trend may be affected by 2016 Convention sales, which will be revealed as the 2016 Convention progresses. We also need to look at the impact of shipping costs on sales. Ideally we want the Company Store to show a slight profit. However, the Company Store is not only a potential source of revenue for the Association, but also a tool for attracting and retaining membership, so we mainly need to ensure that any annual loss by the Company Store is balanced by an appropriate level of membership gain or retention.

Ken Vogel has transferred storage of seven boxes of NPRHA Treasurers reports and financial records (years 1991 – 2008) and one other box of other assorted NPRHA Records to storage at the Pacific Northwest Railroad Archive (PNRA). He has six more boxes to transfer in the future.

Ken Vogel also raised a question about the motion raised via email by Shearer, with second by Makins, to forgive the principal of the \$7000 loan to PNRA for work on the roof of their building in Burien. After discussion, the eight Board members present at this meeting all voted in favor of the motion, but also directed the NPRHA President and Treasurer to inform Gary Tarbox that NPRHA has not forgiven PNRA's obligation to pay to-date interest on the \$7000 loan.

Number of Board Members will remain at nine. We may need to identify a long-term strategy to ensure we can identify potential future Board members – persons who are willing to serve for at least two years and are willing to commit to attending Conventions during their term.

Timing of Conventions: So far, mid-September seems to be a good time for conventions, with lower room costs and cooler (but not cold) weather. However, timing may be influenced by possibilities of cooperation with other railroad historical groups, as well as seasonal availability of some potential venues, such as Yellowstone National Park. The Board will continue to monitor timing as we see results of the 2016, 2017, and future conventions.

Duluth Convention in 2017 seems to be coming together well so far. We need to make sure that all of the arrangements for the train ride on the Skally behind #3617 are in writing. Paul Anderson, assisted by Ken Zieska, Jim Dick, and Jim Woodward, will continue to pursue these arrangements, with the goal of getting a contract in place.

Locations for Conventions for 2018 and beyond may include Yellowstone (Mammoth), Brainerd, Everett, Bellingham, Chehalis, Helena (previous convention in 2000), or Missoula (previous convention in 1996). However, some locations, such as Chehalis, have limited hotel and/or meeting capacity, which may not accommodate a sufficient number of attendees. Timing of Conventions may vary depending on the location, climate, and perhaps other factors such as holding the NPRHA Convention adjacent to the convention of another railroad history group. We noted that GNRHS has a national convention chair and committee, who work on developing convention locations three years in advance, with each convention having a local chairman and committee. Perhaps NPRHA should also consider this approach. We do have a document online <http://www.nprha.org/Association%20Documents/NPRHAConventionPlanningGuideRev13D.pdf> detailing preparation for Conventions. It can probably stand some updating.

East End Archive: NPRHA Activity at the Jackson Street Roundhouse facility is somewhat limited by coexistence with MTM, GNRHS, etc. We also need to find one or more archivists for this facility and find better ways to ensure that information is placed in easily accessible locations, as well as ensuring that the overall structure of the system facilitates organized storage and easy retrieval, rather than simply tracking items by the identity of the donor. Perhaps the PNRA can furnish their Mission Statement and Process Flows as an example for consideration by the East End folks. However, the underlying structure for organization of NPRHA's information on the back end of the website (nprha.org) is also not very robust or easily explained or expanded. Kent Sullivan may have identified a University of Washington student who can help establish a better structure. He will report back to the Board regarding this possibility.

Discussion of Chris Frissell's comments regarding Harold Shannon's proposal on Grants: Bill Zidel will summarize this situation prior to further action by the Board.

Insurance: We need timely action to put in place appropriate Insurance and Bonding prior to a train ride at the Duluth convention or any other future convention. However, we also need to look into insurance for NPRHA and the NPRHA Board.

Disposition of Brass Locomotives and Caboose display donated by Norman Lorentzsen – Zidel will arrange for silent auction bidding on this display via *The Mainstreeter*.

Adjournment moved by Sullivan, several seconds. Voted to adjourn at 9:38 PM.

Jim Woodward – Secretary, NPRHA