

**STAR ISLAND CORPORATION**  
**Board of Directors**

**MEETING MINUTES**

April 25, 2017  
Conference Phone Call

Members in Attendance:

Lisa Braiterman  
John Bush (Treasurer)  
Tom Coleman  
Erik Cordes  
Josh Davis  
Nick Dembsey  
Debbie Duval  
Roger Kellman  
Erik Cordes  
Gary Kunz (President of the Board)  
Chris Palazzolo  
Suellen Peluso  
Nathan Soule (incoming ISAUU President)  
Mary Trudeau (Clerk)  
Jordan Young (Vice President of the Board)

Other:

Joe Watts, CEO and Dave Boynton

Absent: Suellen Peluso, Debbie Duval, Hannah Swomley (Pel Liaison)

**Opening Words:**

Gary Kunz spoke for Debbie Duval, who was unable to attend the meeting due to a recent illness in her family. Gary noted that Debbie had written that the Star Community is like no other, and that she had been loved and lifted this week by her Star Island Family. Gary reminded the Board members of an article written by Cam Duval, Debbie's son, for the Union College magazine that described the extended family of Star, and his experience as a Pel in giving back to the Community.

**Check In:**

After a brief check in, where members discussed family, friendship, new babies and mortality, Gary Kunz thanked Jordan Young and Josh Davis for their years of friendship, support and professionalism on the Board, noting that it had been a joy to serve with them. Jordan Young thanked the Board for working with him over his nine year tenure as a Director. Josh, too, noted that he had enjoyed his terms on the Board, and was grateful for the experience and opportunity to serve the Island.

**Call to Order:**

Gary Kunz, President, called the meeting to order at 7:11 pm

Executive Session:

Upon a motion duly made and seconded, a roll call vote was taken, and it was

**VOTED** unanimously to enter Executive Session to discuss Appledore Island; a social policy issue and the CEO evaluation done by the Board.

The Board returned to the public portion of the Meeting at 7:40

Gary Kunz read into the record a statement noting that the Board had voted on a salary increase for Joe Watts, in his role as CEO of the Corporation.

**Approval of Minutes:**

The Board reviewed the draft Minutes of the March 28, 2017 meeting. Upon a motion duly made and seconded, the Board

**VOTED** To approve the March 28, 2017 meeting minutes, as written.

**REPORTS :**

**Updates from the CEO:**

Joe reported that a “new members” meeting had been held to acclimate Chris Palazzolo and Nathan Soule to the Board of Directors, and that their positions would become official at the Annual Meeting in May.

Joe reminded Board members that the materials for the Annual Meeting were available on line, and that the packets had been, with a few exceptions, sent electronically to Corporation members.

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In response to a question on the status of the spring fundraising efforts, Joe noted that the Spring Annual Fund appeal is underway, with special appeals being in process.

Upon a question from a Board Member, Joe discussed the targeted marketing efforts underway by staff and conference representatives. Noting that specific conferences, such as IRAS; the SIUCC Star Gathering conferences; and Natural History were undersubscribed, efforts to improve registration numbers were being made through tactical outreach and strategic publicity.

Joe also thanked Josh and Jordan for their service, noting his personal appreciation for their skill sets and generosity towards the Island.

### **Treasurers Report:**

John Bush noted that the new format for financial reporting continues to be refined, and that the feedback has been positive on the changes made in reporting practices. John noted that the financing of the WWTF continues to be discussed, and that the Finance Committee is working on a five year plan for financial planning purposes.

### **Pel Liaison Report:**

There was no Pel report at this meeting due to a lack of relevant activity within the Pel Community, and Pel Representative Hannah Swomley was not in attendance.

## **SHORTER TERM BUSINESS**

### **Form 990:**

The Board reviewed the draft Form 990 prepared for the Corporation. John Bush noted that he is comfortable with the information and detail contained in the Form, and that after review, there was no feedback from the Finance Committee. The Permanent Trust is in the process of reviewing the filing, and John asked the Board to review and comment.

Roger Kellman noted that the Form 990 states that the membership of the Corporation does not vote on governance, and that this may be inconsistent with our practices. Joe noted that it is the rare moment when the Corporation votes in such a way, and that these votes are limited to actions such as approving the sale of Duck Island. John noted that we should check the bylaws to determine the veracity of the statement. Lisa read, out loud, the IRS rule on “governance” stating that she believes that the membership does vote as a governing body, with respect to the IRS guidelines. John agreed to research this issue prior to signing the 990.

