**Virginia Archaeology Charitable Trust Board meeting minutes**

**February 12, 2021, 1:00 PM**

**Virtual Meeting via Zoom**

In attendance: Mike Barber, Dave Brown, Tom Cutherberson, Randy Lichetenberger, Chris McDaid, Karen McIlvoy, Carole Nash, Crystal O’Connor, Jolene Smith

Randy Licthenberger called meeting to order at 1:03 PM.

1. Review organization of BOD (Randy Lichtenberger)
   1. Randy said that in August 2019, we finalized the bylaws, and the bylaws say the BOD are to serve two-year terms. One half would be a one-year term, and one half would be a two year term, renewable up to two years. Those terms would have expired in August 2020.
   2. Randy said that the Board is made up of four people representing COVA, four for ASV, and four members at large. The Board can reappoint members at large. He said the presidents of COVA and ASV will have to reappoint the other folks.
   3. Randy said that people in attendance at this meeting will have renewed for a two year term as of August 2020. Those not in attendance will renew next year.
   4. Chris said ASV and COVA could alternate years when their members would switch off.
   5. Carole asked if officers have the same term of service as members of the Board.
      1. Randy replied yes.
   6. Randy said that the Treasurer and Media Coordinator positions are at-large.
   7. Randy will assign people whether they’re in a first or second year of their term.
2. Form Executive Committee (Officers plus one director) per bylaws (Randy Lichtenberger)
   1. The Executive Committee consists of officers and one other Board members.
   2. Chris McDaid said he will be the representative from ASV.
3. Official records of the corporation to be kept by the secretary
   1. Randy asked whether VACT’s official records could be all digital records.
      1. Jolene responded that it’s legal to have electronic records so as long as you don’t lose them. She also said to be consistent with anything that requires a signature.
      2. Carole said to make sure to migrate the minutes so that they’re accessible.
   2. Randy said that we should post the minutes to the website but we’d need to redact the addresses of the Board members.
   3. Jolene asked for a list of things to post on the website so she could plan for a design.
   4. Randy said that all of the supporting documents for the IRS filing for 501c3 should be on the website, too. He’ll get all of the documents to Crystal who will coordinate with Jolene.
4. Set the annual meeting
   1. Randy said that he would like to continue to do the annual meeting virtually. According to our by-laws, the terms of the BODs start at the annual meeting and in some cases January 1. He said that we could start in August since that was the first meeting.
      1. Chris asked if the by-laws would allow for that. Randy wasn’t sure but said he’d double-check.
   2. Carole said Virginia policy recognizes that organizations can meet virtually and that there has been a policy change to account for this fact.
   3. Randy said that the second Friday in August will be the annual meeting but that we can change it going forward, if needed. Accordingly, the next meeting will be Friday, August 13 at 1 PM.
5. Obtain BOD insurance per bylaws (Randy Lichtenberger)
   1. Randy said that VACT’s by-laws state that we’ll obtain liability insurance for the Board of Directors. He asked where we would go for this and asked Karen to report on the VACT current finances to figure out if we have money to pay for it.
6. Review financial affairs, tax filings (Karen McIlvoy)
   1. Karen reported that VACT has $135.65 in the bank account and that there hasn’t been a lot of activity in the past six months. The only expense we’ve had in the last six months is that we’ve asked to renew the Virginia State Corporation Commission ($25) and reclaim the web posting service. They were giving us a year for free so we don’t have to pay them for this upcoming year.
   2. Randy said that we’ve paid for a lifetime tech support from Ignition Deck, so going forward we should have a couple hundred dollars a year in expenses unless we add more things.
   3. Randy doesn’t know what BOD insurance costs. Carole said that it’s not a large amount, as ASV just purchased it. She said that Carl Fisher worked on it and recently shared the info with Eleanor [Breen] for COVA. Mike Barber said that Carl negotiated and got it to be half of the cost it was.
   4. Jolene said that a $0 invoice was for the domain name, no charge, but we will be getting $50 web hosting for the year.
   5. Randy said that Mike [Barber] will send us the amount for ASV.
   6. Karen said that she had some trouble last year filing VACT taxes and asked if anyone had any experience filing taxes for a 501c3. Carole said that Carl [Fisher] filed ASV taxes for years but now Lisa Jordan would be doing it and offered to help. Randy said that Karen will coordinate with Carole and reach out to ASV for additional help.
7. Review state of website and software (Jolene Smith)
   1. Jolene said that she will send a support request for help. The total amount raised is showing, which is a random small increment off of what it should be that she can’t control. She said that the issue seems to be bundled into the Ignition Deck, so she’ll reach out to them to see if it has to do with the money collection.
   2. Randy said that we’re able to collect donations, and Alexandria got the amount they expected. Jolene said that Fairfield reported good outcomes and Alexandria. Randy said that we won’t be adding new projects before we solve this problem.
