**JOURNEY THROUGH HALLOWED GROUND PARTNERSHIP**

**BOARD OF TRUSTEES MEETING**

**HELD AT**

Offices of SunBridge Capital

5425 Wisconsin Avenue

Suite 701

Chevy Chase, MD 20815

301-634-1901

November 9, 2018

10:00 a.m.

**BUSINESS MEETING MINUTES**

Members attending: JTHG Team attending:

Chairman Chuck Ledsinger Bill Sellers

Treasurer Chris Miller Michelle Burrelli

Secretary Jim Campi (via phone) Katherine Wilkins

Gertraud Hechl (via phone) Laura Lake

Elizabeth Merritt Penny Williams

Jim Moorman

Chris Wall (via phone) Also Attending:

David Williams Brent Glass

Hilary Strimple

Charlotte Bonini

Chair Ledsinger called the meeting to order at 10:10 am.

* Notice of meeting confirmed
* Quorum confirmed

**Governance and Nominating**

**Motion:** To approve the minutes of the following 2018 Board meetings:

* + April 6, 2018 phone meeting
  + June 13, 2018 phone meeting
  + August 27, 2018 phone meeting
  + September 18, 2018 phone meeting
  + October 8, 2018 phone meeting

MOTION BY: David Williams

SECONDED BY: Chris Miller

NONE BEING OPPOSED, THE MOTION CARRIED

**Motion:** To nominate the following slate of officers for 2019:

* Chair: Chuck Ledsinger
* Vice Chair: Kathleen Kilpatrick
* Treasurer: Chris Miller
* Secretary: Jim Campi
  + Assistant Secretary: Michelle Burrelli

MOTION BY: Jim Moorman

SECONDED BY: David Williams

NONE BEING OPPOSED, THE MOTION CARRIED

**Motion:** To revise the Bylaws of the Journey Through Hallowed Ground in the following ways:

* To change the address of the Registered Office for the Journey Through Hallowed Ground in ***Section 1.1 Registered Office*** of the Bylaws to the current address at 15481 Second Street, Waterford, Virginia 20197.
* To amend ***Section 6.2 Number*** to reduce the minimum number of Trustees from (10) ten to (7) seven.
* To amend ***Sections 6.402 and 6.404*** of the Bylaws to extend the term limits of Trustees in from 2, 3-year terms to 3, 3-year terms and to remove contradiction and obsolete language.
* To amend ***Section 6.404*** to state that Former Trustees are eligible to re-join the Board after one year off the Board.
* To amend Section ***6.7 Trustee Meetings*** of the Bylaws to include the State of West Virginia and the District of Columbia as approved locations for official meetings of the Board of Trustees.
* To amend ***Section 6.704 Conduct of Meeting*** to include that all meetings will be presided over by the Chair OR the Chair’s designee in the absence of the Chair.
* To amend ***Section 6.8 Compensation*** to state “The trustees shall serve without compensation unless the board agrees otherwise. Subject to that proviso, …”
* To amend ***Section 7.2 Election and Appointment of Officers*** to state that “A past Chair, serving as a member of the Board may serve as a voting member of the Executive Committee, at the pleasure of the Board” and to make the same conforming change in ***Section 8.1 Executive Committee***.
* To update ***Section 7.4 The President*** to correct grammatical errors.
* To amend ***Section 8.1 Executive Committee*** of the Bylaws to remove the Chairs of the Education Committee, the Destination Marketing Committee, the Land Use Committee and the Transportation and Community Design Committees from the Executive Committee, and to add the immediate past Chair of the Board, who may serve as a voting member of the Executive Committee, at the pleasure of the Board.
* To approve the following changes to **Article VIII Committees** of the Bylaws:
* Section 8.3 Nominating Committee – Strike the word “elected.”
* ***Section 8.5*** - To rename ***The Destination Marketing Committee*** as ***Heritage Tourism Committee*** and redefine the committee.
* ***Section 8.6*** - To rename the ***Land Use, Transportation and Community Design Committee*** as ***Preservation/Conservation Committee*** and redefine the Committee.
* ***Section 8.7*** – To redefine the Education Committee.
* To remove ***Section 8.8 Living Legacy Tree Planting Committee.***
* To remove ***Section 8.9 Council of Elected Officials***
* To approve the change of the term “Chairman” to “Chair” and the term “Director” to “Trustee” universally in the Bylaws.

