

Regular Session Board Meeting Minutes for January 19, 2021

STAR ISLAND CORPORATION Regular Session of the Board of Directors

MEETING MINUTES
January 19, 2021 at 7:00 pm EST
Via Zoom

Members in Attendance:

Patricia Coleman (ISAUU President)
Tom Coleman (Vice President of the Board)
Erik Cordes
Nick Dembsey (President of the Board)
Leon Dunkley
Debbie Duval
Tom Kennedy
Jeff Loewer (Treasurer)
Keri Mattaliano (SIUCC President)
Mary Trudeau (Clerk)
Arlyn Weeks
Louise Williams

Absent:

Kyle Belmont

Other:

Joe Watts (CEO)
Celeste Magliocchetti (Pel Liaison to the Board)

Call to Order – Nick Dembsey called the meeting to order at approximately 7:03 pm.

Executive Session

Upon a motion duly made and seconded, the Board

VOTED to enter Executive Session to discuss personnel issues; CEO salary; Appledore Island; and the Bringer of Light Award.

The Board returned to regular Session at approximately 8:10 pm, and Celeste Magliocchetti rejoined the meeting.

ACTION ITEMS

Based on a motion duly made and seconded, the Board

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VOTED to approve the Minutes of the regular sessions of the October 6; November 12; and November 17, 2020 meetings.

REPORTS

CEO Report

Joe Watts provided minor updates to his written report, noting that at this point, staff is planning for the Annual to be a virtual event, with the slight possibility of an in-person option. Joe noted that he and Peter Squires, Development Director, are conducting a “gratitude” campaign for the donors to the 2020 Annual Fund, and asked for volunteers from the Board to participate. Joe reported that 81 applications for Pel positions have been received, to date. He noted that this is slightly lower than anticipated, but that staffing levels may well be lower this summer, as well.

Beloved Community Project Update

Joe reported on the recent Rooting Out Racism programming for staff and Board members, noting that a second session has been rescheduled for later in the week.

Treasurer’s Report

Jeff Loewer updated his report, noting that Joni Abbadessa has been appointed to the Finance Committee, and that a new, part time CFO has been hired. Jeff noted that Russ Peterson is leading the Audit Subcommittee, again this year. Jeff commented that the SIC is in an “okay” position overall, noting that 2020 was a good year due to the success of the Annual Fund; the obtaining of forgivable PPP loans; and the NH Nonprofit Emergency Relief Fund (NERF) grant, and also that there is uncertainty ahead of us this year. He noted that SIC will need to look for similar assistance in 2021.

Pel Report

Celeste Magliocchetti noted that she had not submitted a written report, and that a recent Q/A session with potential Pels had gone well. She noted that an additional session has been scheduled.

Based on a motion duly made and seconded, the Board

VOTED to accept the CEO, Treasurer, and Pel reports

ACTION ITEMS

PPP Second Draw Loan Approval

Joe Watts noted that staff has prepared a second draw loan application for additional PPP loan funding. The second loan amount has been calculated at \$868,526 and is scheduled to be submitted in the next few days. Joe reported that with the partial opening modeled in the FY21

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Provisional Budget proposal, we could expect 100% percent forgiveness of the loan. He noted that various operational strategies allow for varying rates of loan forgiveness, and that it is difficult to calculate the amount of forgiveness until we know what our 2021 operating season will look like.

Based on a motion duly made and seconded, the Board voted, unanimously, to ratify a previously conducted email

VOTE to authorize the Chief Executive Officer to apply for a Paycheck Protection Program (PPP) Second Draw loan in the amount of up to \$868,526.22 dollars.

Committee on Appointments

Tom Coleman presented the Committee on Appointments (CoA) report. Joe Watts noted that the Fund Development Committee is a board committee, despite its designation as an operating committee in the CoA's written report.

The CoA recommends the following appointments by the Board:

Finance Committee: Russ Peterson to begin serving as an advisor in 2021.

Fund Development Committee: recommend that Barbara Peterson be appointed to the committee for a 3-year term beginning January 2021.

Personnel - recommend that Nick Bresinsky be appointed to the committee for a 3-year term beginning January 2021.

Committee on Appointments: Celeste Magliocchetti to take over as co-chair with Bethany Swanson, beginning January 2021, as Sarah Russell leaves the committee.

