

Regular Session Minutes of the Board of Directors for March 3, 2023

STAR ISLAND CORPORATION
Regular Session Meeting of the Board of Directors
MEETING MINUTES
March 3, 2023 at 11:58 a.m. EST via Zoom

Members Present

Joni Abbadessa, Treasurer

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

April Rosario

Topher Soltys

Arlyn Weeks, Clerk

Others

Sabine Michaud, Pelican Liaison

Joe Watts, CEO

Call to Order

Debbie Duval called the meeting to order at 11:59 a.m.

January 24, 2023 Meeting Minutes

Upon a motion duly made and seconded, the Board

VOTED to approve the minutes of the January 24, 2023 regular session meeting of the Board.

CEO's Report

Joe Watts noted the theme of kindness for the 2023 season conferences. He reported that the U.S. Army Corps of Engineers has received two contractor bids for the breakwater project under their \$10 million threshold and is currently vetting the lower bid. It is close to formal acceptance. A new project manager, who is great, has been named. No communication has gone out yet about the project, but people are starting to ask about it. We hope to know a lot more about the project as things firm up this month. The Corps has stipulated that work will only be allowed Monday through Friday between 7 a.m. and 7 p.m. although Star may agree to allow extended hours. The first priority is the breakwater between Star and Cedar and the plan is to complete this work before the conference season. Work on the breakwaters between Cedar and Smuttynose and Smuttynose and Malaga, if it happens, will be visible from Star during the conference season.

Staff continues to work with the Rye Fire Department on the Underworld project. The Rye FD has approved the initial phase of the concept, starting with a water retention wall near the kitchen loading dock and moving our laundry operations to OBR. Design work is well underway.

Joe is anticipating a good season with the existing fire detection system, as this is a primary project focus this year. He noted that we plan on installing a new fire panel in the fall which would be online for the 2024 season.

Registration has reached 10,762 bed nights so far, representing 1767 people. This is behind the numbers last year at this time but the staff is cautiously optimistic about reaching our budget goal given that this is approximately equal to the pre-pandemic level of registration at this point. (1773 people had registered by this same time in 2020, before the pandemic affected registrations.) AllStar 1 is behind its usual level at this point.

Joe has hired Chelsea Haskell as Communications and Program Coordinator. She begins work on April 3. He has hired Seth House as Executive Chef. Seth is a former conferee and Pelican who worked weekends last year in this capacity, and he has off-Island culinary experience. A number of other positions remain open, including assistant conference center director, assistant Island engineer/administrator, head carpenter and island nurse remain open. Jocelyn Donahue, a PA student in training, has been hired as First Aid Station Coordinator on Saturdays through Mondays throughout the season, which works well for orienting our FAS volunteer providers, the roster which is filling up. There is a strong group of Pelican supervisors who have accepted employment offers.

Beloved Community Project Update

April Rosario reported that all projects previously described to the Board are moving forward. The Conference Calculator is almost ready; it will be available for use by those seeking financial aid. The Task Force is aware that kindness, the conference theme for the 2023 season, can be used as a scapegoat, and is working to include the concept that kindness and niceness are not the same thing in its theme materials including workshops and chapel services.

Treasurer's Report

Joni Abbadessa referred members to the financial reports in this month's Board packet, which present the unaudited year-end financials for 2022. Net income was slightly lower than budgeted, though strong at \$114,000 for the year. Operating income was 4% lower than budgeted and operating expense was 3.5% lower than budgeted. Bednights were 89% of budget. The Annual Fund, budgeted at \$690,000, realized \$720,000. For the first times in decades, SIC did not borrow from its line of credit. There was \$1.49 million in cash on hand at the end of the year. The Finance Committee has adopted its revised charge, which it sent to the Committee on Appointments at its request, and is reviewing the Long-Term Integrated Financial Tool (LIFT).

Pelican Liaison Report

Sabine Michaud reported that there is excitement in the Pelican community about upcoming job offers and that she is looking forward to a somewhat different role for the 2023 season.

Upon a motion duly made and seconded, the Board

VOTED to accept the foregoing reports.

A lunch break was taken between 12:23 and 12:58 p.m.

Committee on Appointments Report

Lucia Green-Weiskel presented the report of the Committee on Appointments. The CEO has appointed Martha Estrada to a first 3-year term on the Outreach and Engagement Committee.

