

**Regular Session Board Minutes for April 2, 2024**

**STAR ISLAND CORPORATION**

**Regular Session Meeting of the Board of Directors**

**MEETING MINUTES**

**April 2, 2024 at 7:10 p.m. EDT via Zoom**

**Members Present**

Joni Abbadessa, Treasurer

Kyle Belmont

Debbie Duval, President

Elizabeth Erickson

Lucia Green-Weiskel

Tom Kennedy, Vice President

April Rosario

Topher Soltys

Ali Walton (President, ISA UU)

Arlyn Weeks, Clerk

**Members Absent**

Cary Cuiccio (President, SIUCC)

Leon Dunkley

Caroline Quijada

**Other**

Joe Watts, CEO

JJ Drummond, Pelican Liaison

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

**Opening Words** were offered by Topher Soltys.

**Minutes of February 10, 2024 Meeting**

Upon a motion duly made and seconded, the Board

VOTED to approve the minutes of the February 10, 2024 meeting.

## **CEO's Report**

Joe Watts reported that there has been a request from a member of the Caswell family for burial of ashes in the Caswell cemetery with a ground-mounted slab. We have no applicable policy, but the request is within all applicable regulations. The current thinking is to allow this and to address the issue in the monuments and memorials master plan to be developed. The burial will take place during International Affairs.

The Finance Department – Joe, Hope Coolidge, Kelly Dwyer and Joni Abbadessa – is undergoing a planned transition. Hope is now a consultant, through the fall. Kelly will be promoted. A new position will be created, devoted 2/3 to bookkeeping and 1/3 to the fundraising database. The cost will be greater than the current cost, but hopefully not by much.

A staff retreat has worked on tactics for implementing the Strategic Plan. A staff retreat will be held next Thursday focused on team building, working together as a team and working with conflict, with a facilitator.

The five-year contract for the Portsmouth dock used by the Shining Star will be renewed for 6 months to bring it to a more favorable time of year for renewal, after which it will be renewed for a five-year term.

Bed nights as of April 1 are 13,383, 70% of goal. Last year at this point the total was 13,276, so we are no longer trending behind last year. AllStar 1 is now a great success, with a wait list. LOAS 2 and Building Bridges are now among the top priorities. Joe is still confident that we will reach the goal, although it is still too early to make firm projections.

The Annual Fund is now at \$73,000, substantially behind last year's total of \$129,000 at this time, but that number included a \$39,000 one-time gift and \$11,000 which is not reflected in pledge totals this year. The donor and volunteer recognition letter is going out soon and the spring newsletter is going out later this month.

## **Beloved Community Project Update**

April Rosario reported that the Task Force's main project, the proposal for a DEI youth campership, is almost done and will go in the Annual Meeting packet. It is intended to create an institutionalized culture change that does not feel like tokenism. The Task Force will meet in April to plan logistics and to choose the conferences for a pilot program. The program will then roll out over several years.

## **Treasurer's Report**

Joni Abbadessa referred members to the February 2024 financials in the meeting packet. Operating revenue is on budget and expenses are slightly under budget. Cash flow is solid. We are tracking as expected.

The 2023 audit is finished and SIC again earned a clean opinion with no adjusting entries and no findings of any material weaknesses in internal controls.

## **Pelican Liaison's Report**

JJ Drummond reported that Pels are gearing up for the season. Contracts went out a few weeks ago. She will be the host this summer. Preparations for orientation of a good group of Pels are underway.

Upon a motion duly made and seconded, the Board

VOTED to accept the foregoing reports.

### **2023 Audit Presentation**

Ryan Gough of Berry Dunn, Hope Coolidge and Bill Peterson, chair of the Audit Subcommittee of the Finance Committee, joined the meeting at this point. Bill reported that the Subcommittee works with the auditors. It met on February 15 and March 21 to review the audit and then reported to the Finance Committee. The subcommittee is delighted with the clean audit, no changes to the financials as prepared by the corporation, and no adjustments. They received very positive feedback. One recommendation is to have oversight of payroll changes by a disinterested individual. The subcommittee and the Finance Committee recommend that the Board accept the 2023 financials as audited.

