

# Regular Session Board Meeting Minutes for December 17, 2019

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## STAR ISLAND CORPORATION Regular Session of the Board of Directors

**MEETING MINUTES**  
December 17 2019 at 7 pm  
Via Zoom Meeting

### Members in Attendance:

Kyle Belmont  
Tom Coleman (Vice President of Board)  
Erik Cordes  
Nick Dembsey (President of the Board)  
Debbie Duval  
Gary Kunz  
Jeff Loewer (Treasurer)  
Mary Trudeau (Clerk)  
Arlyn Weeks

### Absent:

Keri Mattaliano (SIUCC President); Leon Dunkley; Nathan Soule (ISAUU President); Louise Williams

### Other:

Joe Watts (CEO)  
Celeste Magliocchetti (Pel Liaison)

**Opening Words** – Erik Cordes gave the opening words. Noting that the Beloved Community Project was on his mind, he read a Quaker text from 1656, written by Margaret Fell:

Friends, deal plainly with yourselves, and let the eternal light search you, and try you, for the good of your souls; for this will deal plainly with you; it will rip you up, lay you open, and make all manifest that lodgeth in you; the secret subtilty of the enemy of your souls, this searcher and tryer will make manifest. . . consider one another, and provoke one another to love and to good works; not forsaking the assembling of yourselves, but exhorting one another, and so much the more, as you see the day approaching. And dwell in love and unity, in the pure eternal light; there is your fellowship, there is your cleansing and washing.

**Check In** – After a brief Board member check in, sharing milestones, the meeting was convened.

**Call to Order** – Nick Dembsey called the meeting to order at approximately 7:11 pm.

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**Executive Session** – Based on a motion duly made and seconded, the Board voted to enter into Executive Session to review the October 8, 2019 Executive Session Minutes, which were also approved. The Board returned to regular session at approximately 7:14 pm.

## **Approval of October 8, 2019 Meeting Minutes:**

The minutes had been circulated and amended prior to this meeting, and all edits were included in the draft provided to Board members prior to the vote.

Based on a motion duly made and seconded, the Board

**VOTED** to accept the October 8, 2019 meeting minutes, as provided by the Clerk.

The minutes were approved.

## **Action Items:**

### **Committee on Appointments Report:**

Tom Coleman reviewed the Committee on Appointments report, noting that the following appointments have been approved by the CEO:

### **Conference Services Committee**

Seth Schrage, for a first three-year term, starting in 2020.

Athena Steinkraus, for a first three-year term, starting in 2020.

Ken Swanson (former chair), as an advisor, for 6-12 months, starting in 2020.

Tom also noted that the Committee on Appointments recommends the following appointments by the Board:

### **Finance Committee**

Bill Petersen, for a first three-year term, starting in 2020.

Sarah Iselin, for a first three-year term, starting in 2020.

### **Personnel Committee**

Lia Yanis, for a second three-year term, starting in 2020.

Marc Spisto, for a second-term extension of one year (to help stagger terms better on this committee), starting in 2020.

### **Fund Development Committee**

Chuck Binzel, for a first three-year term, starting in 2020.

### **Committee on Appointments**

Kristen Laverty, for a first three-year term, starting in 2020.

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While the Board supported all of the nominations, discussion between Board members included continuing concerns with the ability to balance representation on Committees, across the conferences. Gary noted that several key conferences are not represented on the Committee on Appointments. Tom Coleman appreciated the comment, and reminded the Board that it is difficult to fill positions. He reported that the Committee averages about a thirty (30) percent yield on solicitations. Tom suggested that conference leadership can be an asset in the challenging process of filling appointments. He also suggested that perhaps a “help wanted” page could help identify interested candidates.

Jeff Loewer noted that encouraging a culture of “stepping up” rather than waiting for an invitation is important. Nick Dembsey reported that these issues are also discussed within the Nominating Committee, and that efforts to broaden representation should be a part of more and more aspects of governance on the island.

Based on a motion duly made and seconded, the Board

**VOTED** to make the appointments as recommended by the Committee on Appointments in the December 10, 2019 memorandum from the Committee.

