

AMA Alumni Foundation, Inc.
Board of Trustees Meeting Minutes
September 21, 2019: AMA Gymnasium

BOT Meeting Call to Order: 9:00 AM

1. Pledge of Allegiance and Invocation: Pledge of Allegiance led by Ed Rogerville and Invocation by Gordon Metz
2. Roll call
 - a. On Campus: Ed Rogerville, Gary Morrison, John Arthur, Tom Del Valle, Ed Click, Gordon Metz, Gary Cripps, Brett Thompson, Steve Trent
 - b. Via Phone: B.J. d'Orsay, Doug Pennock, Frank Williamson
 - c. Other (On Campus) Attendees: Garry Granger, Jorge Roviroso, Victor Gomez, Neil Fitzgerald, Phil Bentley, Jack White

Chairmen's Remarks

- a. Opening Comments
- b. Recommend Voting for Previous Minutes: Steve T: Motion / Tom D: 2nd; Unanimous Approval
- c. Recommend Voting to Accept Agenda, or Any Additions
 - 1) BJ: Add topic to discuss "Director vs. Trustee" title on Board.
 - 2) Ed R requesting first order of new business to be CLOSED SESSION.
 - 3) Steve T: Motion / Tom D: 2nd; Unanimous Approval for both.

Treasurer's Report (Gary C)

- a. 2019-2020 Financial Update (to date)
 - 1) \$305,532 in Raymond James account, as of 31 Aug. Gary will send email to all Directors with details.
 - 2) Jan-Aug 2019; there is a slight account difference, only due to the Scholarship funding.
 - 3) Need to add in the "4th QTR "surges", and we were -\$24,000 at the end of 2018. Gordon asked for details on the "delta". Gary to provide to all.
 - 4) Also highlighted accounting entry errors, due to category inconsistencies/changes, but no change in the \$ amounts.
 - Gary C coming up with recommendations for standardization. Redefine categories in QuickBooks.
 - 5) Gordon: ROI on audit expenditures? Chicken or egg issue?
 - 6) Doug P to verify requirement, and review audit disclaimers> Best Audit or Review?
- b. Comments
 - 1) In prep for an audit: Gordon M asked for copies of guidelines, and Steve and Ed will research and provide clarification.
 - 2) Looking at three (3) years: 2017 none, 2018 none, 2018 not to CPA; five years??
Require an AUDIT or REVIEW?
 - Gary C: Need to have someone review 2017 & 2018, but not sure who.
 - Brett T: QB on-line will allow for team view/access w/out costing.

- 3) Tom D: Grant applications require an audited review; Gary: What specifically is required? We're in the red!
- 4) Ed R: Reviewed West Family Foundation (Roanoke) Grants >>
 - Construction purposes, but has 16 divisions and categories.
 - Five year "sign-off". Highlighting as they have General Operating Funds (directed or open?) that we might be able to apply for.
 - Ed & Gary C to research, thru Foundation website.
- 5) Tom D: Why have we not pursued a grant writer?
 - Gary C: not in the budget, BUT we do need income "streams".
 - Ed R: We'll review and shop around.
 - Gary M: We at Fishburne obtained grants for "Bricks & Mortar" activities, along with expansion & window replacements. He will reach out to gather info.
 - Tom: things that are defensible and protected should strengthen inputs, but (Victor) building ownership is an issue.
 - Gary M: IRS audits? 990's don't require (??)
 - Ed R: \$ and effort: focused on the better of grants or \$ from affluent alumni?
- 6) Tom D: It seems we need audits.
 - Ed C: Both for the Foundation and Association / Ed: Foundation only!
 - Steve T: Jeff Schroder ('67) CPA could assist
 - Tom D: who is the attorney of record? ED: Maguire, Woods rep ((alumnus) 4 years ago?
 - Gordon M: Dave Raeborn / Contact of George Meneff > NEED to reengage.
- 7) Ed R: We have about 25-26 alumni that we have had no contact with, so how do so for donations? Neil: Biggest requirement is operating funds