MOTION BY: Jim Moorman

SECONDED BY: Chris Miller

NONE BEING OPPOSED, THE MOTION CARRIED

**Motion:**

* To elect the following Trustees to the Board for 2019:

Election of Trustees to second 3-year term

* Peter Friedman
* Gertraud Hechl
* Chris Wall

Election of Trustee to third 3-year term

* Elizabeth Merritt
* To elect Jim Moorman, who has served 3, 3-year terms, as Trustee Emeritus.
* To elect David Williams, former Chairman, to the Executive Committee:

MOTION BY: Chris Miller

SECONDED BY: Jim Moorman

NONE BEING OPPOSED, THE MOTION CARRIED

Chair Ledsinger stated that his preference is to have a smaller board. Mr. Sellers recommends thinking about diversity, skills and expertise as we recruit new members.

Chairman Ledsinger asked Ms. Burrelli to distribute proof of D&O insurance coverage digitally to the Board of Trustees.

Chairman Ledsinger read the following Resolution in Honor of Chair Stuart Haney, and asked that it be printed and framed for presentation.

**IN RECOGNITION OF DISTINGUISHED SERVICE AND LEADERSHIP, THE**

**JOURNEY THROUGH HALLOWED GROUND BOARD OF TRUSTEES**

**PRESENTS THIS RESOLUTION IN HONOR OF STUART A. HANEY**

WHEREAS, Stuart Haney has faithfully and with honor, integrity and great distinction served as a member of the Journey Through Hallowed Ground Board of Trustees since December 7, 2012;

WHEREAS, Stuart Haney has provided outstanding leadership and guidance to the Journey Through Hallowed Ground;

WHEREAS, in 2015, Stuart Haney served as Acting President and Chief Executive Officer and skillfully and gracefully led the Journey Through Hallowed Ground staff through the leadership transition;

WHEREAS, Stuart Haney has faithfully and with honor, integrity and great distinction served as the Chair of the Board of Trustees for the last two years;

WHEREAS, Stuart Haney has always been mindful of the partners of the Journey Through Hallowed Ground and has worked tirelessly to advance their interests;

WHEREAS, Stuart Haney has been extraordinarily committed to supporting history and civics education in the United States and provided singular leadership for the founding of the National History Academy and the recruitment and creation of its first class in the summer of 2018;

THEREFORE, BE IT RESOLVED that the Journey Through Hallowed Ground Board of Trustees formally acknowledges and extends its profound appreciation to Stuart Haney for his many years of service to the Journey Through Hallowed Ground and to the establishment of the National History Academy.

BE IT FURTHER RESOLVED that Stuart Haney will be forever known as the “Founding Chair of National History Academy”.

BE IT FURTHER RESOLVED that this Resolution be permanently made part of the minutes of the Journey Through Hallowed Ground.

Approved on this Ninth day of November, Two Thousand and Eighteen.

Journey Through Hallowed Ground Board of Trustees

The Resolution was unanimously agreed upon by the Board of Trustees.

**Financial Discussion**

Mr. Miller is impressed with the accuracy and summary of the financial statement distributed by Ms. Williams.

Ms. Williams began her presentation by pointing out that accounting rules for nonprofits and the recognition of income is confusing, so we need to delve into these financial documents to get a complete picture of the organization’s current financial situation.

Ms. Williams discussed how to account for large gifts, and whether they should be considered pledges or intents. Mr. Miller stated that when PEC receives a multi-year grant, they account for it as deferred revenue.

Mr. Miller also discussed how the Board might support the organization in unrestricted fundraising. He said JTHG should consider asking the partners how they can support us, and also provide an update to partners so they understand what was accomplished with the National History Academy over the summer.

While discussing the Living Legacy restricted funds, Past Chair Williams asked what the restricted funds for Living Legacy currently cover. Mr. Sellers responded that the funds cover maintenance or replacement of trees. Ms. Burrelli said we should consider putting a time limit on JTHG’s duty to replace trees, for example two years. Past Chair Williams said a replacement of the trees within two years seems reasonable.

