

**STAR ISLAND CORPORATION
BOARD OF DIRECTORS MEETING**

Tuesday, March 25, 2014
By “Go To Meeting” App and Telephone Conference Call

Members in attendance:

John Bush, Treasurer
Erik Cordes
Nick Dembsey
Debbie Duval (President, SIUCC)
Sharon Kennedy, President
Gary Kunz, Vice President
Karen Mathiasen, Clerk
Suellen Peluso *
Russell Peterson
Sally Russell *
Tom Smurzynski (Pres., ISAUU)
Jordan Young

Absent:

Josh Davis

Others attending the meeting:

Joe Watts, CEO

* Part of meeting

For Opening Words, Debbie Duval chose the following from the late pastor of the Riverside Church in New York, Ernest Campbell, who said,

“To be young is to study in schools we did not build.
To be mature is to build schools in which we will not study.
To be young is to swim in pools we did not dig.
To be mature is to dig pools in which we will not swim.
To be young is to sit under trees we did not plant.
To be mature is to plant trees under which we will not sit.
To be young is to dance to music we did not write.
To be mature is to write music to which we will not dance.”

Adding to this, church historian Walter B. Shurden says,

“To be young is to benefit from a church you did not begin; to be mature is to build a church from which you will not benefit.”

Sharon Kennedy, President, called the meeting to order at 7:04 p.m.

Minutes. It was unanimously

VOTED: To approve the minutes of the February 23, 2014, meeting of Directors.

Reports

- **CEO Report.** Joe Watts, CEO of the Star Island Corporation, presented some highlights from the CEO Report, including items from the reports of the Director of Development and the Island Manager/Director of Facilities.
 - **Development Report.** Joe gave the report on behalf of Angela Matthews, Director of Development.
 - **Spring Annual Fund Appeal.** The appeal is going out very soon, including customized letters to \$2,500+ donors and Corporation members who haven't donated to the Annual Fund in the last few years.
 - **Thank-A-Thon.** Board members will call various donors to thank them for their 2013 contributions. It is hoped that some of these calls can produce useful dialogs between the callers and the donors.
 - **Potential Grants.** Later in the meeting, we will take a vote on a \$25K request from the McIninch Foundation, approval being needed by April 15. We are also submitting a letter of intent to the Horne Family Foundation (HFF) requesting \$25K of support for the energy project. No vote is required at this time.
 - **Heritage Preservation Grant.** We have secured a \$7,300 Conservation Assessment Program grant. Two conservation professionals will spend time at Star, concentrating on Vaughn Cottage and how we might better use its resources.
 - **Hiring of New Director of Development.** We are working with our HR consultant on a timeline for this important hire and don't expect to be interviewing finalists until September or October.
 - **Board Donations.** Sharon reminded Board members to pledge early to the Annual Fund in order to set a good example.
 - **Facilities Report.** Open Up officially begins on Monday, April 7. Staff is preparing a slide show on our open-up projects and several grants for the Annual Meeting. This slide show will also include an update on the solar power project.
 - **Registration Report.** As of March 19, we were at 9,635 bed nights, 50.1% of our bed night goal. Due to All Star 1 having a waitlist, we are effectively at about 49% of our goal. We are working with All Star 1 leadership to encourage folks on their waitlist to register for other family conferences such as All Star 2 and International Affairs. As of February 14, we were at 3,870 bed nights, 20% of our goal. Last year at this time, we were at 7,488 bed nights, 40.2 % of our 2013 goal. Though it feels good to be ahead of where we were last year, it is too soon to draw meaningful comparisons with other years because we have so many new variables, such as online registration.

- General Assembly. We will have a presence at the UUA's General Assembly, which meets this year in Providence, Rhode Island, from June 25-29. We need volunteers to help staff the Star Island table. In particular, we need to have at least one Board member there. Anyone who is interested should contact Joe.
- **Treasurer's Report**. John Bush gave the report.
 - 2013 Audit. Our Audit Subcommittee has been meeting with our audit firm, and we expect the audit to be wrapped up in the next few weeks. Via the GoToMeeting app, the auditors are planning to meet with us at our April Board meeting to discuss the audit results. It was noted that it is considered good business practice to go out to bid for an auditor, say, every five years or so, and that it has been some time since we have done this.
 - Staff Goals. Staff goals for 2014 are focusing on financial controls.
 - End-of-Year Statement. We are showing a \$300K gain for 2013; we need to keep in mind that some of this was due to grants.
 - Reserve Policy. We are drafting a reserve policy, and would like either to add surpluses to a reserve fund or to pay down indebtedness, or some combination of the two. John offered to circulate a reserve policy for Board review.
 - Permanent Trust Agreement. The Star Island Permanent Trust Agreement has had no amendments since 2005. John is reviewing the Trust Agreement to see what changes might be needed. According to the Trust Agreement, there are two ways to amend the document: (1) by a formula calling for votes of the Trustees and of the SIC Directors, or (2) an affirmative vote of three-fourths of the SIC membership. The first option is probably preferable.
- **Pel Report**. In the absence of the Pel Liaison, there was no Pel Report.

