

**STAR ISLAND CORPORATION
BOARD OF DIRECTORS MEETING**

Tuesday, April 26, 2011
By telephone conference call

MINUTES

Members in attendance:

Dave Brown (Pres., ISA-CC)
Brad Greeley
Sharon Kennedy, Vice President
Karen Mathiasen, Clerk
Suzanne May
Suellen Peluso
Russell Peterson, President
Jan Prochaska
Sally Russell
Charlie Stauffacher (Pres., SIUCC)
Jordan Young

Absent:

Stan Corfman, Treasurer
Josh Davis

Others attending the meeting

Vicky Hardy, CEO
Christopher Soltys, Pel Representative
John Bush, incoming Treasurer
Gary Kunz, incoming Board member
Ray Bald, auditor, with the firm of
Cummings, Lamont and McNamee*
Tom Griffiths *

* part of meeting

Suzanne May read opening words from *Gift from the Sea* by Anne Morrow Lindbergh:

Here on this island I have had space. Paradoxically, in this limited area, space has been forced upon me. The geographical boundaries, the physical limitations, the restrictions on communication, have enforced a natural selectivity. There are not too many activities or things or people, and each one, I find is significant, set apart in the frame of sufficient time and space. Here there is time; time to be quiet; time to work without pressure; time to think; time to watch the heron, watching with frozen patience for his prey. Time to look at the stars or to study the shell; time to see friends, to gossip, to laugh, to talk. Time, even *not* to talk.....

Island living selects for me, but it is a natural, not an artificial selection. It selects numerically but not in kind. There are all kinds of experiences on this island, but not too many. The simplicity of life forces me into physical as well as intellectual or social activity.....

My island selects for me socially too. Its small circumference cannot hold too many people. I see people here that I would not see at home, people who are removed from me by age or occupation. In the suburbs of a large city we tend to see people of the same general age and interests. That is why we chose the suburbs, because we have similar needs and pursuits. My island selects for me people who are very different from me--the stranger who turns out to be, in the frame of sufficient time

and space, invariably interesting and enriching. I discover here what everyone has experienced on an ocean voyage or a long train ride or a temporary seclusion in a small village. Out of the welter of life, a few people are selected for us by accident of temporary confinement in the same circle. We never would have chosen these neighbors; life chose them for us. But thrown together on this island of living, we stretch to understand each other and are invigorated by the stretching.

Russ Peterson, President, called the meeting to order at 7:07 p.m. The Clerk took the minutes.

Consent Agenda. Pursuant to our consent agenda, it was unanimously

VOTED: To approve the minutes of the March 29, 2011, meeting of Directors as amended and to accept the report of the Director of Development.

CEO Report. Vicky Hardy gave the report.

- ISSCO. Vicky relayed the sad news that Robin Whittaker, owner and president of ISSCO, suffered a head trauma during a skiing accident and will be going to rehab.
- “Safe Place” Policy. There will be a revised draft for our July retreat.
- Shelter Rock Application. We should be hearing shortly about our grant to Shelter Rock for chapel improvements. We have back-up plans in place in case Shelter Rock turns us down.

VOTED: To accept the CEO report.

Financial Report.

- Operating Account. Tom Griffiths, a member of the Finance Committee, gave the report on behalf of Stan Corfman, Treasurer, who could not be present. Tom noted that it is early in the year for much activity in the operating budget.
- 2010 Audit. Tom, with the assistance of Ray Balt of our outside audit firm of Cummings, Lamont and McNamee, reviewed with us the results of the 2010 audit. Tom was pleased to report that Cummings, Lamont and McNamee did not need to make any suggestions this year (as opposed to 2009) as to clarity of the financials. This year’s management letter was much more favorable than last year’s, noting that the 2009 letter noted “material weakness” in some of our financials. Ray noted that the audit went very smoothly this year, and praised Kristi for her preparedness, which helped make for excellent communication between the staff and the auditors. In 2009, we were quite rushed as we were trying to do our portion of the audit. This year we had more time, resulting in better communication. Ray reminded us that the well-functioning organization should be able to draft financial statements on its own. He

VOTED: To accept the 2010 Audit Report and Management Letter as presented subject to any further comments the auditors might have in the next few days.

