

**STAR ISLAND CORPORATION
BOARD OF DIRECTORS MEETING
AND WINTER RETREAT**

February 16-17, 2008
at the Portsmouth Office

MINUTES

Members in attendance:

David Boynton, Vice President
Joanne Bulley
Ron Cordes (Saturday only)
Brad Greeley, President
John Hickey
Edmund Jones, Treasurer
Karen Mathiasen, Clerk
Suzanne May
Russell Peterson
Jan Prochaska

* Saturday afternoon only

** Parts of Saturday and Sunday

Absent:

Sharon Kennedy
Mark Woolley

Others attending the meeting

Lisa Duncanson *
Stan Corfman, Treasurer Nominee
Vicky Hardy, CEO-Select
Justina Maji *
Sumar Maji *
Tom Mansfield *
Jim Prochaska**
Ed Rutledge *
Kristi Valzifdar *
Arlyn Weeks *
Jordan Young, Board Member Nominee

For opening words, Brad Greeley, President, showed a wonderful Power Point presentation about Star Island, created by the Island staff and volunteers.

Brad then called the meeting to order on February 16, 2008, at 9:15 a.m. The Clerk took the minutes. The meeting commenced with two community-building exercises led by our CEO-Select, Victoria (Vicky) Hardy.

Review of Board Self-Evaluation

Suzanne May presented the results of the Board members' own evaluations of the Board over the last year, noting that overall the evaluations were "mid-satisfactory." The following comments were made at the meeting:

- Votes taken should stay taken and not revisited. This is an issue of our Board Covenant with one another.
- Participation is a problem with conference calls.
- We are different from many non-profits because all Board members are users of the organization's services.
- If conversation becomes difficult, consider having a "time-out."
- We need to review the Covenant often.
- Consider a "cluster" approach to Board conference calls, whereby a group might gather

in New York City and another in Portsmouth, for example, around a high quality speaker phone.

- We need a better understanding of financials, and especially need a monthly balance sheet.

Discussion of Board Practices

- **Preparation for Meetings.** It was suggested that we adopt a Consent Agenda model, whereby certain reports and minutes are only discussed by exception, but noting that discussion is certainly welcome. If such a model is adopted, then Board members must read the materials beforehand, and reports need to flag proposed action items. It was noted that Board members need a more ordered sending of Board documents than the current somewhat randomly ordered set of emailed files. Further, the agenda page needs to contain the time and place of the meeting and any call-in number. We also need a Board member to serve as timekeeper, this task generally falling to the Board member offering opening words. ⇨ Action item: Vicky will talk with Brian Winters about emailing the Board preparation materials.
- **Procedures in Meetings**
 - Motions. Sometimes we make a motion and discuss, and other times the motion comes out of the discussion.
 - End-of-Meeting Evaluations. We should have one each time, in which we look at what worked and what didn't.
 - Executive Sessions. The results are reported out, without detail, in the minutes of the regular Board meeting, including how long the Executive Session lasted. Executive Sessions are generally used for (i) personnel issues, (ii) legal matters, and (iii) contract issues.
 - Votes. Close votes (e.g., 5-4) are an issue. In case the Board seems deeply divided over an issue, we should consider straw votes, more discussion, and reframing the question.
- **The Board Covenant.** ⇨ Action item: Brad will do a redraft based on our discussions.

Three-Year Strategic Plan. Jan and Jim Prochaska led a discussion of the latest version of the Strategic Plan. This latest version reflects comments from 24 staff, Board, and Corporation members and conferees. Those present reviewed the draft at some length. ⇨ Action item: Jan and Jim will draft a new version based on the discussion.

Marketing of Star. Justina Maji, Assistant Conference Center Director, gave a report on the marketing efforts being made to increase the number of conferee registrants. The materials include the Power Point presentation shown at the beginning of the meeting and a folder of handsome print materials.

