

Regular Session Minutes of the Board of Directors for April 4, 202

STAR ISLAND CORPORATION
Regular Session Meeting of the Board of Directors
MEETING MINUTES

April 4, 2023 at 7:05 p.m. EDT 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

Tom Kennedy, Vice President

Caroline Quijada

Topher Soltys

Arlyn Weeks, Clerk

Members Absent

Lucia Green-Weiskel

April Rosario

Other

Sabine Michaud, Pelican Liaison

Joe Watts, CEO

Opening Words were offered by Joni Abbadessa.

Debbie Duval called the meeting to order at 7:12 p.m.

Minutes of March 4, 2023, Meeting

Upon a motion duly made and seconded, the Board

VOTED to approve the minutes of the March 4, 2023 regular session meeting of the Board.

CEO's Report

Joe Watts referred members to his written reports. He noted that we are a bit behind last year on registered bednights, but about equal to 2018 at this time. As of April 1, bednights are 13,276, 68% of goal for the season. The staff is working on marketing with All Star I, Star Gathering II and LOAS II. The March Annual Fund results are good, with \$129,492 from 286 donors. This is 18% of goal and ahead of every year in Joe's memory at this stage. The annual meeting with the Rye Fire Department was held today, focused on the fire panel project and the Underworld. The fire chief said "I love it."

Treasurer's Report

Joni Abbadessa reported that we are in good shape financially. Revenue is a bit behind budget because the Annual Fund was a bit behind budget through the end of February. Net income at \$326,000 is almost exactly on budget for the end of February. The cash projection sheet will return to the monthly financial reports. Cash on hand is \$1.6 million. The Finance Committee has focused on the annual audit, where all the news is good.

Pelican Liaison's Report

Sabine Michaud reported that Pelican contracts are being accepted, this year's Facebook page has been created, and new Pelicans seem excited about this summer. She is going out to the Island tomorrow for two days and will probably spend three days on the Island next week.

In response to a question, Joe Watts stated that a few Pelican positions remain to be filled but fewer than were open at this time last year.

Upon a motion duly made and seconded, the Board

VOTED to accept the reports of the CEO, Treasurer, and Pelican liaison.

2022 Audit Presentation

Ryan Gough of Berry, Dunn; Bill Peterson, chair of the Audit Subcommittee; and Hope Coolidge, Chief Financial Officer, joined the meeting at this point.

Ryan reported that the audit went extremely well and was completed in three weeks. Star's team was well prepared and very responsive. His team met with the Audit Subcommittee. A new accounting pronouncement concerning long-term leases was applied to the audit this year. The resulting difference is non-material. There are no significant audit adjustments. There were no material weaknesses in Star's internal controls. The financial information that the Board is getting every month is sound and allows the Board to discharge its responsibilities. He expects the Corporation to receive its Employee Retention Tax Credit within the next year. The revenue drop of 28% results from the end of COVID funding (recorded in contributions and grants) and the investment loss in the Permanent Trust, which must be reported as part of the Corporation for purposes of the audit. A calendar is being created for the financial close process so that everyone involved knows when they need to provide necessary information. Ryan referred Board members to the audit advisory letter for a discussion of emerging issues and encouraged members to contact him directly with any questions.

Ryan, Bill, and Hope left the meeting at this point.

Upon a motion duly made and seconded, the Board

VOTED to approve the Berry Dunn 2022 audit of the Star Island Corporation.

2022 Form 990

Joni Abbadessa noted that the purpose of the IRS Form 990, which every nonprofit organization must file every year, is to allow the organization to disclose its activities to the public, to promote compliance with regulations applicable to tax-exempt organizations, and to educate nonprofits about tax law. It is more detailed than the financial statements and, in our case, is 49 pages long. The short version is the public version. This year it was prepared at the same time as the audit. Joe plans to sign and file the Form 990 by Friday, so members should direct any questions to him and Joni this week.

Landscape Task Force

Tom Kennedy presented the proposal for a Landscape Task Force that was included in the meeting packet. Joe Watts stated that he supported the proposal, especially given that there is agreement that one of the main goals is developing a landscape management plan for the Island. After discussion about the facts that the task force members would be appointed by the Board and that this will be a huge project involving a lot of work, Joe noted that a fire risk vegetation assessment is already underway and will not be affected by this proposal. Consideration of task forces should be included in the work of the Committees and Constituent Organizations subgroup of the Governance Task Force.

Upon a motion duly made and seconded, the Board

VOTED to approve the Landscape Task Force proposal and charge.

Property Standards Approval

Tom Kennedy noted that Board members should be familiar with this document. He recommended that the vote on the standards be deferred to the next Board meeting so that members could review the proposed changes. The Facilities Planning Committee presented an updated draft of the Property Standards for approval a year ago, when, after discussion, the Board requested that the document be reviewed through the lens of the Beloved Community Project. It now includes some changes resulting from that review. Members are encouraged to submit questions in writing before the next meeting. There may be a telephone meeting with the staff and members of the Committee before the next Board meeting.

Annual Meeting Update

Debbie Duval asked members to save the date for an Annual Meeting walk-through on April 25 at 7 p.m. The Annual Meeting will now include a report from the Pelican Liaison. The vote on the amendment to the bylaws will be put on the agenda before the other votes. Members volunteered to facilitate the Zoom sessions. Scribes for these sessions will be identified in advance of the Annual Meeting.

Strategic Plan Update & Next Steps

Caroline Quijada noted that the revised draft of the Strategic Plan is included in the meeting packet. The working group will get input at the Annual Meeting, and possibly on the Vision Statement as well. They are hoping to get input during the season on-Island as well.

Special Nominating Committee Update

Caroline Quijada reported that the Special Nominating Committee will nominate Debbie Duval and Tom Kennedy for one-year terms as president and vice president, respectively, at the Board meeting on May 2, 2023.

Governance Task Force Update

Tom Kennedy announced that he has accepted the position of chair of the Task Force, which is working on a calendar. The subgroups will be reporting at the Annual Meeting.

Upon a motion duly made and seconded, the Board

VOTED to enter into executive session at 8:54 p.m.

The Board returned from executive session at 8:59 p.m.

Upon a motion duly made and seconded, the Board

VOTED to adjourn at 9:00 p.m.

All votes were unanimous.

Submitted by

Arlyn Weeks, Clerk