Ryan presented a slide deck, emphasizing that Berry Dunn has provided their highest level of assurance. There is no issue with the corporation's internal controls. The SIC Finance Department is "a small but mighty team." The financial information that the Board gets from the staff is sound and managed in a manner that permits the organization to be effectively run. "You have done everything you should be doing." He encouraged Board members to reach out to his team with questions.

Joni reminded members that the Form 990 is not voted on by the Board. The Permanent Trust also files a Form 990. Joe asked members to bring up questions about the Form 990 by close of business tomorrow.

Upon a motion duly made and seconded, the Board

VOTED to accept the audit as presented by Ryan Gough.

Ryan Gough and Bill Peterson left the meeting at this point.

Kyle Belmont noted that his hours in 2023 were not included on page 7 of the Form 990. Joe and Hope will make this correction.

Hope Coolidge left the meeting at this point.

### **Board Committee Charge Approvals**

Joni noted that the Finance Committee charge was reviewed and approved by the Committee last week. The only major change from last year is the use of the common charge format.

Tom Kennedy reported that the Strategic Facilities Planning Committee adopted the proposed charge on February 21, 2024 with no changes. It is a thorough and exciting review of what the Committee does.

Upon a motion duly made and seconded, the Board

VOTED to approve the two charges as presented.

## **Committee on Appointments Report**

Lucia Green-Weiskel reported that the Committee recommended that the Board nominate John Hickey for a first three-year term on the Nominating Committee.

Upon a motion duly made and seconded, the Board

VOTED to present the nomination of John Hickey for a first three-year term on the Nominating Committee to the Annual Meeting.

## **Annual Meeting Agenda**

Joni Abbadessa reported that she will attend the Annual Meeting via Zoon. April Rosario and Lucia Green-Weiskel were not sure whether they would be able to attend in person.

Joe Watts reported that we can use the reaction function on Zoom for voting. It will make it easier to be nimble during the meeting. There will be a Board meeting immediately after the Annual Meeting to vote on corporate resolutions and the nominations for president and vice president. On April 30 there will be a run-through session from 7 to 8 p.m.

Kyle Belmont will be the Zoom moderator and Q and A person. There will be no Council of Conferences or committee meetings on that day unless requested by April 3. Reports will be limited to 3 minutes or less. Any member who wishes to change their assignment for the meeting should speak now.

Joe ran through possible subjects for breakout sessions. Climate adaptation planning will be a presentation during the meeting rather than a breakout session. After discussion, it was generally agreed that the Strategic Plan did not need to be the subject of a breakout session.

## **Special Nominating Committee Update**

Arlyn Weeks reported that the Special Nominating Committee has nominated Debbie Duval and Caroline Quijada for one-year terms as president and vice president, respectively. Tom Kennedy was thanked for his exemplary service as vice president, including stepping up when Debbie was unavailable earlier in the year.

## **Governance Task Force Report/Proposed Bylaws Changes**

Tom Kennedy noted that Joe Watts is the principal author of the March 26 report in the meeting packet. The Board needs to endorse the bylaws changes to be presented for a vote at the Annual Meeting. There was considerable discussion of the Annual Meeting RSVP requirement that was presented in the section of the report devoted to changes to be brought forward in 2025. After further discussion, and upon a motion duly made and seconded, the Board

VOTED to approve Section 2 of the report with the word “draft” in the title in place of the word “proposed.”

Upon a motion duly made and seconded, the Board

VOTED to approve the proposed bylaws changes as set forth in Section 1 of the report.

Upon a motion duly made and seconded, the Board

VOTED to approve Section 3 of the report to be sent out for discussion at the Annual Meeting.

### **April and May Board Meetings**

Debbie Duval noted that there will be no new Board members to orient on May 7 so perhaps the meeting can be devoted to a single topic. There was general approval of this approach.

### **Board Conflict of Interest**

The form will be sent out electronically after the Annual Meeting. Get it back to Debbie Duval in that manner.

JJ Drummond left the meeting at this point.

Upon a motion duly made and seconded, the Board

VOTED to enter into executive session at 9:10 p.m.

The Board returned from executive session at 9:14 p.m.

The meeting adjourned at 9:15 p.m.

All votes were unanimous.

Submitted by

Arlyn Weeks, Clerk