

BOARD MEETING PSIA-AASI-NI MINUTES

I. Call to Order/Attendance

Date: 09/16/2022

Time: 11:00 am

Special or Regular Meeting: Fall Regular Face to Face with google meet call-in option

Board Members:

Present:	Colleen Morishita	President & Board Member
	Deann Miller	Vice President & Board Member
	Fernando Veloz	Treasurer & Board Member
	Cortney Bayuk	Secretary & Board Member
	Jessica Kluth	Board Member
	Jim Stevens	Board Member
	Walt Coiner	Board Member
	Tom Koto	Board Member
	Christian Luening	National Board Representative
	Krista Clayton	Board Member

YES	NO
X	
X	
X	
X	
X	
X	
X	
X	
X	
X	
X	

Administration:

Present:	Ben Roberts	Executive Director
	Nick Treat	Business Manager (Zoom)

YES	NO
X	
X	

Operational Committee Chairs

Present:	Ben Roberts	Professional Development
	Jake Bolin	Snowboard Certification Freestyle Chair
	Matt Larson	Snowboard Education
	Lisa Ostermiller	Nordic Chair
	Mike Erlebach	Senior Chair
	Jani Sutherland	Children's Former Chair
	Martina Vale	Children's Chair
	Chuck Chiu	Adaptive
	Taylor Caballero	Alpine Education Alpine Certification

Yes	No
X	
	X
	X
X	
X	
X	
X	
	X
X	

--	--

Guests:

Bill Walker
Bonnie Wetmore
Stuart Pennington
Bob Sorvaag
Tom Moxham
Loren Livermore

Proxies? No
Quorum? Yes

I. 11am Call to Order/Attendance

- a. 11:19 am
- b. Welcome to guests

II. Welcome and Introductions of Directors, Staff and Guests

III. Acceptance of Agenda (Action)

- a. Tom Koto First
- b. Walt Coiner Second

IV. Acceptance of Consent Agenda (Action)

- a. Tom did not read
- b. Walt did not get through all of it
- c. Cortney First
- d. Deann Second
- e. No discussion
- f. Tom Koto abstains

V. President's Message

- a. Committee chairs have worked to put together reports and what they are presenting
- b. Any guests, questions can be answered before executive session breakout. If we don't get to your questions, please email Colleen or Ben and will make sure questions get answered

VI. National Board Representative Update (Christian)

- a. 3 primary updates with national board
 - i. Participation has been great, happy to serve members
 - ii. Shared document, board governing policies manual updated with new section regarding succession planning regarding CEO absence. In NI basecamp ASEA folder

- iii. National Board has authorized CEO search committee to go about filling role, hiring consulting firm to then go about vetting candidates at end of which, will bring forward names of candidates for ultimate decision from board
- b. Leadership summit on 28th of the month. Conversation will continue to be around consolidation discussion that has been going on for many months, moving to regions rather than divisions.
- c. Following 28th, meet October 19th for regular meeting.

VII. Ben CEO & Organization Performance

- a. Has been recovering from illness over the last week, unable to complete some of the reporting for today due to sickness. Will have reporting done by next meeting to discuss with Board.
- b. Ends Reporting that was in place prior to recent approval (in June) did not have ability to be quantified
 - i. Ends prior to recent approval was based off national survey – due to small sample size from Northern Intermountain, results lose statistical relevance
 - ii. New ends for the region were voted on this June, ends are modeled after our regional neighbors that have similar needs. Our new ends closely align with NRM. Ben has been in contact with his counterpart in that division and is working with the Board to create Ends that are easier to track and report.
 - iii. Ben has put together Ends reporting document that is available on Basecamp for the Board to review. It has 3 parts:
 - 1. Ends based on past fiscal year based on old ends
 - 2. As part of ongoing work to improve and update reporting, has started the report with ends that were approved at the June meeting with beginnings of reporting structure where Ben offers interpretation with Board’s help, work on compliance, timing of reporting, and setup for moving forward with new ends in place.
 - 3. Continuing work on clear reporting and accountability
- c. We are in a good place as a region, poised to do good work for our members
- d. Good opportunity for growth
- e. Working on different timelines for end of year reporting and check-ins for accountability
 - i. In effort of transparency so that people with questions can ask; why is that?
- f. For the 2021-2022 season, disproportionate educational offerings
 - i. Heavy on alpine events – specifically certification
 - ii. Have a new chair for Cross Country, which will be huge for getting those offerings back
 - iii. We were also light on Snowboard, Freestyle, Telemark, and Children’s education
 - iv. Looking at those pieces, clear objective going into this season is to ensure that we deliver across the board education. That there is education available in all discipline areas across the region, that it’s timely, making the schedule available earlier, making sure it can be checked by members, can be staffed well
 - v. Already starting to populate events for this coming season

- g. We raised prices last season for educational offerings, share the lower end of pricing with other regions. Having that structure in place makes it easier for us to responsibly run events. Helps us spread the overall cost of doing business and fulfilling mission across membership as a whole.
- h. Leadership Development
 - i. Invested into our education staff this last season
 - ii. Offered more comprehensive training to staff, more so than we've had in many years

