

Regular Session Board Meeting Minutes for December 19, 2022

STAR ISLAND CORPORATION
Regular Session Meeting of the Board of Directors
MEETING MINUTES
December 15, 2022 at 7:05 p.m. via ZOOM

Members Present

Kyle Belmont
Tricia Coleman (President, ISA UU)
Cary Cuiccio (President, SIUCC)
Leon Dunkley
Debbie Duval, President
Elizabeth Erickson
Lucia Green-Weiskel
Tom Kennedy, Vice President
Caroline Quijada
Topher Soltys
Arlyn Weeks, Clerk

Members Absent

Joni Abbadessa, Treasurer
April Rosario

Other

Sabine Michaud, Pelican Liaison
Joe Watts, CEO

Opening Words were offered by Sabine Michaud.

Call to Order

Debbie Duval called the meeting to order at 7:16 p.m.

Minutes of November 19, 2022 Meeting

Upon a motion duly made and seconded, the Board

VOTED to approve the minutes of the November 19, 2022 meeting.

Committee on Appointments Report

Lucia Green-Weiskel presented the reports of the Committee on Appointments. Upon a motion duly made and seconded, the Board

VOTED to reappoint Kay Snowden for a 3-year term on the Personnel Committee, reappoint Sarah Gordon for a 3-year term on the Personnel Committee, reappoint David Carnes for a 3-year term on the Personnel Committee, appoint Matt Ronn for a 3-year term on the Strategic Facilities Planning Committee, and reappoint Chuck Binzel for a 3-year term on the Fund Development Committee, where he will continue to serve as chair.

Upon a motion duly made and seconded, the Board

VOTED to reappoint Emily Jones for a 3-year term on the Fund Development Committee and appoint Scott Anderson for a 3-year term on the Committee on Appointments.

Pecuniary Benefit Transaction

Kyle Belmont left the meeting at this point.

Due to a continuing vacancy in the relevant staff position, upon a motion duly made and seconded, after receiving written notice dated December 5, 2022 (corrected from 2023), more than two-thirds of the disinterested members present

VOTED to approve a contract in the amount of up to \$5000 with Kyle Belmont, a member of the Board, to provide part-time communications and outreach services in 2023.

Kyle Belmont returned to the meeting at this point.

2023 Room & Board Rate Discussion & Vote

The Board members continued the conversation of this issue that began at our November meeting. Financial training may be offered to Board members at the March retreat.

Joe Watts noted that the new draft of the 2023 budget that was included in the Board packet for this meeting shows a room and board increase of 8.7% and generally reflects what happened at the most recent Finance Committee meeting. Approval of a rate is needed at this time in order to open conference registration on January 15, although that could be postponed if necessary. After serious discussion, the Finance Committee in November unanimously recommended an increase of 9%; they continued to support this recommendation at their December meeting. The staff used 8.7% in the draft budget because that is the 2023 increase in Social Security benefits.

This budget represents an attempt to catch up with inflation over the past 3 years and will address some service issues that arose in 2022. Improved financial aid will be an important pillar of the budget. Effective communication with Shoalers will be necessary. Topher Soltys, a member of the Finance Committee, noted that the bottom line in this draft budget is uncomfortably slim and that capital expenditures are higher than depreciation, a situation that is

acceptable for this year but not for the long term. Joe Watts reported that Hope Coolidge, our CFO, wanted the Board to know that the increase for a family of four over the 2022 rate will be about \$302. Tom Kennedy advocated for an increase of 7%, given the possible loss of bed nights due to the higher increase, the current rate of inflation in New England, and our obligation to impose only the increase that we can afford. Topher noted that registrations did not drop off after the 20% increase in 2008.

Cary Cuiccio reported that the SIUCC Board unanimously voted to increase its conference fee by 20% for 2023 with the assumption that room and board rates would increase by 9%. Kyle Belmont suggested that the budget should keep up with inflation as a future policy. Leon Dunkley suggested that rate increases should be visible and graphic.