John Bush asked if the Corporation has a “whistle blower” policy. Joe stated that a written policy exists. Lisa stated that she believes the Board should review such a policy, and it was noted that the policy was approved by the Board on September 23, 2014. John Bush suggested that the Policy be circulated.

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Jordan questioned whether Jack Farrell is considered a “key employee”, and Joe responded with his belief that only the CEO is considered a key employee for IRS purposes.

**Special Nominating Committee Report:**

In Suellen’s absence, Roger Kellman read the report of the Special Nominating Committee. The report recommended the election of Gary Kunz for a second one year term as President of the Corporation, and the election of Nick Dembsey as Vice President, for a first one year term. These nominations will be voted on after the Annual Meeting, at a short meeting of the Directors.

**Annual Meeting:**

Gary Kunz reviewed the agenda for the Annual Meeting, and reviewed the topics to be discussed in the four (4) breakout discussion groups. The topics for the meeting include: Membership; Marketing and Outreach; Property Standards; and a general Question and Answer session.

**Grant Approvals:**

Joe Watts requested the Board allow the staff to submit an application to the LCHIP program requesting a 150K dollar matching grant to be used on winterizing and protecting the Atlantic wing of the Hotel. The grant requires the SIC to commit to matching funds. The match monies can include volunteer and staff labor, as well as direct expenses. The grant monies will allow for the completion of the improvements to the exterior of the Atlantic wing of the Hotel.

Discussion from the Board included questions on the cost to prepare a grant such as this, as well as the SIC’s commitment to the matching monies. Joe responded that the grants are time consuming but that the return on investment has been worthwhile. Joe also noted that while the Grant can be declined, he does not foresee this happening. He remains reasonably confident that our application will be a serious contender for the award monies based on our successful receipt and use of previous awards.

Based on a motion duly made and seconded, the Board

**VOTED** to approve submission of a grant proposal for a 150K dollar matching grant for repairs and winterization of the exterior of the Hotel.

Upon a motion duly made and seconded, the Board

**VOTED** to approve the Treasurers report and CEO report.

**Board Goals**

Jordan Young reviewed his recent work to develop and finalize the 2017 Board goals. Noting that he had done a great deal of thinking on the goals, he presented a list of approximately a dozen goals for consideration of the Board. Upon comments from a board member, Jordan agreed to tie the goals to the 2020 Strategic Plan as a means of validating the list.

Based on a motion duly made and seconded, the Board

VOTED to accept the Board Goals as presented at the April 25, 2017 meeting, and to append a copy of the goals to the Minutes of the meeting.

## **LONGER TERM BUSINESS**

### **Pelican Compensation Task Force Update:**

Gary Kunz reported that Nick Dembsey has agreed to chair the Pelican Compensation Task Force, and that the task force met on April 18, 2017. The group is working to determine the best way to share information, and is considering a “drop box”. Initially, the group will be interviewing and gathering primary source material from similar operations with seasonal employees. The group expects to meet every two to three weeks, and will likely consider the definition of “compensation” to include more than wages. The task force consists of Nick; Kate Brady; Mark Spisto; Hannah Swomley; Linda Lehman; and Russ Peterson.

### **Personnel Committee Liaison Report:**

Discussion on this report was postponed to the May meeting.

### **Sabbatical Policy Recommendation:**

Joe noted that Debbie Duval has been active in the development of the policy, and asked that the item be taken up by the Board at the June meeting, when Debbie is present. He noted that Board members can review the memorandum in advance of the meeting, and circulate comments or questions prior to the meeting.

### **Property Standards Update:**

Roger Kellman reported on the Property Standards committee work. He noted that re drafting, the Property Standard guidelines allows a move towards the document being goal and performance oriented, rather than regulatory. He believes that a “Best Practices” document is an efficient way of conveying the type of standards that the Island desires.

### **Reflections:**

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The Board noted that technical issues with the conference call made listening and contributing awkward at times. It was the consensus of the Board that the mute function should be used more often to reduce background noise.

Upon a motion duly made and seconded, the Board

**VOTED** To adjourn the meeting at 9:11 pm.

Submitted by:

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Mary Trudeau, Clerk