Old Business

- a. Honoring Our Heroes Update
 - 1) "Honoring Our Heroes Among Us" was planned here for August 20th (Greater Augusta Chamber of Commerce, police fire and emergency responders) but venue "fell thru".
 - 2) Ed R: continuing to pursue this, as it would create local visibility support, and potential fundraising.
 - 3) Neil: Potential is there, to reschedule...Ed R and Neil have the lead.
- b. Walking Tour Update/John Plashal
 - 1) Walking Tour/John Plashal was scheduled for September 21
 - 2) Disallowed/disapproved by the property owners.
 - 3) More info to follow...

New Business: NOTE: [] is the person who requested inclusion on agenda)

- a. *BOT Closed Meeting/Session:* Neil Fitzgerald's Annual Review conducted by Exec Committee
 - 1) Highlighted enthusiasm and museum attention to detail as strengths, but weak in museum operations and bookkeeping.
 - 2) Gary C:
 - Knowledge gap of Association vs Foundation

- One week interaction would benefit, with new chart of accounts (QB)
 - Needs direction
 - Consider 1 year and good review, and pay increase on bonus.
 - Bonus consideration now. And raise?? Given "in the red", if so...
- 3) Gordon: \$43,000 salary and paid vacation: no Healthcare or insurance, with IF > THEN parameters with scope of responsibilities.
 - 4) Ed C: We cannot afford not to...
 - 5) Tom D: Given goals need to be defined and tied to bonus, with EXCOM oversight. His heart is in the right place, and doing well.
 - 6) Gordon: Museum visitation increases? PX Sales? Reunion Responsibilities?
 - 7) Steve T:
 - PX is turning a profit:
 - Sweatshirt sales up
 - Pen & letter opener increased (500).
 - 8) Steve: Motion to approve \$1,500 bonus; Tom D 2nd: Unanimously approved
 - 9) Ed C: What is Steve Atchison's involvement with PX? Not engaged.
 - 10) SESSION OPENED BACK UP
 - 11) Ed R: Highlighted Krysta's release. Introduced Rich VanBreeman as a new hire. Rich provided his background:
 - 32 years in Waynesboro
 - 77-84 in USAF Computer/IT specialist
 - OPSO bank security
 - 20 year military vehicle club participant
 - 12) Neil introduced Ms Hoover, niece of COL Hoover / Wed-Fri tours and part-time docent
- b. VMI New Market March and Feedback
- 1) 25 cadets total.
 - 2) Stride and Brent T supported with grill: suggest purchase or donation. Gordon: can store in shed.
 - 3) Fed and drinks: BBQ, coleslaw, burgers and hot dogs: not too much \$.
 - 4) Went very well. Not as much media coverage. Need to engage politicians (Gordon, Steve T and Victor).
- c. AMA Intellectual Property (Brand/LOGO/Graphics, etc) [B.J.]
- 1) B.J. provided background & maintenance info.
 - 2) All is OK as of now.
 - 3) Found corporations that own I.P.
 - 4) Others involved that can provide additional insights: Bob Ray, Frank Spencer and Gordon M.
 - 5) Common law for trademarks...and Ad Astra is not owned by AMA.
- d. AMA Friends Facebook Posting by Dave Saslaw [B.J.]
- 1) B.J. gave emotional scenarios interacting with Dave Saslaw, the primary "lightening rod".

- 2) Ed R: Leaking status quo info and also attempting to discourage Alumni support with invites to his AMA managed site. Gordon M provided some historical background
- 3) John A: ascertain what discussions have occurred with him, to not be confrontational?
- 4) All agreed to respond to his attacks without emotion, but with facts!

