

STAR ISLAND CORPORATION
Board of Directors

MEETING MINUTES

Sunday February 28, 2016
30 Middle Street, Portsmouth and Conference Call

Members in Attendance:

Lisa Braiterman
John Bush, Treasurer
Tom Coleman (President of ISAUU)
Erik Cordes
Josh Davis
Nick Dembsey
Sharon Kennedy, President
Gary Kunz, Vice President
Mary Trudeau, Clerk

Members in attendance: Conference Call:

Suellen Peluso
Sally Russell
Debbie Duval (President of SIUCC)
Dan Cassell (Pel representative)

Other:

Joe Watts, CEO
Roger Kellerman (incoming Board member)

Opening Words: Josh Davis asked Board members to close their eyes and visualize the porch of the Oceanic Hotel. Through a short, guided meditation, Josh allowed the Board members to travel down the porch; past the bell; and into the lobby of the Oceanic Hotel as a reminder of “why” we serve on the Board of Directors and “what” we strive to preserve

Sharon Kennedy, President, called the meeting to order at 9:00 am. Upon a motion duly made and seconded, the Board

VOTED To enter Executive session for the purpose of discussing the Appledore Appraisal and approving the monetary value of Joe Watts’ 2016 contract.

Joe Watts and Roger Kellerman were invited to attend a portion of the meeting.

The Board returned to open meeting at 10:45 am.

Upon a motion duly made and seconded, the Board

VOTED To approve the minutes of the January 26, 2016 meeting of the Board of Directors as written.

CEO Report (including Development; Facilities; and Registration Reports)

Development: Joe referenced Pam Smith's February 27, 2016 presentation to the Board, noting that Pam has prepared a comprehensive plan for expanding the current Development programming. Noting that the final Annual Fund total for 2015 was \$471,390, Pam has set a 2016 Annual Fund goal of \$480,000 dollars.

Joe reported that Shelter Rock did not select the "Unitarian Universalist Camps" category for funding this year, and that as a result, the Island was not considered for a 2016 grant. However, Joe reported that the Green Gosport Initiative (which includes waste water permitting work; solar operations; new refrigeration equipment; and funds for a sustainability intern) received an unrestricted grant award of \$25,000 dollars from a philanthropic foundation. While the foundation chooses to remain anonymous, Joe noted that this award represented the first time the SIC has been invited to apply for this program.

Facilities: Joe reported that Tom Mansfield has continued to refine the architectural details for the west end of the Atlantic, noting that while safety is our first mission with this venture, the aesthetics of the improvements have been a priority.

The staff continues to work towards permitting for the Wastewater Treatment Facility. The Clean Water State Revolving Fund, will be offering low interest, 20 year loans for eligible projects. The Island has been encouraged to apply for a loan, and due to recent changes in eligibility requirements, will likely be the first private entity to apply.

Registrations: On line registration is ongoing, and the summer is approximately 38 percent full. All Star II is at capacity (270 conferees) and has a waiting list.

Treasurer's Report: John Bush discussed the previously reported, estimated, 133K dollar operating gain for 2015. John noted that there were subsequent depreciation adjustments, and a decision to write off several unpaid pledges, leaving a final operating gain of approximately 123K dollars.

The audit subcommittee has started meeting in preparation for the 2015 Audit, and John stated that he believed the audit would be complete by the April 26, 2016 Board meeting. John reported that he believes the end of year date should be changed to January 31, to allow staff to complete recording of end of year transactions, particularly with respect to the Annual Fund.

Pel Report: Dan Cassell noted that there was no Pel Report this month, and he thanked the Board for their continued consideration of the Pel community.

Upon a motion duly made and seconded, the Board

VOTED To accept the CEO Report (including Development, Facilities and Registration) and the Treasurer's Report.

Shorter Term Business:

While there were no items from the February 27, 2016 Board Retreat requiring action; the Board discussed ongoing work on the 2017 **Strategic Plan**. A small subcommittee consisting of Gary Kunz; Mary Trudeau; Joe Watts; and Irene Bush will be working to draft language generated by the Strategic Plan workshop on February 27, 2016. The consensus of the Board was to create a four year Strategic Plan, with opportunity for modification on a periodic basis. It was agreed that this time frame could be revisited as the plan develops.