Further Discussion of Board Practices

- **Conference Calls.** Due to the geographic dispersion of Board members, it is often necessary to meet by conference call. Some suggestions were made to make these occasions more productive:
 - Identify yourself.
 - Pause before you speak.
 - Get physically comfortable during the call.
 - Discourage cell phones, wireless phones, and non-professional speaker phones.
 - Use websites for video input (see *persony.com*).
 - “Raise your name” so the person running the meeting can put you in queue.
 - At the end of a topic, the President should ask if anyone needs to speak.
 - Take care when drafting the agenda, recognizing the difficulty dealing with personnel and other tough issues by conference call.
 - Limit the call to one and one-half hours.
 - Discuss the more difficult issues early in the call.
- **Executive Committee.** The SIC Executive Committee consists of the President, the Vice-President, the Clerk, and the Treasurer, plus two members who serve *ex-officio* on the Board by virtue of heading affiliated organizations, namely the President of the Isles of Shoals Association, Unitarian Universalist, Inc., and the President of the Star Island United Church of Christ, Inc. Brad indicated that he might try to make more use of the Executive Committee in order to excuse the entire Board from having to attend certain meetings. The Executive Committee could meet by email, and in particular could help to shape the agenda for upcoming Board meetings.
- **Senior Staff.** We need a schedule of senior staff and Committee Chairs to join us for a conversation that is meant to be informational rather than operational. It is important to control the time allotted to such sessions.

The meeting was adjourned for the day at 5:10 p.m.

The meeting was called to order again on Sunday, February 17, at 9:10 a.m.

Strategic Plan, continued

Thoughts included:

- What is a Conference?
- The mission statement can be more specific than the bylaws.
- We need to create a culture of stewardship.

Jan and Jim agreed to prepare a 4th version of the Plan, and they outlined a review process so that the final version may be presented for acceptance at the SIC Annual Meeting on April 26.

2008 Board Goals

After much discussion, we agreed on the following goals:

Two first priorities:

- Building a new business model
- Ensuring we are in compliance

Followed by, in order of importance:

- Re-building trust with several entities
- Integrating the new CEO into our community
- Monitoring the development of capital campaign plans
- Developing Board skills regarding financial reports and other topics

We agreed to save for further consideration the following:

- Discussing relationship with Pels, recognizing it is a two-way street. (We need to give the Pels something in writing.)
- Exploring how open to be to non-conferee visitors
- Continuing leadership in fundraising
- Editing mission statement
- Monitoring our Strategic Plan for compliance
- Reviewing our bylaws, but not this year

Permanent Trust Issues. It was noted that the Nominating Committee did not nominate the person recommended by the Board of Directors as the Board Representative to the Permanent Trust, which does not follow the usual process. We need to meet with the Trust on a variety of matters, and it was suggested that Brad and Vicky meet with the Trustees shortly before the SIC Annual Meeting.

Personnel Evaluations. Evaluations for the Conference Center Director, who then served for part of the year as Acting Executive Director, are underway.

IOL Recommendations. Dave Boynton distributed a document that includes steps taken in response to concerns identified in the IOL Report and the Operations Review. Board members are asked to review it.

Council of Conferences (CoC) Spring Meeting

Jan Prochaska, Board Liaison to the CoC, is meeting with the CoC Executive Committee next Sunday and asked what we might want to include in their agenda, their meeting being in the morning before the SIC Annual Meeting in the afternoon. After discussion, the following was recommended, including the format for the SIC Annual Meeting: Build the meeting around the IOL-Operations Review document in the afternoon, with

- Plenary lunch with Vicky
- Begin SIC meeting at 1:00 with “early business”
- Reports of IOL Committee, President, CEO, and Treasurer
- Break-out Session
- Regroup for rest of meeting.

Financial Statements. Edmund Jones, Treasurer, presented them for brief discussion.

Minutes. The following minutes were approved as presented: the January 15 and January 22, 2008, Board meetings and the January 15 (two sessions) and January 22, 2008, Executive Sessions.

Review of Retreat Just Held. Comments included

- It was positive.
- It dealt with concrete issues.
- There was widespread participation.
- It was well paced.
- We laughed more.
- There was good team building.

⇒ Action item: Board members are asked to email their resumes to Vicky so that she might get to know us better.

A Good-bye. Brad noted with regret that, as Joanne Bulley has resigned as President of the Isles of Shoals Association, she also gives up her *ex-officio* Board seat. Joanne was thanked for her service, and assured that she will be missed on the Board.

There being no further business, it was

VOTED: To adjourn the Meeting.

The Meeting was adjourned at 1:00 p.m.

Respectfully submitted,

Karen Mathiasen, Clerk