VOTED: To accept the CEO report, including the Development, Facilities, and Registration reports, and the Treasurer's report.

Old Business

- 2014 Board Goals
 - Integration with Strategic Plan. Gary has revised certain Board goals and tied them to the Strategic Plan. It was suggested in what was otherwise a good document that it could use some formatting for easier readability. Upon motion duly made and seconded, following discussion, it was unanimously

VOTED: To accept the 2014 Board Goals integrated into the Strategic Plan, as presented to the meeting.

- Solar Project Update. The Ad Hoc Solar Power Purchase Agreement Contract Review Committee supports the contract as currently written. Revolution Energy's (RE) bank, which was prepared to serve as the equity investor in the project, has run into a glitch with the FDIC, which it is actively working to resolve. Joe reaffirmed that our April 15 deadline is still in effect, after which time the terms of our deal with RE would no longer be in effect. If this happens, we will explore additional alternatives for financing this project. Some initial research into alternative options is already underway. In summary, we have a solar energy plan, but it needs financing. Regardless, we are proceeding with buying a generator and other needed equipment for 2014 so that we will have the equipment online when needed. Should we come to a deal with RE, the manner in which we are purchasing the equipment will work within the terms of the current contract draft. It is very unlikely that the solar project will be completed by August 15. We are in waiting mode with RE, and meanwhile keeping alternatives in mind.

- Annual Meeting Agenda
 - Election of New Members to the Corporation. At the request of Tom Coleman, Membership Committee Chair, we have shifted this to earlier in the meeting so that the new Members can participate in voting and otherwise function as full Members. We have 31 new Members this year, a record.

 - Presentations. We anticipate offering presentations on the Stewardship Installation and our facilities projects, including grant funding and solar power.

 - Possible Discussion Points. We anticipated that the following might be among the discussion topics posed by the membership: (i) Star Gathering 2 and IRAS sharing the island, it being pointed out how well the two groups have been working together, and that there was a real group effort to come to resolution; and (ii) implications of this for the 2016 calendar.

 - Bringer of Light Award – Deferred to Executive Session.

New Business

- Approval of Grant Applications.
 - The McIninch Foundation. We will be requesting \$25K for our solar energy project. McIninch needs to receive the grant application by April 15. This being the last SIC Board meeting before April 15, it seemed the best approach would be to take a vote now to enable staff to apply by the deadline, with the caveat that the staff might not apply if the solar power project seemed to be delayed to this fall or later. We can defer our application to the next cycle, with an October deadline, if needed. We were reminded that McIninch earlier gave us a grant for work on

Cottage A. Upon motion duly made and seconded, following discussion, it was unanimously

VOTED: To approve submission of the application to The McIninch Foundation, as presented to the meeting.

- The Horne Family Foundation. We plan to submit a letter of intent for support of our solar energy project, but no vote is required at this time.
- **Committee on Appointments (CoA) Report**. Debbie Duval led the discussion on behalf of the (CoA). The CoA recommends the following appointment by the Board: Upon motion duly made, no second being necessary, it was unanimously

VOTED: To accept the following nominations and the request regarding the operating committees:

The CoA recommends that the Board propose the following candidates for the **Nominating Committee** at the next annual meeting of the Star Island Corporation, consistent with the SIC bylaws:

Nancy Miller for a second three-year term beginning in 2014
Pamela Pierce for a first three-year term beginning in 2014
Kristin Laverty for a first three-year term beginning in 2014

The CoA recommends the following appointments by the Board:

Personnel Committee:

Sally Russell for a second three-year term
Janet Cann for a second three-year term

Fund Development:

Chuck Binzel for a second three-year term

Property Standards:

Jean Stefanik for a second three-year term

The CoA also wished to inform the Board of the following CEO appointments to an operating committee, and to request, for the record, that these appointments be reflected in the Board minutes:

Island Heritage:

Tara Kelly for a second three-year term

Health Committee:

Dana Swift for a first three-year term
Betty McKinnell for a second three-year term

Conference Services:

Mark Woolley for a second three-year term
Ken Swanson for a first three-year term
Dean Varney for a first three-year term

Sally Russell joined the meeting during the above committee votes. Suellen Peluso joined the meeting at the beginning of the Executive Session.

Executive Session. At 8:25 p.m., the Board unanimously voted to go into Executive Session, the minutes of which are kept separately. The purpose of the session was to (i) approve the minutes of the March 25, 2014, Executive Session, (ii) discuss the Bringer of Light Award, and (iii) briefly discuss the CEO performance review.

The Board meeting was reconvened at 8:41 p.m.

Debbie and Karen will each attend day-long workshops on leadership development, Debbie on April 21 and Karen on May 10.

The next Board meeting is scheduled for Tuesday, April 22, 2014, by GoToMeeting/conference call.

There being no further business, it was

VOTED: To adjourn the meeting.

The meeting was adjourned at 8:47 p.m.

Respectfully submitted,

Karen Mathiasen, Clerk