Annual Meeting: The Board considered methods of engaging Corporation Members, at the Annual Meeting, with respect to the development of a new Strategic Plan. While the Board has begun the process of developing the Strategic Plan, there remains opportunity for comment and advice from the Corporation.

The Board also discussed the opportunity to review the Appledore Appraisal with the Corporation at the Annual Meeting, noting that any decisions on the ownership of Appledore will be made by the Corporation. The Board noted that it is important to remind the Corporation that there is a fiduciary duty to review assets and stewardship policies. The consensus of the Board is to have the Appledore appraisal as an agenda item at the Annual Meeting. Other topics to be considered at the Annual Meeting include:

- Bylaws
- Waste Water Treatment Plant
- Facilities
- Development (including Legacy Giving)
- Centennial Celebrations

2015 Board Evaluation and Results and Reflections: Debbie Duval and Sally Russell provided an overview of the responses received in the self-evaluations submitted by the directors. The function of the Executive Committee was questioned, with one member questioning whether more work could be delegated to the Executive Committee.

Dissemination of information continues to be a goal of the Board. Joe Watts addressed the challenge associated with providing varying levels of information to individual Board members. He believes he can be more effective if the Board presents a single voice in the request for information.

The Board discussed ways of providing better access to information, not necessarily provided by Joe. A password protected section of the website; a "dash board" with updates on selected priorities, a drop box with reports and data; and other on line methods of sharing information

were discussed. It was generally agreed that Board members should read packet materials prior to a meeting, and that there is considerable information currently disseminated.

Board Goals:

The Board reviewed the progress towards meeting the 2015 goals set by the Directors. These goals were categorized as Strategic; Operational; and Longer Term goals. Many were achieved, while others are still in progress. The Board went on to develop its goals for 2016. There was a discussion of priorities, which Gary Kunz agreed to refine and present at the March meeting.

Bylaws Working Committee Update: Gary Kunz reported that there have been changes proposed to the Bylaws, and that these changes will be proposed at the 2016 and 2017 Annual Meetings. Gary noted that the Bylaws should be a dynamic document, and changes should reflect the current needs of the Corporation.

Gary Kunz and Erik Cordes left the meeting at approximately 12:30 pm.

Nominating Committee Report

Suellen Peluso reviewed the February 15, 2016 Nominating Committee Report, detailing the appointments that will be voted upon at the Annual Meeting. Nominations for new Directors include: Roger Kellerman and Louise Williams, and the Committee has also proposed retaining Suellen Peluso for an additional three year term. Retroactive appointments for Erik Cordes and Nick Dembsey, as Directors, will also be presented. Nominations also included John Bush and Mary Trudeau for one year terms as Treasurer and Secretary of the Corporation (respectively). The Committee nominated Elizabeth Erickson for a five (5) year term on the Permanent Trust, and Nick Dembsey, retroactively, to fill the position on the Trust vacated by Judy O’Keefe.

Suellen noted that the Nominating committee supports adding biographical sketches of the Board Members on the Star Island web site.

Committee on Appointments Update: Tom Coleman reported that the Committee on Appointments recommends the following appointments by the Board:

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| Mike Ramnarine | Advisor to Strategic Facilities Committee |
| Bethany Davis Swanson | Committee on Appointments |
| Tom Smurzynski | Committee on Appointments |

Upon a motion duly made and seconded, the Board

VOTED To ratify the above noted appointments recommended by the Committee on Appointments

The Committee on Appointments informed the Board of the following appointments made and approved by the CEO:

Jeanne O'Farrell	Health Committee
Sue Peterson	Conference Services Committee
Drew Bush	Rutledge Marine Lab Committee

Other Business: There was no other business.

Reflections: Board members noted that non work time is important to the Board, and that we will be a stronger board with the incorporation of more relaxed conversational opportunities for engagement.

Upon a motion duly made and seconded, the Board

VOTED To adjourn the meeting at 12:55 pm.

Submitted by:

Mary Trudeau, Clerk