   3. Jolene said she’d continued to flesh out instructions for folks adding in new projects.
8. Set short and medium range goals for adding projects
   1. Jolene said that Dane just responded about his stable isotope project and that he’s still on deck.
   2. Jolene said that any application would go to the Board for a consensus vote to post the project online. The tester projects worked, and things are functional, so we should revisit the workflow (Board vote, then post).
      1. Randy replied that he revisited by-laws, and he left them intentionally vague so that a committee on the Board would approve for posting. The Executive committee would review new projects and ask by majority vote to add to the site. Mike said that it would streamline it and make it work better. Randy said let’s give that a shot for now. We won’t be overwhelmed with projects, as just a few at a time that come through.
      2. Randy said that people fill out the web application, which goes to Jolene and Randy. Jolene would prefer if Randy would forward it on or would set it up so that the rest of the Board would receive the application. Randy said that he’d pass it on to the Executive Committee.
   3. Carole asked if on the application online there is a box to describe the Virginia component and whether it just requires a statement saying “I’m working in ‘x’ county.” She suggested flushing out in the project guidelines more how the project relates to Virginia archaeology. Randy replied that we don’t want to have people doing work in another state. Carole said that the word “component” has many meanings to an archaeologist but that otherwise, the application looks great. Randy said that in non-archaeological language, component means the part of your project that involves Virginia. If it’s a site in Virginia, that’s a standalone that qualifies. Sometimes you get projects that are regional and said that that part of the application might need to be explained better.
   4. Randy asked for suggested projects of if anyone knew someone who might have a project.
9. Project promotional goals
   1. Chris asked if we have some sort of promotional or strategic communications plan to let people know that VACT is up and running and is a viable source for them to use.
      1. Mike said that they can put something in the ASV newsletter. Crystal said COVA could put it in their newsletter and mention it at the meeting.
   2. Randy said we have proof of concept and can start having people get their projects lined up. He said that just having a couple hundred bucks from Alexandria, we now have money in our bank account.
   3. Randy said that Tom can promote more broadly through our social media platforms. He worked to promote Alexandria but also that we haven’t done any continuous promotion of the Trust.
   4. Chris asked if the Virginia Association of Museums would be someone we could talk to since a lot of their members are 501c3s.
      1. Randy replied yes, others might include Preservation Virginia and others in the preservation community.
   5. Randy said he would talk to Tom about putting together a press release that we can distribute. We can use that as the basis to send to Preservation Virginia and VAM.
   6. Carole said that it would be nice if we’d have well-designed flyer to distribute that is downloadable, succinct, and nicely designed.
      1. Chris asked what are the four or five points that everybody who is advocating for the Trust should work into conversations? We need a consistent pitch. What are the talking points? It exists, it works, and we’re looking for people to use it.
      2. Tom suggested including information about eligibility, as there are restrictions on what projects are accepted.
      3. Tom said that social media will be our best option, especially over the next year. I’ll need some sort of concise message that we’re trying to send in the post and advertisements. He can schedule more advertisements but would like clear objectives on what he needs to be posting to pump them out faster and more consistently.
      4. Randy said that he would take a stab at a draft, will circulate by email, and send to Tom once we’re happy with it to get on to social media.
10. Set next BOD meeting
    1. Crystal asked if there were any additional meetings required other than the annual meeting. Randy replied no.
    2. Randy said that the President or two Board members can call a meeting and that unless more projects come in, we typically don’t have a lot of business to talk about.
    3. Tom asked if we’ve reached out to University programs or organizations trying to pull in PhD students for projects. Randy replied not in any organized way.
       1. Carole said that we set up the requirements so you have to go through a 501c3, and that’s not how universities are set up. In other words, students would have to find a non-profit to go through.
       2. Carole asked if there is a larger network that VACT could get into. Tom said that there are a lot of active archaeologists on Twitter and Facebook groups, but that otherwise it’s national organizations like AIA, SHA, SAA. How many actually operate in Virginia is another question. Chris said that Friends of Fairfax County is a 501c3, and they might be part of the kind of network Carole is talking about. He also mentioned Fairfield. Tom said he would ask John Mullen.
    4. Randy said that it won’t help to reach out to the groups if we don’t have our talking points in order. We’re not a funding source but rather a funding mechanism. He will follow up about this via email.
11. Call to floor for announcements
12. Adjourn
    1. Randy adjourned at 1:51 PM.