



Board Meeting Minutes

October 23 & 24, 2022 – Windham Mountain Resort

Attendance:

In Person: Peter Howard (Board Chair), Katie Brinton (Vice Chair, WPTF Chair, at large member), Shannon Rucker (Secretary & Zone 3 member), Elizabeth Limerick (Treasurer & At Large Member), Ty Johnson (Zone 4 member), Walter Jaeger (zone 4 member), Dave Beckwith (EGC Chair, Zone 2 member), Brandon Pearce (at large member), Tera Adams (Zone 1 member), Stephen Gover (at large member), Eric Jordan (National Rep), Kathy Brennan (Eastern Division CEO), and Karen Haringa (Member Services)

Absent: Ross Boisvert (former Chair)

Guests: Margaret Surowka, Esq. (Special Counsel), Tom Spiess (Interim National CEO & CFO), Dan Hogan (Windham Mountain Snowsports Director), and Chip Seamans (Windham Mountain President/GM)

1. **Welcome** (Chair: Peter Howard). Opening Remarks. Preview of schedule and intended focus. Thank you to hosts at Windham.
2. **Adoption of Consent Agenda** (Chair: Peter Howard) (Policies 4.3, 4.4)
 - a. Minutes from June 21-22 & July 21 virtual meetings, Committee/Staff reports (Area Reps, Alpine Ed/Cert, Nordic, Adaptive, Snowboard, Ed & Programs, Member Services)
 - b. Discussion – takeaway for Don Haringa on evaluation of learning outcomes targeted for fall
 - c. Motion, Seconded, and Accepted by unanimous Vote
3. **Board Education** – (Margaret Surowka, Esq.) (Policies 4.1.3, 4.5, 4.8)
 - a. Governing Laws of Boards
 - b. Conflict of Interest
 - c. Fiduciary Duties: Duty of Care, Duty of Obedience, Duty of Loyalty
 - d. Liability
4. **CEO Update** (Kathy Brennan, Karen Haringa, & Tom Spiess) (Policies 2.0 - 2.4, 2.6 – 2.8, 3.2 – 3.4, 4.5, 4.7)
 - a. Monitoring Reports
 - b. Finances and processing

- i. Retention rate reporting
 - ii. Investment Strategy – discussion to add to Work Plan Task Force (WPTF)
 - iii. Discussion of operating funds considerations
 - iv. Take away – historical performance of Org during recession (Tom)
 - v. Workers Comp Audits
 - vi. COVID Employee Retention Tax Credit
 - c. Office Operations: Payroll system, move to laptops & Microsoft Teams, instituting written employee reviews
 - d. New staff categorization – much discussion for Board education
 - e. Website revamp
 - f. Committee Updates: Scholarship & Philanthropy (Deadline 10/31 for scholarships)
 - g. Industry Outreach efforts
5. **National Update** (Eric Jordan) (Policies 2.8, 4.4.5, 4.5)
- a. National CEO Search
 - i. Composition of committee
 - ii. Key competencies
 - iii. Timeline
6. **Executive Session**
- a. Motion to adopt resolution statement, Seconded, Unanimous vote – motion carried
 - b. Internal agreement to empower Chair to act on behalf of Board on this matter
7. **Member Communication Committee Update** (Shannon Rucker) (Policies 4.3, 4.6)
- a. 3 targeted groups with subgroups
 - b. Defined ownership of activities through end of December
 - c. Report on progress and remainder of plan in approx. 8 weeks (Dec/Jan timeframe)
8. **Member Code of Conduct** (Kathy Brennan) (Policies 4.2)
9. **Reinstatement** (Kathy Brennan) (Policies 4.2)
10. **Working Lunch** with Chip Seamans (President/GM of Windham) & Dan Hogan (Snowsports Director of Windham)
11. **WPTF Update** (Katie Brinton) (Policies 4.1 - 4.3, 4.6)
- a. Move WPTF doc to shared document location
 - b. Continued DEI discussion
12. **Generative Discussion depth of board members & term lengths** (Ty Johnson) (Policies 4.2)
13. **EGC Report** (Dave Beckwith) (Policies 4.2, 4.6.1)
- a. ByLaw Review & Update
 - b. Policy Manual to be updated with appendixes

- c. Articles of Incorporation Review
- 14. **Board Member Reflection** (All remaining members) (Policies 4.1)
- 15. **Board Performance Review** (Stephen Gover) (Policies 4.1, 4.3)
- 16. **Conclusion** (Pete Howard) (Policies 4.4)
 - a. Next meeting: Virtual January
 - b. Location for June meeting – south
 - c. Expense Report