MEETING BREAK: 1030 AM to 1045 AM

- e. P&L and Audit Update [Tom D.]
 - 1) Detailed info contained in Treasurers Report/Financials above
 - 2) P&L will be emailed (DONE) to all Directors
- f. Consolidation of BOT & Alumni Assoc. Review [John A.]
 - 1) Ed R: Copies of AA & Foundation, and Mission provided to all.
 - 2) Ed Click: Background overview on the establishment and historical activities, dating back to 1970's. AMA Family owned school
 - 1970: 2nd association to support school.
 - 1999: tax exempt status with Association and Foundation, but once AMA closed, transitioned legally into Foundation.
 - 2001: Association was supposed to "fade away", with all aspects into the foundation.
 - Association then began oversight of Reunions and PX.
 - Believe one is needed to continue alumni support, protect \$ and functions; Foundation cannot direct reorganization, etc...
 - 3) General/Varied Comments:
 - Tom D: Disjointed in execution.
 - Ed R: covered in mission statement, as to why.
 - Tom D: Previous minutes discussing, not done formally
 - 4) Recommendation to form a committee to study this: Ed C/Gordon M/Gary Morrison
 - Steve T: Concerned with just three >> Rick Smail, Phil Bentley, Garry Granger??
 - Gordon & Ed C serve on AA, but all alumni serve on both!
 - Gordon: Areas for consideration would be under 501(c)3 limitations.
 - John A: Study should consider unity of effort and unity of command!
 - Jack W: (1) Love & loyalty embodied; (2) spot on with emotional comments: assess & review.
 - Ed R: Form committee (five) (due diligence) / Makeup of committee / Marching orders to discuss in January: Cover organization and legalities, and business advantages and disadvantages. [Gordon M, Ed C, Jack W, Gary M, John A]
- g. 2019 Reunion Financials & After Action Feedback [Tom D.]
 - 1) Tom D: Like to hear the results to get up to speed.
 - 2) Gary C: P&L will contain information.
 - 3) \$17,525 receipts / \$16,318 expenses: Profit of \$1,206. NOTE: audit Jan – Aug; Gordon M to identify.
 - 4) Silent Auction \$ went into Foundation, but Association "sees".

- h. *2020 Detailed (?) Reunion Plan [John A.]: DEFERRED to Alumni Association Meeting (following Trustee Foundation Meeting)*
- i. Fundraising Strategy / Update [Tom D.]
 - 1) Get fundraising strategy, letters and packets assembled
 - 2) Ed R: to occur this month, for mid-October distribution
 - 3) Brett T: class of 75-76 letters/memos/emails.
 - 4) John A: fundraising philosophy thoughts
- j. BOT Board Seats [Tom D.]
 - 1) One going to come open; Steve Traylor has not resigned > Gary C: "When" I get up to speed / no "baggage."
 - 2) Gordon: yes/no >> if/then!
 - 3) Tom D: Need a short list or Pat Neas (No); Larry Nicholson (good) or Jim Belcher
 - 4) Ref the absentee Board member > Ed R: she's not on the Board
 - 5) Clarification of current terms / Gordon M: need memo to re-elect.
- k. AMA "Posterity" Plans [B.J.]
 - 1) No action taken to enact a plan as such.
 - 2) Ed R: AMA Foundation business plans > copy to all.
- l. AMA Sports Hall of Fame 2020 Nominee "Call" [John A.]
 - 1) Provided copies of the Nominee and Selection Timeline.
 - 2) BJ will distribute with Oct Bayonet and put on line.
 - 3) Doug P: Good effort and methodology in execution.
- m. Museum Director Summer Update [John A.]
 - 1) Steve T: to be discussed during Alumni Association Meeting
- n. Gordon M: Video presentation at Chamber of Commerce
 - 1) BJ & Garry G: Concerned about not knowing anything about it.
 - 2) Great project, but in a vacuum.
- o. Future Informational Events:
 - 1) Ed R: Speak at the Waynesboro "Roundtable": Judges, lawyers, "movers and shakers".
 - 2) Jack W: Streams of Consciousness: Mathews County Rotary Club

Next Meeting: February 2020 (Date TBD) / **25 January 2020**

BOT Meeting Adjourned: 12:06PM: Ed R Moved, John A. seconded; Unanimous Approval.