After extensive discussion, and upon a motion duly made and seconded, the Board

VOTED, with 10 in favor and 1 opposed, to approve a 9% increase in room and board rates for the 2023 season.

Board Self-Evaluation

Continuing our discussion that began at the November meeting, Topher Soltys referred members to the memo in the Board packet. One item we noted was the need for education of Board members with regard to financial and physical plant issues. Another area in which we rated ourselves lower was engagement with other constituencies. This may not be an area as important to our organization as it is to other nonprofits, and the question may be what our Board members are allowed to do in this regard. There was general agreement that the Best Practices subgroup of the Governance Review Task Force should look at this issue and that, should we use the same form next year, this question might be annotated to indicate that it is not directly applicable to us.

On the issue of choosing board members, which also had a lower rating, it is possible that the ranking is due to the fact that our board members are chosen by the Nominating Committee, a procedure that is not common to nonprofits. There was no support for the idea that the response might be due to a desire among Board members to choose new members ourselves. We are aware of the need for better communication with the Nominating Committee and for possible future structural changes.

October 29 Council of Conferences Meeting Recap

Leon Dunkley reported that the meeting was high-spirited and enthusiastic. Several conferences were not represented. One item of conversation was the idea that being employed as an end-of-season Pelican rather than volunteering might be more efficient for the Island. Another topic of conversation was the need for partnerships, particularly as different conferences share weeks on-Island.

Committee on Appointments Liaison Report

Lucia Green-Weiskel reported that the Committee is doing well and has hit its stride after the recent change in chairmanship. There has been a flurry of appointments for positions starting in January. The Committee is interested in the SIC governance review and is doing its own governance review. It is integrating its work with the Beloved Community Task Force.

Conference Services Committee Liaison Report

Tricia Coleman reported that the Committee met in October. Justina Maji is the staff member. The Committee is looking at the conferee surveys from the summer and has talked about accessibility, food and services.

Fund Development Committee Liaison Report

Tom Kennedy reported that the Committee has met several times since the summer and is monitoring the progress of the Annual Fund and has been given assurances that it will meet its 2022 goal. Two members of the Committee have volunteered to make individual calls.

Nominating Committee Liaison Report

Liz Erickson reported that the Committee has met twice since its meeting with the Board and has received Debbie Duval's summary of the Board's self-evaluation. It is aware that Kris LoFrumento's term as chair will end at the 2023 Annual Meeting. It is reviewing its collected candidate names for current viability, as there are no openings for new Board members.

Permanent Trust Liaison Verbal Report

Liz Erickson reported that the trustees met in October. All of the trustees continue to feel that Wilkins' management of the portfolio is good and steady. The Trust has fared better than many other portfolios. The trustees will discuss the annual payout percentage to the Corporation in April. The Trust chair is now responding to all requests for proxy votes.

Bringer of Light Award Discussion

Kyle Belmont reviewed the recommended changes in procedure for determining this award that were included in the memo in the Board packet. He encouraged members to respond to the recommendations by e-mailing him. He will submit the policy for a vote by the Board in January.

2023 COVID-19 Policies

Joe Watts reminded Board members that, for the 2023 season, we will expect but not require vaccination for overnight visitors along with pre-arrival testing on the honor system. Cary Cuiccio noted that at the Health Committee's most recent meeting it was recommended that we no longer refer to CDC guidelines, as this caused some confusion in 2022. We still need to finalize a policy for day visitors and decide what happens when someone tests positive while on-Island, although the assumption is that anyone testing positive will be required to leave the Island, with the possibility that staff who test positive may allowed to quarantine on-site.

Other Business

Debbie Duval urged members to contribute to the Annual Fund before the end of the year, as 100% participation by Board members is very important.

Upon a motion duly made and seconded, the Board

VOTED to enter into executive session at 9:20 p.m.

The Board returned from executive session at 9:24 p.m.

Upon a motion duly made and seconded, the Board

VOTED to adjourn at 9:25 p.m.

All votes were unanimous unless otherwise noted.

Submitted by

Arlyn Weeks, Clerk