Based on a motion duly made and seconded, the Board

VOTED to approve the appointments suggested by the Committee on Appointments.

The Committee also provided the following information to the Board.

The CoA informs the Board of the following appointment made and approved by the CEO:

Conference Services Committee: recommend that Amy Henrie and Liz Hanna be appointed to the committee for three-year terms beginning January 2021.

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The CoA 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:

Jane Clay and Gary Kunz

Based on a motion duly made and seconded, the Board

VOTED to present Gary Kunz and Jane Clay as candidates to the Nominating Committee at the next Annual Meeting.

Special Nominating Committee Update

Nick Dembsey noted that the Special Nominating Committee will be convening soon to select a new president and vice president of the SIC. He noted that Arlyn Weeks will be representing the Board on this Committee.

Annual Policy Review

Joe Watts noted that he and Debbie Duval have been working with the Personnel Committee to review and update the Safe Community Policy, which is a process that happens annually. The Committee recommends that the Board approves the revised Safe Community Policy submitted to the Board prior to the meeting. . Joe reported that the policy has also been reviewed by our attorney.

Based on a motion duly made and seconded, the Board

VOTED to approve the Safe Community Policy recommendation as submitted.

The vote was unanimous.

2021 Provisional Budget Approval

The budget discussion began with a comment that “the only certainty is the uncertainty.” Jeff Loewer noted that the budget has been presented to the Finance Committee, as well as the Finance Subgroup of our Crisis Response Team, with both recommending the adoption of the budget.

Joe Watts provided Board members with a brief overview, accompanied by slides, reviewing the assumptions and provisions of the budget. He reported that COVID-19 expenses were currently expected to require 136K dollars, above staffing costs, but noted that this is a figure that will be refined in the months ahead. He noted that the FY21 Provisional Budget proposal projects 233K dollars in capital expenditures and includes an Annual Fund goal of 555K dollars. Joe noted that with anticipated reductions in conference attendance, limitations on conference

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attendees, and other factors the budgeted net loss for the year of (645K dollars) is approximately 850K dollars less than we would normally expect it to be. He noted that with the budget proposed, the SIC would need to identify more than 500K dollars of additional income and/or expense reductions to get to the 2022 operating season.

Tom Kennedy noted that the cap of 170 conferees will be difficult for LOAS conferences, and all the other large conferences. Mary noted that while this is not the year to increase spending, the goal of paying a living wage to our Pel workforce is “still on my mind.”

Based on a motion duly made and seconded, the Board

VOTED unanimously to approve the proposed 2021 Provisional Budget.

DISCUSSION ITEMS

Board Liaison Reports

Committee on Appointments: Tom Coleman reported on the Committee on Appointments, noting that this is a busy committee, with monthly meetings. He reported that the Committee placed 60 persons on the various committees during 2020.

Council of Conferences: Louise Williams noted that Sarah Gordon has agreed to be the new president of the council. Louise noted that Sarah is capable and will provide strong leadership within the group. Louise noted that governance within the group is being discussed.

Fund Development: Tom Kennedy noted that the Committee is active, and continues to work on “messaging.”

Permanent Trust: Nick Dembsey reported that the Trust continues to function well, and that Wilkins has continued to manage the funds well over time. Nick commented that the Trust needs to interact with membership, as the Fund performance is closely tied to the budget process.

Nominating Committee: Tricia Coleman reported that the Committee has completed its preparation for the Annual Meeting, and nominations for the year have been reviewed and submitted for the approval of membership.

Board Retreat

Nick noted that the traditional February weekend retreat will be modified to consist of three 2-hour sessions or two longer sessions, and that the dates will remain the afternoon of Friday, February 26 and the morning of Saturday, February 27. He noted that this is in flux, and that alternative suggestions will be considered. He requested topics for the retreat, noting that likely topics include: governance; the 2021 operating season; vaccines; COVID procedures; and strategic planning.

Meeting Reflections

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The Board noted that the meeting had been productive, albeit long.

Based on a motion duly made and seconded, the Board

VOTED to adjourn the meeting at 9:17 pm.

Meeting Adjourned.

Submitted by:

Mary Trudeau, Clerk