

# The Minnesota Streetcar Museum

## MINUTES

Board of Directors Meeting  
Saturday, June 20, 2009  
George Isaacs Car barn – Minneapolis, Minnesota

**Board Members Present:** Dave French - Board Chair  
Aaron Isaacs - Vice Chair  
Scott Heiderich - Treasurer  
Jim Vaitkunas - Secretary  
Bob Johnson - Member  
Bob Bayers - Member

**Board Members Absent:** Darel Leipold

**Others:** Keith Anderson Clyde Hawkins  
John Prestholdt Rod Eaton

**Call to order.** 9:10 AM

**Approval of agenda.** Secretary Vaitkunas commented that he inserted the item regarding the purchase of the buffered spring switch into the agenda without realizing that the item should not properly be before the Board. The Operations Committee had previously decided to not install any spring switches at ESL and until that Committee decides to do that, the item before the Board was premature. Treasurer Heiderich objected stating that the item should remain on the agenda because he wants to discuss the issue. Vaitkunas didn't pursue the matter. The agenda will remain as presented. Approved by consensus.

**Approval of minutes of previous Board meetings.** Secretary Vaitkunas explained the reasons for having the minutes for four previous Board meetings that need final approval. These are the Board meetings that were held on 12/8/07, 3/8/08, 10/18/08, and 2/28/09. The board approved all four sets of minutes with no major changes by unanimous consent.

### **Treasurer's report.**

Approval of report to Minnesota Attorney General.

**Motion:** Made by Bob Bayers, 2<sup>nd</sup> by Aaron Isaacs.

That the MSM Board of Directors approves as to form and content the annual report to be submitted to the Minnesota Attorney General. Motion passed unanimously.

Treasurer Heiderich distributed copies of the cash balances report and made a brief presentation on the information shown in this report. In preparation for this Board meeting, Heiderich previously sent to all Board members more detailed financial reports as attachments to an e-mail.

Preliminary discussion on development of 2010 budget. Treasurer Heiderich stated that this can be done in a Board meeting later on after Labor Day. No action taken.

Discussion of transferring funds to repair No. 265's air compressor. By consensus, the Board agreed to take the money from unrestricted funds as necessary.

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Treasurer Heiderich discussed the pending issue of obtaining a new accountant to replace Russ Olson who is now 80+ years old and not in the best of health. After talking with Russ, Heiderich reported that Russ is still willing to do the work but that we should be thinking about getting a replacement for him. The Board agreed that Russ has been providing a valuable service to MSM for which we are extremely grateful.

Rod Eaton commented that we need to make sure that back-up copies of accounting files be kept in a place separate from Russ' home. These back-up files can be sent to either the Treasurer and/or Secretary either on a CD or could even be sent to an alternate site as an e-mail attachment. We should also keep these back-ups in the secured file cabinet in the Isaacs carbarn when that is installed. Treasurer Heiderich agreed and stated that he would follow-up with Russ on this.

**Confirmation of electronic votes conducted since the last Board meeting (if any).** No votes conducted by e-mail were taken since the last board meeting.

**Update on installation of water service into Isaacs carbarn and excavation of dirt from east side of Isaacs carbarn.** Keith Anderson gave us an update. It's taking a longer than expected because of the requirements placed upon the project by Minneapolis city departments. He has separated the excavation work from the building project and they accepted that premise. This simplifies the process somewhat. Aaron reported that Metro Building systems came out to survey the project and they will give us a cost estimate, but not a bid, for the building expansion part of the carbarn improvement project. This estimate will give us an idea on how big a fund raising program we'll need to have to get the building expanded.

**General Superintendent's report.**

Rod Eaton reports that we've had a good start to the season. Weather does have an impact on our ridership as witnessed by the great ridership numbers for May when the weather was good and not rainy.

Shop Foreman, John Prestholdt gave the Board a report on what happened to No. 265's air compressor. He stated that until they tear apart the bad unit they won't know what needs to be done to repair it and how much the repairs will cost.

ESL Superintendent, Bob Johnson reported in the recent trolley wire break. Bob reported that the break was fixed quickly and the line is back in operation.

Rod Eaton reported that the first PJ party trolley we conducted in cooperation with Wild Rumpus book store in Linden Hills was sold out several days prior to the event. The cooperation between MSM and Wild Rumpus was great and they were very pleased with this initial event with MSM. Rod reported that Wild Rumpus did most of the promotional work but they don't get any of the revenue. He talked about buying the milk & cookies--for the July event we'll buy them locally. There was a problem with our operators giving bad info on the PJ party trolley to some passengers. Rod said he'll have a short item for the July ops newsletter.