The Committee on Appointments recommends that the Board appoint Rebecca Emerson Brown to a first 3-year term on the Membership Committee and Candace Erickson as chair of the Membership Committee. The Committee also recommends that the Board present the following nominations to the membership for a vote at the Annual Meeting: Irene Bush and Tricia Coleman to second 3-year terms on the Nominating Committee, Tricia Coleman and Julie Jowaisas as co-chairs of that committee, and Erik Cordes and Lia Yanis to first 3-year terms on that committee.

Upon a motion duly made and seconded, the Board

VOTED, with 12 in favor and one abstention, to make the recommended appointments to the Membership Committee and to present the nominations for positions on the Nominating Committee to the membership at the 2023 Annual Meeting, as recommended by the Committee on Appointments .

The Committee on Appointments asks whether the number of members of this committee should be increased if the limit on the number of Corporation members is raised or eliminated in the future.

Board Directory

Debbie Duval asked members to review the Board Directory included in the meeting packet and report any changes or corrections to her and to Kate Brady.

Committee Charge Approvals

Joni Abbadessa reported on changes to its charge recommended by the Finance Committee. Tom Kennedy reported on changes to its charge recommended by the Fund Development Committee. Liz Erickson reported on changes to its charge recommended by the Nominating Committee.

Upon a motion duly made and seconded, the Board

VOTED to approve the revised charges of these three Board committees as written.

Items From Winter Retreat Needing Further Action

The Facilities Committee is asking the Board to create a task force to develop a landscape management plan. This is an effort that should happen, but more time is needed to resolve the details.

Long-Range Integrated Financial Tool (LIFT)

Joe Watts noted that the LIFT was prepared by Hope Coolidge, our CFO, this year. The 5-year capital improvements plan is part of the LIFT and new this year as is the column for possible funding sources. Debt financing has been added as a possible action in this column, in addition to grants and donations from individuals. The cash flow forecast is low at the end of 2026, but we would not budget such a low figure. Rather, this is a model that demonstrates what might happen, given various assumptions, but without other actions. For example, a major fundraising campaign is not included.

Joni Abbadessa emphasized that the LIFT is not a budget. This is the first time that LIFT has been done at this time of year, which makes it more useful. She pointed out the note that LIFT assumes that inflation affects income and expense equally.

Governance Task Force Update

Liz Erickson reported that the Committees and Constituent Organizations Subgroup has continued to meet steadily and has created a survey to be sent to committee chairs and a slightly different survey to be sent to committee members. It will be obtaining verbal input from committee chairs as well. The subgroup has yet to determine how to approach the constituent organizations.

Tom Kennedy reported that the Membership Subgroup has completed its final report and submitted it to Joe Watts and Debbie Duval. It will be discussed by the Governance Task Force at its meeting on March 9. The final draft recommends that the limit on Corporation membership be eliminated and includes revised language about emeritus membership status.

Joe Watts reported that the Best Practices Subgroup will meet on March 7. It has developed questions to be used in interviews with leaders of different organizations, which have just begun to take place.

Arlyn Weeks reported that the Bylaws Subgroup remains ready to address changes recommended by the other subgroups and those already suggested by Board members and others.

Debbie Duval noted that the Governance Task Force is thinking about how to inform people about its work over the summer and considering community meetings, like that held by the Membership Subgroup, to be held in the fall. The Membership meeting went well.

Nominating Committee Report

Liz Erickson reported that this has been a relatively quiet year for the Nominating Committee, as its submitted report does not nominate any new Board members. The Committee has focused on

refining its charge and looking at potential future nominees. She noted that Kris LoFrumento is leaving the Committee due to term limits.

Outreach & Engagement Committee Liaison Report

Kyle Belmont reported that the Committee has undergone several transitions over the past 6 months. Jim Cooper is now the chair. The Committee is reviewing its charge for clarity and focus. It has been active in Pelican recruitment efforts and is looking forward to working with the new Communications and Program Coordinator.

Personnel Committee Liaison Report

Debbie Duval reported that the Committee met in January. Nicole Sylvester has agreed to join the Committee. The Committee has worked closely with Joe Watts on policies and the employee handbook.

Upon a motion duly made and seconded, the Board

VOTED to enter into executive session at 1:59 p.m.

The Board returned from executive session at 3:32 p.m.

Upon a motion duly made and seconded, the Board

VOTED to adjourn at 3:33 p.m.

Except as otherwise noted, all votes were unanimous.

Submitted by

Arlyn Weeks, Clerk