



**Naval Historical Foundation**  
*Preservation, Education and Commemoration*  
*of Naval History*

**MINUTES OF THE ANNUAL MEETING OF MEMBERS**  
**23 June 2012**

The 86<sup>th</sup> Annual Meeting of the Naval Historical Foundation was called to order by the Chairman, Adm. Bruce DeMars, at 11:35 am on Saturday, 23 June 2012 in the Cold War Gallery of the U.S. Navy Museum. Over 100 Foundation members were present. (See Attachment 1 for agenda.)

Adm. DeMars welcomed all members and guests, including Chairman Emeritus Adm. Holloway. Adm. DeMars thanked Radm. Tom Rowden, USN, Director of OPNAV's Surface Warfare Division, and Surface Navy Association's president Vice Adm. Ron Route for attending and for spreading the word amongst the surface community about the new "Into the Lion's Den" exhibit honoring the service and sacrifice of Vietnam War cruiser and destroyer men and their aviation counterparts. He also acknowledged the presence of the Design and Production, Inc. team of museum exhibit professionals led by company president Jay Barnwell and thanked them for their hard work to meet the deadline for this new exhibit. Adm. DeMars thanked Vice Adms. Doyle and Sagerholm for their generous support of the Foundation's STEM-H Education Program. He also acknowledged the attainment of the \$51,000 goal of funds donated in support of the Cold War Gallery by the Naval Academy Class of 1951.

The Chairman then presented the June 2011 Annual Meeting minutes which were unanimously approved by member voice vote.

Adm. DeMars recognized the Foundation's Volunteers of the Year (for the year 2011), Captain Roger Jones and Mr. Charles Bogart, who provided outstanding support to the Foundation's new e-letter book review program. Though not able to attend in person, each volunteer is being presented with a Board-approved resolution (see Attachment 2) and a pen made from the wood of USS *Constitution*.

Dr. Winkler followed with the Membership Report, noting that we currently have nearly 2,200 members following our 2011 direct mail campaign, and have recently reached out to hundreds of retired flag officers offering membership and an opportunity to submit their updated biographies for deposit in the Navy's archives.

Treasurer Rear Adm. Dawson reported on the financial status of the Foundation for 2011 and looking ahead to 2014, the "headlines" for which are at Attachment 3.

Rear Adm. Rowden gave the Audit Committee report stating that the Foundation received an "Unqualified Opinion" from our auditors, Councilor,

Buchanan and Mitchell. The audit's financial statements will be made available on the Foundation's website following this meeting.

Capt. Paulson followed with an update of the Foundation's Science, Technology, Engineering and Math-and History (STEM-H) education program, at attachment 4.

The next item of business was the election of directors and a replacement for outgoing president Vice. Adm. Dunn. The three year terms of Board members Adm. DeMars, Rear Adms. Holland and Dawson, and Capt. Jampoler expire as of this meeting. All have agreed to serve follow-on three year terms if elected. All four of these directors were reelected by unanimous vote of members present. Adm. DeMars presented director Rear Adm. John T. Mitchell, whose biography was posted on the Foundation website and had been emailed to attendees, as the Board's recommended candidate for president. Rear Adm. Mitchell was elected by unanimous vote of members present. Adm. DeMars read a statement of acceptance from Rear Adm. Mitchell, who was not able to attend the meeting due to travel. Adm. DeMars then thanked Vice Adm. Dunn for his 14 years as president and announced the intent for the Foundation to create a naval history prize in honor of Vice Adm. Dunn, the details of which will be shared with the members through the *Pull Together* newsletter and at the 2013 Annual Meeting.

There being no other new business, Adm. DeMars adjourned the annual meeting at 12:10 pm, so that the members and guests might attend the ribbon cutting ceremony for the new "Into the Lion's Den" exhibit which forms a part of the Navy Museum's Cold War Gallery.

Respectfully submitted,



Charles T. Creekman  
Executive Director

Attachments:

1. Agenda
2. Volunteer of the Year Resolution -NOT INCLUDED IN EMAIL REBADAHEAD .
3. Financial "Headlines"
4. STEM-H Education Program Update -NOT INCLUDED IN EMAIL REBADAHEAD .

**NAVAL HISTORICAL FOUNDATION  
ANNUAL MEETING  
Saturday, 23 June 2012**

**AGENDA**

1. Convene 86<sup>th</sup> Annual Meeting
  - a. Approve June 2011 Annual Meeting minutes.
  - b. Volunteers of the Year recognition.
  
2. President's report:
  - a. Membership report.
  - b. Financial report.
  - c. Audit report.
  - d. Noteworthy commemoration involvement.
  - e. STEM-H program report.
  
3. Elections:
  - a. Directors : Dawson, DeMars, Holland, Jampoler.
  - b. President: Mitchell.
  - c. Farewell.
  
4. Call for new business.
  
5. Adjourn-next meeting TBD in June 2013.
  
6. RIBBON CUTTING FOR "INTO THE LION'S DEN" EXHIBIT OF NAVY MUSEUM COLD WAR GALLERY:
  - a. Remarks by ADM Holloway.
  - b. Cut ribbon.
  - c. Buffet lunch.

**NAVAL HISTORICAL FOUNDATION**  
**Financial Status: 2011, 2012 and Outlook for 2013 and Beyond**  
***HEADLINES***

- Investment account relatively stable:
  - Account value at \$1.3M.
  - No withdrawals since 2007 for operating cash.
  - Investment managers are out performing benchmarks to 5 years
  - Commitment to maintain \$1M as “floor” in investment account.
  
- 2011:
  - Capital campaign was discontinued due to planned Museum movement
  - Net assets decreased \$1M.
  - Donations decreased \$450K from 2010.
  - Expenses increased \$700K from 2010.
  - Direct mail effort increased membership but lagged expenses by \$20K.
  - Restricted funds—CWG and website—covered 56% of staff salaries.
  
- 2012 through First Quarter Recap:
  - Income leads budget by \$100K
  - Expenses trail budget by \$50K.
  - Museum Store sales are over \$100K for 5 months and profitable.
  - Need increased focus on museum licensed events.
  
- 2013 and beyond:
  - Projecting income versus expenses into 2014 results in a shortfall of \$300K.
  - Need increased membership and donations to sustain operations.
  - Uncertainties: museum relocation, economy, competing nonprofits.