Rod reported that the closing times listed on the info signs around the Linden Hills station and at the north platform will be changed from "dusk" to 8:30 PM. Ken Albrecht has a way of doing that.

Clyde Hawkins provided an update on training: 8 people in revenue training; 3 additional that will finish in a week or two; and, within the last week or two there are 3-4 others that have expressed an interest in becoming Operators.

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ESL Superintendent Bob Johnson reported on a very successful cooperative charter run with Excelsior's Bayview event center and the Old Log Theater. Sixty (60) people were involved.

**Change of Museum mailing address to Edina post office.**

Dave French discussed this proposal. After description of the situation, Dave stated that we will keep it the way it is now and he gave his reasons for his decision. Dave said he'd be the designated person to check the mail twice each week.

Scott Heiderich talked about his feelings about not being able to pick-up the mail. While Heiderich stated that he understands the general reasons for having separate people pick up and distribute the mail, that it's generally accepted internal controls, etc., he still feels that his honesty is being questioned by this policy. Chair French and several others then commented that this policy in no way reflects on the integrity of Heiderich. This is just the correct way that we should conduct business.

**Discussion of purchase of buffered spring switch mechanism for CHSL.**

Motion to not discuss this item and refer this proposal to the Operations Committee by Aaron Isaacs did not receive a second. Motion dies for lack of a 2<sup>nd</sup>. Scott Heiderich then gave the Board an update on where we are regarding fabricating a spring switch mechanism locally at much less cost than the commercially manufactured mechanisms that are available. Ken Albrecht knows of a source at Foster Rail that might be less expensive. They are like the ones we have now. Nothing further was done. Operations Committee will follow-up with the Chief Engineer on the issue.

**Approval of Conflict of Interest, Whistle Blower and Document Retention and Destruction policies.**

Secretary Vaitkunas gave the Board a brief overview on the reasons we need to institute these policies. He also stated that they were sent to all Board members for review and approval several weeks ago. After a brief discussion, the following motion was made.

**Motion:** Made by Scott Heiderich, 2<sup>nd</sup> by Aaron Isaacs.

That the MSM Board of Directors approves the following policies as drafted: Conflict of Interest; Whistle Blower; and, Document Retention and Destruction. Carried unanimously.

**Appointment of Board Member to replace Louis Hoffman.**

Dave French reported that he has asked Mike Helde to be on the Board. Mike is younger, is a dedicated member and has some good, fresh ideas. Mike's response was that he will consider it. We'll have to wait on Mike's decision. Vaitkunas commented that the term for this Board member will be only through the next annual meeting which will be sometime in March, 2010.

Rod Eaton then commented that our Board of Directors is not organized well because we're all museum members and volunteers, and except for one person, we are all involved in the day-to-day ops of the museum. We need an outside perspective and more community participation. Also during our Board meetings we get involved in issues that are beyond the scope of what a Board of Directors should be doing. Our committees and officers should be making the decisions that the Board ends up making. Rod commented that he's been involved in other non-profits and he said that we should have an outside perspective.

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**Appointment of representative to the Association of Railway Museums annual meeting in September 2009.** Jim Vaitkunas was appointed as the Museum's representative by unanimous consent.

**Other business.**

Bob Bayers lost his brother 2 weeks ago. Bob described discussion relative to Lakewood cemetery plots near the gate adjacent to our Lake Calhoun platform. Aaron related the current situation with the Glenwood Park shelter. The Park board says that the shelter will go at the end of the track as a compromise with Lakewood. We will be signing a memo of agreement soon. Platform to be built may be a problem.

Scott Heiderich raised the issue of safety of ESL track. Dave didn't think about closing ESL. Bob Johnson commented about the training of our people but he doesn't see any need to shut the museum down.

Discussion was started by Rod Eaton relative to a comment made by someone that our Museum is more of an amusement park ride than a Museum. Rod stated that this was a valid issue that the board should discuss in depth as some point. We need to make our Museum more educational. Scott Heiderich commented that maybe our end of line talks can be expanded somewhat to be more relevant with more history content than it is now. Several commented on the basic research done by some of our volunteers regarding the life of a typical person in, for example, 1910. This would be a good discussion for a future winter planning meeting.

Chair French commented that maybe we should discuss the current Museum organization chart focusing on the vacancies shown on the current issue. Since none of the Board members had a chance to review the current org chart, all agreed that this issue should be deferred to the next Board meeting.

**Determine date of Next meeting:** Sometime in September. Vaitkunas will poll the board to pick a good date around early august.

Adjournment. 11:15 AM.

*James A. Vaitkunas*

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*Secretary*