**TAAA Board of Directors Meeting Minutes: May 10, 2023**

The teleconference Zoom Board meeting was called to order at 6:33 PM, M. Smith, President, presiding. Board members present: D. Smith, Vice President; B. Whitehead, Treasurer; R. Reynolds, Secretary and Members-at-Large J. Kalas, G. Gomez and D. Rossetter as well as TAAA Members: John Mead, Jim Knoll, Ed Foley.

**Approval of Minutes:**

* A misspelling of John Kalas’ name was noted and minutes were amended.
* A motion was made by B. Whitehead to approve the April 12, 2023 Board minutes as amended. Motion was seconded by D. Smith. There was no discussion and the motion passed 7-0.

**President’s Report**:

* Ralph Means has resigned as TIMPA Director position but not the responsibility for the loaner program. The TIMPA Planning Group will be meeting to generate new position descriptions and recommendations.
* The President thanked the departing Board member, Gus Gomez, and welcomed the newly elected Board members to the Board.
* The President will send out conflict of interest forms to all Board members for the upcoming Board.
* Bob Rose has appointed as CAC Assistant Director and Bernie Stinger has designated as an approved TAAA media contact.

**The New 32” DFM Telescope Donation**:

* As a part of the Treasurer’s report, a presentation was made on the recent offer to donate a research grade 32” DFM Engineering telescope and 16’ Ash Dome to the TAAA. The history, situation and specifications of the telescope were reviewed in some detail including a request by the donor to have the equipment removed from his facility by July 31. This was followed by a motion by R. Reynolds that TAAA accept the donation of these 2 items. The motion was seconded by J. Kalas.
* Discussion began with concerns over the timeline for the donation. It was then noted that planning of shipping logistics have already begun including volunteer contributions of both transportation and storage. Discussion of optical train and control systems were covered to the extent details were known. Conversation then turned to the costs of getting the scope to CAC. Estimates of $5-10k were speculated to cover truck, fork lift and packing costs. It was noted that TAAA will most likely need to hire a DFM individual to supervise disassembly, packing and loading. It was suggested that we consult Mark Trueblood for potential partners/users/buyers. Project leadership was discussed and Ed Foley made the observation that he will be free after the GttG facility completion and offered his services. Bob Rose’s name was also suggested as was the development of a project team for utilization of the scope.
* A brief discussion occurred over whether the question of acceptance of this telescope should be put to the membership and the potential benefits to the membership. The conversation was inconclusive and deferred to later debate addressing usage of the telescope.
* As a result of discussion of transport costs, the motion was amended to include approval of costs to move the telescope to TAAA storage. In addition, the motion was amended to include the source of these funds which will be the General Reserve Fund and the General Reserve Fund will be paid back from CAC activities.
* The motion and second were amended and the motion passed 5-0 with 2 abstentions.

**Treasurers Report**:

* The Treasurer reported that TAAA received 3 offers for liability insurance. However, only 2 bids were considered competitive. The remaining 2 bids for $3m in liability were reviewed at the line item level however no motions were put forward in order to defer final approval to new Board and allow for more time for detailed discussions on coverage options available. Overall, liability insurance cost will rise by approximately $1,000.
* Property coverage has also increased due to significant increase in facilities needing coverage. In addition, some bids priced equipment specific riders that also increased the proposed costs. Overall, liability insurance cost will rise by approximately $700.
* Still waiting for 3rd bid for DnO insurance. Overall, liability insurance cost will rise by approximately $1,000.
* The Treasurer agreed to send Board members a summary of the insurance bids and options before the next Board meeting.
* The Treasurer then walked the Board through the proposed 2023/24 budget detail. The majority of the budget dollars were the previously reviewed CAC and insurance detail. Additional traditional items for apparel, computers, education, outreach, TIMPA, etc were also covered. Overall net revenue was projected at ~$27k.
* Barbara Whitehead made a motion to accept the Budget as reviewed with the Board. Motion was seconded by D. Rossetter. Motion passed with a vote of 7-0.
* Highlights of the Revised Statement of Financial Position were reviewed. Net assets totaled ~$1,338,000. The Learning Center cash account continued to be drawn down due to construction progress.
* Cash balances of $290,000 have been moved to Fidelity and Raymond James and placed into interest bearing money funds. Total available cash is approximately $358,700. It was noted that another progress payment of $30k is likely due very soon for the MOP.
* Recent general donations were transferred to the GTTG capital account with no additions to the TIMPA 16 account.
* The TIMPA 16 account donations increased by $1,250 in the month of March.
* YTD gross profit is $395,709 which is significantly over budget due primarily to the receipt of MOP lessee payments. YTD operating expenses are running extremely close to budget.
* D. Smith made a motion to accept the Treasurer’s Report which was seconded by B. Reynolds. The motion passed 7-0.

**Review of GTTG Financial Status**:

* A motion was made by R. Reynolds that the Board approve all remaining unapproved scope and provide the balance of the needed $15k from TAAA/CAC general funds. D. Smith provided a second to the motion. A long discussion occurred about future CAC activity paying back $10,000 to TAAA general accounts. The motion was then amended to require the CAC operating budget for the upcoming fiscal year to include CAC reimbursement of $10k to TAAA. The amended motion passed 5-1.

**Waiver Language**:

* A motion was made by R. Reynolds to accept the Assumption of Risk and Release for non-members sent to the Board members by D. Rossetter. The motion was seconded by B. Whitehead. The motion was passed by a vote of 7-0.

**Position Description for TIMPA Facility Caretaker**:

* There was a discussion of whether the position description was detailed enough. However, there was a second page that provided additional detail and answered most prior questions with the exception of custody of site keys. It was clarified that the proposed Caretaker would have custody of the site keys. A motion was made by M. Smith to approve the proposed description and seconded by D. Smith. The motion was approved by a vote of 7-0.

**New Business**:

* It was clarified that $3,000 of equipment sales as well as $3,000 have been included in the TIMPA 16 project in the recently approved budget. Therefore, no further motions were necessary until $3,000 of equipment sales have been reached.

A motion was put forward by D. Smith to adjourn the meeting which was seconded by B. Reynolds. The motion was approved 7-0 and the Board meeting adjourned at 8:43 pm.