Mr. Miller discussed the expectation that JTHG was creating a stewardship fund with donations received for the Living Legacy Tree Planting Project. Mr. Miller said the $20,000 currently in restricted funds is a reasonable amount for a fund.

Ms. Bonini joined the meeting to discuss the sale of the Tin Shop building in Waterford. There has been interest, but there are also challenges because as a residence, it would need a full bathroom. As a coffee shop or similar business, it would need 20 paved parking spaces. Ms. Bonini also discussed the recent price reduction, and the amount of traffic.

Past Chair Williams asked where the staff will work from if we close the office. Mr. Sellers stated that we would work remotely. Mr. Miller suggested we collaborate on a space since PEC is also looking for office space in Leesburg.

On Restricted funds, Mr. Miller said that he thought we might be able to substantiate the release $23,000 of the NEH OBF funds (the half related to the NEH revenue that had been certified) .

**Motion:** To adopt the 2019 Journey Through Hallowed Ground Budget as proposed.

MOTION BY: David Williams

SECONDED BY: Chris Miller

NONE BEING OPPOSED, THE MOTION CARRIED

**Motion:** To approve Section 125 of the Premium Only Plan (POP) to allow Anthem health coverage to be tax-deductible for Journey Through Hallowed Ground employees.

MOTION BY: Chris Miller

SECONDED BY: David Williams

NONE BEING OPPOSED, THE MOTION CARRIED

**Program Updates**

Mr. Miller stated that we should be using the Board more aggressively to advertise the camp programs. Many of the people in the room could facilitate introductions to the headmasters at many private schools.

Mr. Sellers provided an update on the Rt. 15 issue, stating that the Loudoun County Board of Supervisors voted in favor of the widening. Ms. Merritt spoke to the collaboration with the Southern Environmental Law Center, the Piedmont Environmental Council, the Catoctin Coalition, and the Coalition for Smarter Growth. This coalition is working to trigger Section 106 with the Army Corps of Engineers, who have jurisdiction over many of the river and stream crossings that will be affected. Mr. Miller talked about the parallels with this project and the Prince William County developments that used private funds to avoid the Section 106 review process. Mr. Sellers was happy to report that this initiative has revived the preservation/conservation portion of the mission of JTHG. Ms. Merritt spoke to the great opportunity for collaboration this has provided.

Mr. Sellers asked whether we should create a white paper outlining the skills each of the organizations bring to the coalition. Mr. Miller said our efforts are not duplicative - the Journey is the national voice for these efforts. Ms. Merritt said this is something new for JTHG – to take this leadership in advocacy. Mr. Miller said donors want to know the partnership is working effectively, and not who is in the lead. Mr. Williams stated that JTHG is the convener of partners.

**Fundraising**

Mr. Sellers would like to see the National History Academy become self-sufficient. Ultimately, we would like to use a portion of the National Heritage Area money for grants to partner organizations.

Mr. Glass gave an update on his consulting. This Academy is one of the best examples of history education he has seen in terms of both the impact and the quality. One of the outcomes we hoped for was a commitment to historic preservation. The Rt 15 issue could be a part of the curriculum.

Mr. Sellers discussed the future of the Academy, and the urgent need for fundraising. Mr. Glass said the role of the Board is to help open doors to potential funders. Mr. Ledsinger said it would be helpful to put the “ask” on paper in the hands of the Board so they know how to help.

Mr. Miller said if we are looking to a local base, there is nothing local left in the case for support. There needs to be mention of preservation/conservation and how it fits into the curriculum. If it isn’t intentional, we need to correct it. Mr. Moorman agrees.

Mr. Ledsinger said we need to figure out how to meld the local support with the national audience.

**Other Business**

Proposed 2019 schedule of meetings.

* February 2019 (in person)
* May 2019 (in person)
* October 2019 (in person)
* Phone meetings s necessary

Mr. Williams wished to thank Mr. Moorman for his many years of service and friendship.

**Motion:** To adjourn the meeting.

MOTION BY: Chris Miller

SECONDED BY: Jim Moorman

NONE BEING OPPOSED, THE MOTION CARRIED

The meeting adjourned at 1:45 pm.

**I certify that the above represents the relevant minutes of the Board of Trustees meeting:**

Jim Campi, JTHG Board Secretary