

Regular Session Board Meeting Minutes for March 25, 2020

STAR ISLAND CORPORATION Regular Session of the Board of Directors

MEETING MINUTES March 25, 2020 at 7:00 pm Via Zoom

Members in Attendance:

Kyle Belmont
Tom Coleman (Vice President of the Board)
Erik Cordes
Nick Dembsey (President of the Board)
Leon Dunkley
Debbie Duval
Gary Kunz
Jeff Loewer (Treasurer)
Keri Mattaliano (SIUCC President)
Nathan Soule (ISAUU President)
Mary Trudeau (Clerk)
Arlyn Weeks
Louise Williams

Absent:

Other:

Joe Watts (CEO)
Celeste Magliocchetti (Pel Liaison)
Tricia Coleman (incoming ISAUU President)

Opening Words – Debbie Duval offered a poem by Lynn Ungar, titled “Pandemic”

Pandemic

What if you thought of it
as the Jews consider the Sabbath—
the most sacred of times?
Cease from travel.
Cease from buying and selling.
Give up, just for now,
on trying to make the world
different than it is.
Sing. Pray. Touch only those

Regular Session Board Meeting Minutes for March 25, 2020

to whom you commit your life.
Center down.

And when your body has become still,
reach out with your heart.
Know that we are connected
in ways that are terrifying and beautiful.
(You could hardly deny it now.)
Know that our lives
are in one another's hands.
(Surely, that has come clear.)
Do not reach out your hands.
Reach out your heart.
Reach out your words.
Reach out all the tendrils
of compassion that move, invisibly,
where we cannot touch.

Promise this world your love—
for better or for worse,
in sickness and in health,
so long as we all shall live.

—Lynn Ungar 3/11/20

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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 7:10 pm, noting that the Executive Session for the meeting would take place at the end of the regular meeting session.

Approval of January 21, 2020 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 January 21, 2020 meeting minutes, as provided by the Clerk.

The minutes were approved unanimously.

Action Items:

Regular Session Board Meeting Minutes for March 25, 2020

Committee on Appointments Report:

The Board reviewed the Committee on Appointments Report. The report stated that the Committee on Appointments recommends that the Board propose the following candidates for the Nominating Committee at the next Annual Meeting of the Star Island Corporation (to be voted on by the members) consistent with the SIC bylaws:

Irene Bush, Tricia Coleman, and Kyle Belmont for new three year terms.

Upon a motion duly made and seconded, the Board

VOTED to approve the recommendations of the Committee on Appointments for the candidates for the Nominating Committee.

The vote was unanimous, with two abstentions.

Discussion Items:

Coronavirus/COVID-19 Updates and Discussion:

Joe reviewed the staff actions taken in recent weeks to gather information and model various scenarios for the upcoming conference season. Joe noted that efforts have focused on three possible scenarios:

- Normal Opening and Season
- Late Opening and Shorter Season
- Closure for Season

Joe, also, reported that a COVID-19 Crisis Response Team has been formed, and that he anticipates subgroups to develop, including (but not limited to) a Finance subgroup; a Communications subgroup; and a Pastoral subgroup.

Joe noted that in response to COVID-19, a decision has been made to delay Open Up from April 13 to May 11, 2020. While this shortens the window for work projects, Joe anticipates a reduction in the capital projects undertaken this summer. He anticipates that work on roofs, and the Waste Water Treatment Facility, will continue, but that less critical projects will be postponed, in light of the current pandemic conditions.

Joe reviewed each of the three scenarios modeled for the summer opening. Joe noted that a Normal Opening and Full Summer season was, based on the information we have at this time, seeming less and less likely due to the current pandemic crisis. He believes that, if it did occur, it would likely involve smaller conferences (reduced participation) and increased safety precautions. Revenues would be uncertain, expenses could be high, and there is no guarantee that our current registrations will turn into actual bed nights.

Regular Session Board Meeting Minutes for March 25, 2020

He reported that a Late Opening/Shorter season option could be problematic from an operations perspective. Aside from the difficulty of estimating a safe opening date, there are staffing concerns. Staffing at the end of the summer is usually tricky, and this could likely impact our ability to service a shortened season, likely occurring in August or September. Revenue is uncertain, and it is unlikely that this option is sustainable.

The full Closure for the Season option could entail a very limited work force on the Island this summer, and no overnight guests. The resultant lack of revenue would likely require heavy borrowing to meet remaining operating expenses and fixed costs. Work on facilities could continue in a limited way, with a reduced crew of 6-10 employees, assuming it was safe for them to be on the island.

Discussion ensued, and Nick asked each Director to state their concerns and opinions concerning the upcoming summer season. While opinions ran wide, the general consensus was that the Board, as a whole, was not ready to make a decision on the opening of the island “this evening”. It was stressed by several Directors that the situation is rapidly evolving, and new information is promulgated daily. It was, also, noted that the decision to open, or not, may ultimately be made for us, by local or state regulatory agencies. Concerns from the Board included levels of acceptable risk; protection of vulnerable communities; our obligations as an employer; and the need to vision for the foreseeable and unforeseeable future.

Annual Meeting

Joe Watts updated the Board on the status of the Annual Meeting. Reviewing compliance with guidance on public gatherings, Joe discussed the preparations for the upcoming Annual Meeting of the Star Island Corporation. Noting that he continues to gather regulatory guidance concerning the validity of remote voting, Joe reported that preparations are being made to conduct the meeting remotely. Technology will allow virtual attendance and participation. The Board agreed that an “in person” Annual Meeting was likely not a viable option for the proposed May 2, 2020 date, and conducted a “straw poll” to evaluate support for a remotely held meeting. The Board unanimously approved keeping the May 2, 2020 date for the Annual Meeting, and holding the meeting remotely.

Communications

Staff has been preparing communications to be sent to various stakeholders. Correspondence to Pels; Conference Chairs; the SIC membership; as well as the entire database of Shoalers are being undertaken. Messaging will express the uncertainties associated with the COVID-19 pandemic and the offerings of the summer season, and will identify outreach and off island opportunities for our communities. It was noted that conference Chairpersons and Pels, in particular, will benefit from timely, accurate communications. Joe expects that there will be outreach to these parties over the next few days.

The Board discussed the importance of directors speaking “in a single voice”. Noting that any communications to our stakeholders should include the possibility of the island being unable to

Regular Session Board Meeting Minutes for March 25, 2020

open, it was agreed that the Board would support staff communications and keep Board discussions close until decisions can be made.

Special Nominating Committee Report

Arlyn Weeks reviewed the memorandum from the Special Nominating Committee to the Board of Directors. She reported that the Committee recommends the approval of Nick Dembsey as the 2020 Board President, and Tom Coleman as the 2020 Vice President. She reminded Board members that these nominations will be voted on after the Annual Meeting on May 2, 2020.

Executive Session

Based on a motion duly made and seconded, the Board voted to enter into Executive Session to review the January 21, 2020 Executive Session Minutes, at approximately 8:44 pm. The Board also discussed staffing updates; Appledore Island; and COVID-19 impacts on Star. The Board returned to regular session at approximately 9:10 pm

Meeting Reflections

Nick commented on substantive discussions during the meeting, noting that it is important to be cautious and listen to each other. This was supported by other Directors, and it was generally agreed that we are in a good place, and doing our best with a shifting fact set and multiple levels of uncertainty.

VOTED To adjourn the meeting at 9:11 pm

Meeting Adjourned.

Submitted by:

Mary Trudeau, Clerk