The Board was unanimous in their approval of the recommendations.

### **DISCUSSION ITEMS**

#### **2020 Budget Discussion:**

Joe Watts reviewed the budget process to date, noting that he was comfortable with using an assumption of 21K bednights in this round of budget work. Other assumptions incorporated into the budget process included less capital work for the 2020 season, and a decision not to implement a wastewater surcharge this summer. He noted that Pel wages will increase approximately 3% percent, and that he believes the Pel compensation remains on par with local wages. Joe noted that the options shown in the draft budget are not a ranked list, and reflect typical staff considerations throughout this process. Joe noted that there is always a tension between Strategic Plan goals and the budget, and that the Board should consider the budget in light of the goals.

Jeff Loewer reviewed the Finance Committees comments on the draft budget, noting that there are a variety of ways to quantify net income. He discussed the cost of incentive programs and the value of transparency in the program. Gary stated that he believes it is the fiduciary duty of the Board to evaluate the effectiveness of discounts, and that the organization should be structured to have effective oversight of the staff. Joe discussed how the Outreach and Engagement Committee was involved in the initial structuring of the discount program, and noted that an annual discount report is submitted to the board after each season. Tom offered that guest nights are an investment in the future successes of the island, and that the Board may not always choose the optimizing strategy when considering the value of the discount program. Joe noted that our discount program have resulted in more bed nights.

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Kyle asked for clarification on how financial aid is distributed, also noting that it is important for us to be able to communicate our budget. Joe responded by noting that we are deliberate, and open, with general discussions about our financial aid program (but not information about recipients, as this is confidential), and that perhaps some aspects of the program will be considered as part of the Beloved Community Project work. He also reminded the Board that the budget is discussed with the staff, the Finance Committee and the Board, and that the budget presentation format is designed to communicate some major points on a macro-level, such as how the budget supports our Strategic Plan.

Nick reminded the Board that the LIFT tool can model various scenarios and is useful in evaluating budget items. He noted that while he has found the Finance Committee discussions useful, the Board is ultimately responsible for the budget.

### **Recognizing the Staff :**

Nick reminded the Board that this was a challenging year for staff, and he asked the Board to consider celebrating their accomplishments during the year. The Board briefly discussed options including monetary and non-monetary rewards. Joe noted that he has allocated funds for a small bonus for staff members, and that it could be meaningful for the Board to endorse the rewards.

Based on a motion duly made and seconded, the Board

**VOTED** to support the CEO's plan to provide small, financial rewards to deserving staff in commemoration of excellent service during a challenging summer.

The vote was unanimous.

### **Board Development Task Force:**

Nick Dembsey discussed the implementation of a Board Development Task Force to enhance the function of our Board. Nick anticipates the task force meeting once or twice a year, and that the resulting work should allow for benchmarking against Best Management Practices. Tom concurred, noting that it is always a great idea to revisit purpose: the how and what we should be doing. Gary added that this should be our normal governance practice. Joe commented that healthy governance lets us evaluate things we can do better. He stated that a stronger merge of strategic plan and governance are good goals for the task force. Nick noted that while the group would ultimately meet with Joe and Mary Ellen Jackson, there is internal contemplation that should occur prior to engaging Mary Ellen.

A "straw poll" of members present showed the Board is generally supportive of the concept of a task force.

### **Council of Conferences Report:**

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While Louise Williams was not present to make her report, Joe Watts reviewed a recent conversation he had with Louise concerning the Council. He noted progress in revitalizing the Council, and noted that Louise is working to further engage delegates.

### **Meeting Reflections**

The Board reviewed the meeting, generally appreciating the opportunity for discussion. It was noted that by eliminating the CEO report, Treasurers Report and Pel Report this month, the Board was able to have in depth conversations concerning budget items and priorities. Erik suggested that business meetings alternate with “philosophical” meetings (such as this one). Joe reported that the time he gained by foregoing preparation of a December CEO report was valuable and appreciated.

**VOTED** To adjourn the meeting at 8:40 pm

Meeting Adjourned.

Submitted by:

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Mary Trudeau, Clerk