VOTED: To accept the 2010 internal audit report.

Registration. We are slightly ahead of budgeted bed nights. We are using some good marketing materials. All conferences except AS1 and AS2 (which are filled) have at least a little space left. We need a separate breakout category for Marketing. We also need an easy way to convert bed nights to number of vacancies.

Pel Report. Topher Soltys, the Pel Representative, gave the report. Various Pels are working out on the island right now, but otherwise there are no particular Pel developments. Russ noted how much better Pel communication issues are this year.

Annual Meeting Agenda

- **Maker of Light Award.** Since the awardee will not be able to attend the annual meeting after about 1:30 p.m., we will make the award at the beginning of the meeting.
- **Break-out Topics.** We will suspend the meeting for small groups to discuss “The Future of Star Island in 2020.” The sessions and Board members assigned to each are
 - Recreation and Amenities on the Island – Jan Prochaska and Charlie Stauffacher
 - Sustainability and Alternative Energy – Suzanne May and Karen Mathiasen
 - Facilities and Grounds; opportunities for attracting new Shoalers – Dave Brown
 - Transparency, Communications, and Technology – Jordan Young and Gary Kunz
 - 21st Century Marketing; beyond our UU and UCC roots? – Sally Russell and Josh Davis
 - New Members Forum – Sharon Kennedy and Suellen Peluso

We also discussed difficult questions that might arise at the Annual Meeting, and how we might respond to them.

Updating of Corporate Records with the Office of the Massachusetts Secretary of the Commonwealth.

In checking the SIC corporate records online, Karen Mathiasen discovered that a former Clerk from several years ago is still listed as the Resident Agent. The Massachusetts rule for non-profit corporations (profit-making corporations have different rules) is that the Clerk of the Corporation shall serve as Resident Agent unless someone else is appointed Resident Agent. We were informed by the Office of the Secretary of the Commonwealth that the most expeditious way to correct our records would be to revoke the appointment of the Resident Agent shown on the Commonwealth's records, at which point the current Clerk, Karen Mathiasen, would by default become the Resident Agent. Upon motion duly made and seconded, no discussion being necessary, it was

VOTED: To update the Corporation's records with the Commonwealth of Massachusetts by revoking the appointment of Leslie Lowry as Resident Agent.

Annual Review and Approval of Certain Policies. The Board undertook its annual review of Policies on Child Abuse, Sexual Harassment, and Discrimination and Non-Sexual Harassment. After discussion and upon motion duly made, no further discussion being necessary, it was unanimously

VOTED: To approve the Policies and Procedures Addressing Child Abuse, Sexual Harassment, and Discrimination and Non-Sexual Harassment.

It was noted that conferences may adopt more restrictive policies than those just voted, but not less restrictive ones.

Report of the 2011 Special Nominating Committee of the SIC. The Board earlier received the Committee's Report, recommending that Russ Peterson serve as president of the Corporation and Sharon Kennedy serve as vice-president, both for one-year terms starting at the first meeting of the Board of Directors following the Annual Meeting of the Corporation. We unanimously agreed to hold a special Board Meeting on Saturday, April 30, immediately following the Annual Meeting, in order to elect the President and the Vice President.

Executive Session. At 8:31 p.m., the Board voted to go into Executive Session, the minutes of which are kept separately. The purpose of the Executive Session was to discuss certain conferee matters.

The Board meeting was reconvened at 8:36 p.m. for the purpose of evaluating the conference call meeting.

Retiring and Incoming Board Members. We thanked Brad Greeley for his many years of service on the Board, including his tenure as President, and Brad thanked us for the opportunity to be of service. We also thanked Stan Corfman in absentia for his service as

Treasurer. Both Brad and Stan will be recognized for their service at the Annual Meeting. Incoming Board member Gary Kunz thanked us for being invited to Board meetings upon his nomination.

Next Board Meeting. The next regular Board meeting will be on May 24 by conference call. A special Board meeting will be held right after the Annual Meeting for the sole purpose of electing a president and a vice-president of the Star Island Corporation.

There being no further business, it was

VOTED: To adjourn the Meeting.

The Meeting was adjourned at 8:39 p.m.

Respectfully submitted,

Karen Mathiasen, Clerk