**LOUISIANA NAVAL WAR MEMORIAL COMMISSION**

Minutes of Executive Committee Meeting

April 16, 2015

3:00 p.m.

Members present:

* Joe Jenkins
* Kyle R. Kennedy
* Henson Moore
* Bob Hawthorne

Members absent:

* Karen St. Cyr
* Hans Sternberg

Others present:

* Alex Juan
* Jerry Pugh
* Commissioner Bobbie Pugh
* Arthur Colley
* Jimmy Fountain
* Tim NesSmith
* Terry Planchard
* Commissioner Mike McNaughton

Chairman Jenkins called the meeting to order at 3:00 p.m. The roll was called and he declared that a quorum of the committee was present. The committee approved the agenda. On motion duly made and seconded, the minutes of the last executive committee meeting was approved.

**Foundation Report.**

Bob Hawthorne reported that as a step toward solving the EIN problem, a new non-profit corporation has been formed and it has obtained a new EIN. The plan is to apply for 501(c)(3) status which will be retroactive to the date of formation. He asked that an ad hoc committee be formed to give guidance as to governance of the new foundation, coordination with other fund-raising activities for the Kidd, and concerning use of resources of the Commission. He pointed out that this does not solve any issues concerning 2014 and prior years. Alex Juan informed the Committee that fee proposed by the auditors for including the existing foundation in the audit for 2014 had been rejected by the board of the existing foundation, so the audit will not be a joint audit as in the past.

Henson Moore explained that one of the concerns of the IG’s office was the overlaps between Commission members and the Trustees of the existing foundation. This problem along with other governance issues should be addressed. He expressed some thoughts concerning future possibilities for the new foundation and emphasized the need for all fundraising organizations for the benefit of the Kidd to be coordinated. As an example, he referred to the Forever LSU campaign.

Alex Juan informed the Committee that a “friends” group is or was being formed but was not sure of the legal structure. She also reminded the Committee that she is holding checks from two foundation bank accounts which were closed out and that the Commission needs to resolve disposition of those funds. She also stated that she has received calls from Commissioners asking questions about the new foundation which she was unable to answer.

These and related topics were discussed after which the Executive Committee directed the following actions:

* Articles of incorporation of the new foundation should be sent to all of the Commissioners. Bob Hawthorne agreed to do so.
* The Commission will be asked to resolve disposition of the two bank checks being held by Alex from the closed bank accounts mentioned.
* The relationship with the new foundation will be presented to the Commission for discussion.

**Chairman’s Report.**

Joe Jenkins has been reminded that the amendment to the Executive Director’s contract previously agreed to deleting any responsibility for the foundation needs to be formalized. Bob Hawthorne agreed to draft an amendment for that purpose.

**Executive Director Report.**

Alex Juan summarized a report which she will give to the Commission. Attached is a copy. The Committee discussed plans for repainting the hull and expressed interest in pursuing a contract with Star Service Company for the HVAC system. They were also interested in the plan to pay for roof repairs over a three year period out of operating surpluses.

She also discussed plans for lighting the ship and the Committee agreed that she should continue to be closely involved and control to the extent possible the lighting of the ship and in the vicinity of the Commission’s owned and leased property.

Tim NesSmith brought up a conversation he had with a gentleman who claimed he was still owned money in connection with a ship model he built for the Museum over 20 years ago. Commissioner Kennedy recalled that at the time there were some reasons why he was not paid and recommended that we not do so. The Committee took no action on this matter.

**Announcements.**

Chairman Jenkins asked for announcements. There were none.

**Public Comments.**

Chairman Jenkins asked if there were any comments from members of the public. There were none.

There being no further business, the meeting was adjourned.

 Respectfully submitted:

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 Robert A. Hawthorne, Jr , Secretary