**MINUTES**

**Full Board Meeting**

 **August 12, 2015**

**Historical Society of Central Florida Board of Directors**

**Mark Line**, President

Retired

**Andrew Finkelstein**,

Chairman of the Board

Greenberg Traurig, P.A.

**Barry Griffiths**, Treasurer

Seaside National Bank & Trust

**Carolyn Martin**, Secretary

Visit Orlando

**Thomas Cloud** (Legal Counsel)

GrayRobinson, P.A.

**Paul Allen**

Saltmarsh, Cleaveland and Gund

**Jody Burttram**

Harbinger Capital Advisors LLC

**Frank Cover**

JPMorgan Chase

**D. Michael Driscoll**

Corporate Synergies Group

**Carolyn Fennell**

Greater Orlando Aviation Authority

**Nancy Gidusko**

Walt Disney World Company

**Chris Harne**

Killgore, Pearlman, Stamp, Ornstein & Squires, P.A.

**Jeff Jakubik**

Orlando Federal Credit Union

**Mark Jones**

Orlando Health

**Luis Martinez Fernandez**, Ph.D.

University of Central Florida

**Peter Reinert**

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

**Kyle Shephard**

City of Orlando

President Mark Line called the meeting to order at 4:05 p.m. President Line welcomed everyone, and formerly introduced Attorney Justine Thompson Cowan, who is in attendance to assist us with our Board Policies and Procedures.

**Board Members Present:**  Paul Allen, Jody Burttram, Thomas Cloud, Frank Cover, Jr., D. Michael Driscoll, Andrew Finkelstein, Barry Griffiths, Chris Harne, Jeff Jakubik, Mark Line, Luis Martinez-Fernandez and Kyle Shephard

**Guest:** Justine Thompson Cowan, Esq., Cowan Consulting for Nonprofits, PLLC

**Staff Present:** Jessie Allen, Annelizabeth Atie, Samil Baker, Susan Omoto, Michael Perkins, Kimberlee Riley, Donna Spence and Pauline Thompson Lee

**Approval of the Minutes**

President Mark Line presented the Full Board Meeting Minutes for April 8, 2015. **The motion was made by Paul Allen and seconded by Jeff Jakubik to approve April 8, 2015 Board Meeting Minutes. Motion carried.**

**Financials**

Treasurer Barry Griffiths presented the detailed report of the Financial Statements ending June 30, 2015. He reported on the actual versus what was budgeted and reported that our profits are favorable. **The motion was made by D. Michael Driscoll and seconded by Frank Cover to receive the Financial Statements ending June 30, 2015**. **Motion carried.**

**Nominating Committee Report**

Mr. Frank Cover gave a detailed report about the nominating committee. He requested that each member should forward at least two names of people who would be interested in joining the Board.

**Legal Counsel Report**

Attorney Justine Cowan clarified the Board Policies and Procedures, which includes being in compliance with the Sunshine Law and Bylaws. The Society works with the County under an Operating Agreement and there are certain aspects of the Society not subject to Sunshine Law. Other important topic of discussion included Conflict of Interest, HR, Fundraising and Investment Policies. Discussion took place about the consistency of policies and the confidentiality policy and ethical practices were highlighted. At the next Board meeting there will be a new Matrix in place. The floor was opened for questions and answers and then the following action items were approved.

**The motion was made by Andrew Finkelstein and seconded by Jody Burttram to approve the amended Bylaws for the Historical Society of Central Florida as proposed for adoption, typographical and formatting corrections notwithstanding. Motion carried.**

Full Board Meeting Minutes

August 12, 2015

Page 2

**The motion was made by Andrew Finkelstein and seconded by Chris Harne to approve the amended and restated Articles of Incorporation as proposed for adoption, typographical and formatting corrections notwithstanding. Motion carried.**

**The motion was made by Andrew Finkelstein and seconded by Frank Cover to approve the amended Conflict of Interest Policy for the Historical Society of Central Florida as proposed for adoption, typographical and formatting corrections notwithstanding. Motion carried.**

**The motion was made by Andrew Finkelstein and seconded by Jody Burttram to approve the Employee Handbook for the Historical Society of Central Florida as proposed for adoption, typographical and formatting corrections notwithstanding. Motion carried.**

The Draft Addendum – Fund Development Policies report was distributed. **The motion was made by Andrew Finkelstein and seconded by Thomas Cloud to approve the amended Fund Development Policies Manual for the Historical Society of Central Florida as proposed for adoption, typographical and formatting corrections notwithstanding. Motion carried.**

**The motion was made by Andrew Finkelstein and seconded by Paul Allen to approve the amended Investment Policy for the Historical Society of Central Florida as proposed for adoption, typographical and formatting corrections notwithstanding. Motion carried.**

Attorney Justine Cowan reported that Orlando Remembered Committee will be set up as a separate 501 3(c) organization. An operating agreement will also be in place.

**Executive Director’s Report**

Executive Director, Michael Perkins presented his detailed report. He reported that a two-year contract agreement was signed with a marketing firm and we will have an improved website by the middle of September. The Audit of the History Center has been completed and the findings were favorable. Discussion of upcoming events included WORJ: Townhall for the Counter Culture, August 20, 2015. The John Young History Maker event is tentatively scheduled for April 7, 2016 and the honoree will be Harris Rosen.

Mr. Perkins gave a detailed report on the Exhibit RFP. He thanked Mr. Chris Harne, Chair of the Exhibits Committee for his assistance with this project. Mr. Perkins also thanked Mr. Jessie Allen who is working on the funding agreement. **The motion was made by Andrew Finkelstein and seconded by Thomas Cloud, to authorize the expenditure of up to $250,000 of the Historical Society reserve funds to contract with Gerard Hillferty and Associates for the first phase of the master plan and exhibit design. Motion carried.**

 **Adjourn**

**The motion was made by Andrew Finkelstein and seconded by Paul Allen to adjourn the meeting at 5:30 p.m. Motion carried.**

Pauline Thompson Lee, Recording Secretary

Approved as Read:

Date: