

Board Meeting Minutes for PSIA-NRM

Date: May 20, 2017
Where: Bozeman, MT
Present: Craig Beam: Acting President
Dick Fast: Secretary
Stu Hoyt: Board Member
Matt Ruuhela: Board Member
Chris Kronebusch: Board Member
Jim Mikulich: Board Member
Jill Chumbley: Professional Development Coordinator
Herb Davis: Executive Director
Rita Brown: Business Manager
Eliza Kuntz: National Board Rep
Rebecca Starr: Adaptive Chair
Matt Larson: Freestyle Chair
Bridger Biggins: Snowboard Chair
Tom Marshall: Alpine Chair
Beaner Thacker: Snowsports School Management Chair
Tony Brown: Member (left at about 11:15)
Troy Nedved: Member (arrived at about 11:50)
Christy Mikulich (volunteered to set up snacks/lunch)

Not Present: Karl Svensson – Dick Fast has proxy for Karl

Quorum was present with five members consisting of Dick Fast, Jim Mikulich, Chris Kronebusch, Matt Ruuhela and Stu Hoyt plus Dick's proxy for Karl Svensson.

Meeting was called to order at 9:45am.

Old Business:

Craig welcomed and thanked everyone who helped make the transition successful.

Agenda: The agenda was accepted based on the option to move items around as necessary. Motion was made by Chris, and seconded by Matt. Unanimous approval.

Minutes: Approval of minutes from April 10 meeting. Unanimous voice vote.

Financials: Rita presented the financials from May, 2017. She presented a comparison from the previous year to current year. Higher income from previous year; however, the expenses were higher in event income related to Fall Fest and the transition. Loss for the year will be estimated to be at least \$25,000. Cash flow will be affected.

The balance sheet is showing a reduction in cash of \$19,000 due to the loss. We also have to clean up the liabilities section as it is showing some liabilities that we should not have on our accounts. Net

assets were down due to the loss. This is the reflection of the growth of the company so was a negative growth for the year. Finance Committee will continue to review and clean up details.

Loss from Fall Fest was \$9,192 plus another \$10,000 was from transition. Discussion followed about work comp and the decision was made to go to a quarterly basis for payments versus annually. Work comp will be recorded at the time payroll is processed so the accrual and expense will be accurate. Rita also noted that the work comp rate has gone down from previous year.

A discussion was held with regard to the administrative and overhead costs and the allocation to each discipline. We will discuss with Finance Committee and review for next year to determine the best way to process them. We also will try and set aside another 5% reserve to our rainy day fund.

Education Foundation: Rita presented the profit and loss and balance sheet for the Education Foundation. Net assets were approximately \$32,000.

Motion was made to accept the financials as presented by Stu and seconded by Matt. The financials were approved unanimously.

Reports from Board:

President Craig Beam: Thanks again for cooperation, especially Stu on search committee.

Secretary Dick Fast: Thanks given to Christy, Lesa, Jill, Hallie and Jen for their work in transition.

Results of election. Out of the 1163 ballots sent, 291 voted which represented 25%. Craig Beam and Jim Mikulich were selected for the two open positions. Other three candidates were Dave Casto, Jim Gold and Jim Patenaude. Thank you all for volunteering.

National Board Rep Eliza Kuntz: Presented a review of Committee structure and her role. She presented areas that National is currently working on. She will update us as things are solidified. We can also review National website as resources are made available.

Reports from Chairs:

Nordic: Tom Marshall presented for Mary Marshall. Plan is to hold a couple events this season. Cross country and Telemarking will be combined due to low attendance.

Childrens: Not presented.

Adaptive: Becca Starr presented. She is proposing an exception to Rules and Regulations to provide two year waiver to Article 43.1C to meet full requirements for Adaptive Training so that Level 3 can assess Level 1 training.

SSMC: Beaner Thacker presented. Future goals are to increase advanced level instructions and to increase training to increase the number of instructors.

Alpine: Tom Marshall presented. They will be introducing more L-1 prep training for new instructors. They will advertise it. This will be available for schools that need/want formal training instead of ad hoc. It will be a 2 day clinic. Tom presented Jim Anderson's proposal for Promotional Clinics which would cost each area \$500. Tom also asked Finance Committee to look at A&O charges as he would like more information on where it goes.

Snowboard: Bridger Biggins presented. He had a lot of great events, has learned a lot about staffing in first year. He will keep old uniforms one more year. No participation in GAP (Garmisch-Partenkirchen) this year due to lack of demand.

FreeStyle: Matt Larson presented. Staff has several new Alpine coaches. ProPark 10 was a success at Great Divide with 70 participants. He will have Free program and ProPark 11 this year.

Senior Specialist: Mike Hickey was not present. Herb noted that program is maturing. Expect more events, especially SS2. We will coordinate with other divisions that have program already to avoid reinventing wheel. Big issue is getting access to non-Gallatin County areas.

Staff Reports: Rita already presented financials.

Herb reported Fall Fest will probably be a go for 2017 as there is a large need for CEU's this year; however, will be looking at options to manage costs. Jill Chumbley will stay on as Professional Development Coordinator. Another goal is to reduce printing costs and revise sponsorship agreements to allow digital copy of newsletter.

Lunch: Craig presented letters of appreciation and gift certificates from REI to Christy and Jill. We will mail gift certificates to Lesa, Jen and Hallie.

Fall Fest: More discussion was held on the Fall Fest event. Herb was looking for ideas.

Alpine suggested working with Big Sky for flexible packages of education/lift tickets/rooms/meals and minimize use of conference rooms.

Appointed committee to research Fall Fest. Events, structure, professional/social mix, requirements, negotiate.

EF/Grants/Marketing: There is some concern with license plate program as it is not increasing. The initial invest was \$4,000. The design of the plate seems to be the issue. Rita will research options, including redesign of plate. Newsletter for July deadline is 6/15. Currently have four sponsors with a goal for 10 sponsors.

Name Change: Proposal dropped.

New Business:

Governance:

1. Amendment to Bylaws to reflect change in management structure (Sections 9.0, 10.0, 11.0, 12.0, 13.0 and 14.0) to reflect both Executive Director and Business Manager positions. Presented by Stu Hoyt. Motion to approve changes was made by Dick Fast and seconded by Jim. Roll call vote: Stu, Matt, Jim, Chris and Dick voted yes and Dick voted yes for Karl. Unanimous Approval.
2. Amendment to Rules and Regulations to reflect change in management structure (Sections 1.0, 1.A.3, 1.A.4, 1.A.5, 12.0, 12.1, 12.2, 26.1.1, 26.1.3, 26.2.6, and 53.0) again to reflect the split duties of Executive Director and Business Manager. Presented by Dick Fast. Motion to approve was made by Dick and seconded by Matt. Roll Call vote: Stu, Matt, Jim, Chris and Dick voted yes and Dick voted yes for Karl. Unanimous Approval.
3. Amendment to Bylaws Section 7.2.1 to allow more flexibility in scheduling board meetings via conference call presented by Dick Fast:

Article 5.7.2.1 SPECIAL TELEPHONE CONFERENCE AND ELECTRONIC COMMUNICATIONS MEETINGS. Special telephone or electronic meetings of the Board may be called by the President and shall be called by the President upon the written, telephonic or e-mailed request of any two (2) or more Directors. Notice of the date and time of such meetings shall be mailed by certified mail or e-mailed to each director, at the physical address or e-mail address shown by the records of the Association [at least seven (7) days] a reasonable period of time prior to the time of the meeting. No meeting by telephone or other electronic means shall take place unless at least a quorum of Directors are participating in said meetings at all times.....

Rational: Over the period I have served on the board I do not believe we have ever met the 7 day requirement. Issues that come up that require a conference call usually require a quicker response both in organizing the meeting and in holding it. This provides for that flexibility. I am not locked into the wording and would welcome a discussion on the length of time members feel is reasonable. The most I would be comfortable with is a firm minimum of two days. I would also welcome language specifying that a conference call would not be held if any member of the board objected to short notification, specifically, say less than 7 days. That would prevent any attempt to force an issue when one or more members who might object were unavailable.

Submitted by: Richard Fast, Secretary, PSIA-NRM Board of Directors

Vote: Approved Not Approved

Motion to approve as written was made by Stu and seconded by Matt. Roll Call vote: Stu, Matt, Jim, Chris and Dick voted yes and Dick voted yes for Karl. Unanimous Approval.

4. Proposed amendment to Rules and Regulations to provide 2 year waiver to Article 43.1C to meet full requirements for Adaptive Training presented by Becca Starr. Board decided not

to amend Rules and Regulations but to approve temporary policy change/waiver to requirements. Motion to approve was made by Stu and seconded by Jim. Roll Call vote: Stu, Matt, Jim, Chris and Dick voted yes and Dick voted yes for Karl. Unanimous Approval.

5. Proposed change to how meetings are conducted and when. Proposal made to change to reasonable time was made by Stu and seconded by Matt. Approved by roll call unanimously.
6. Proposal from Jim Anderson to create a promotional clinic program for outreach. Board liked the idea and gave general approval to proceed with developing concept. No vote as it was for information only.
7. Motion was made to create Governance Committee by Matt and seconded by Chris to review the current rules and regulations along with ByLaws. Unanimous approval. The Governance Committee will consist of Stu, Dick, Shannon, Chris, Herb, and Rita.

Dick raised question regarding an amendment to ByLaws (Section 2.0) that had been approved at May 14, 2016 Board Meeting but that had not been amended in ByLaws on web site although other amendments that were approved at that meeting had been incorporated. Subject was addition of a Legacy Membership and Offering of a discount to divisional dues for NRM's 30+ year members. Dick will research.

8. Reviewed membership of Finance Committee: Karl, Dick, Lesa, Herb and Rita.
9. Marketing Committee will be dissolved and rest in Executive Director's job duties.
10. EF/Scholarship Committee: Heidi Maier will stay on as chair.
11. Membership Category issues were discussed. How does re-certification work when they have been gone for so long? Discussion ensued about correct way to get them back up to speed.

Budget:

Herb presented the preliminary budget. We will still need to solidify the budget. The final budget will be presented to the Board by June 20th.

Next Meeting Schedule:

Next meetings will be September 30, 2017 for the Fall meeting and May 19, 2018 for the Spring meeting. We will look into holding meeting outside of Gallatin Valley.

Motion to adjourn the General Meeting was made by Dick and seconded by Jim. With a unanimous decision, the meeting was adjourned at 3:30pm.

Executive Session:

Executive session was called to order at 3:35pm.

1. Election of President: Stu Hoyt was only candidate. Elected unanimously. Term 2017 to 2019.
2. Election of Secretary: Dick Fast was only candidate: Elected unanimously. Term 2017 to 2019.
3. Next spring will see election of new Vice President (currently Craig Beam) and Treasurer (currently Karl Svensson).
4. Board deferred selection of a 7th board member to replace Stu Hoyt as per ByLaws Articles 5.3 and 6.1 as Governance Committee will be looking into amending these ByLaws. If not amended, replacement member will be elected by Fall Meeting.

Motion to adjourn Executive Session was made by Craig and seconded by Matt. With a unanimous decision, the meeting was adjourned at 4:00pm.