VIII. Finances (Fernando)

- A. Explanation of operating off of interest, not capital
 - a. Nick Treat:
 - i. We have very few expenses moving forward. We have built a calendar that we can do cost analysis off of moving forward. All the financial statements are posted online if people have questions.
 - b. Statement has been made, and concern expressed about financial situation of the division.
 - i. The way the association was running/operating a few years ago, and before policy governance was not sustainable. In hiring an Executive Director and Business Manager we did eat up money for salaries.
 - ii. With COVID, our financials did have some impact from that. National also put out new standards that we had to adjust to which had some financial impact on the division.
 - iii. We can get more financing through initiatives and proposals of them.
 - 1. Need more income than membership dues to keep this division running
 - c. The Finance Committee proposed using interest earnings from Investment accounts to cover costs this past year. Voted on by Board in confirmation at time.
 - i. There are 2 options with our investment fund and earnings:
 - 1. Let it keep growing and let the number in the account grow
 - 2. Directly invest that money back into the membership
 - ii. The Board chose to directly invest that money back into the membership. Unfortunately, the market also took a dip this year, which resulted in a dip in the investment account.
 - 1. Moving forward, average returns on accounts are 10%-15%, been proposed that take 4.5% of that each year to run initiatives with. Initiatives being: educating staff, scholarship, etc.
 - d. The finance committee is going to continue to work on forecasting financials and bringing in money to the division. Will communicate to board and membership where we are at and paint a better financial picture moving forward.

- e. We have another account with ICF – Idaho Community Foundation. Once we put money into that account, we don't have access to it, except for some level for scholarship distribution for our members
 - i. All the records of financials are in Basecamp for Board Members to review.
 - ii. Can be accessible for members that have questions.
- f. We also have money in our investment accounts for when the education foundation completes steps to becoming a 501 (c)(3) that the ed. Foundation will have its own investment account and financing.
 - i. Can take excess funds and use for things like staff training.
 - ii. Gave out around \$1,800 in scholarship last season. Surplus was used for staff training this year, which came from ICF for education purposes.
 - iii. Fundraising will become tax deductible for the organization.
- g. Our total assets decreased this year. Part of that was because of the massive market fluctuation. The other drop is due to using interest to run the association with initiatives and staff training, things that directly affect the membership.
 - i. Using the money for education tends to reach more members
 - ii. If we can get events where everyone is together, and hear information together, better way of information spread.
 - iii. If want to know where money has gone, what has been deposited over the years, look at the education foundation, look at deposits, that money has now been used to better our membership and for the organization as a whole.

IX. GENERATIVE DISCUSSION

- A. Brief explanation for guests how it works
 - a. Starting off point for deeper conversation
 - b. How do we serve are members the best?
- B. Where we are going? (Financial Discussion. This portion happened prior to the above financial discussion)
 - a. Tom Koto believes that we have 3 options:
 - i. Bankrupt in 2-3 years then going to be in same situation Alaska was in, where national told them where they were going (This is a direct quote from Tom.)
 - 1. Per Eliza at National: There was an agreement between 2 divisions, Alaska wanted to go to NW and Alaska worked with NW to create their own agreement for that to happen.
 - ii. Pull back, evaluate situation, governance, everything, cut spending where possible, training expenses, clinic cut offs, board expenses
 - iii. Throw up hands and merge with another division
 - b. 14-15 months ago, we were on much shakier ground than we are now financially. Going into last season the goal was assessing where we as an association were at, what does it take to offer experiences that are high quality for our members? What is the cost of doing business?

- c. Where we're at now:
 - i. We can move forward
 - ii. More stable platform financially
 - iii. We can evaluate and choose our path now that we have answers to the above questions
- d. There was a period of time when the President (Fernando Veloz) would ask the Executive Director for Financial Statements and Updates and they were slow to come. When they did come, they were garbled, and rarely answered the question that was asked.
 - i. Over the last 2 years, the operations staff has set up QuickBooks online to more clearly code items and better decipher the costs of running the business. This makes it so it's easier to find those efficiencies moving forward.
- e. There was a period of time when 2 books were kept, a cloud based version of Quickbooks and a hard copy of Quickbooks. It took the Treasurer 16 months to reconcile a difference of \$16,000 between the 2 different ledgers.
 - i. There was a duplication of checks, deposits, that weren't recorded
 - ii. The Chairman of our Finance Committee today, Fernando Veloz, at this meeting, can ensure that our bank statements are accurate.
 - iii. Since Ben Roberts and Nick Treat have taken over our financials we are more transparent than we've ever been.
- f. Prior to Ben and Nick, there wasn't a working budget for this division.
- g. As a division we are still growing, picked up Magic Mountain and other schools.
 - i. The statement that the division is going broke is incorrect.
 - ii. Our financials show us to be in a very stable place.
 - iii. Are looking into other revenue sources that association can go after.

C. Future?

- a. What the division is doing well:
 - i. Strategic alignment of ELC and certification standards
 - ii. Training of staff members
 - iii. As a region, we are willing to embrace change and pivot ideas/paths as needed
 - iv. The movement of the board to Policy Governance has allowed better separation of operations and Board activities/assignment
 - 1. Chairs report to operations – exec director, director then reports to the board. Line between roles and duties. We aren't here to tell Ben how to do his job, we give Ben parameters to work with as a board. Policy governance is fluid, it changes. Policy is live document. We need to change as things change.
 - v. Some discussion from members present that they are unclear who reports to who, what the Chair's are in charge of
 - 1. Chair's report to the executive director

2. It was stated the Snowboard Chair texted an attending member and said his tasks have been severely restricted from the Executive Director
 - a. Executive Director Responded: please have him text/call me, he hasn't returned my calls.

X. Strategy

A. Governance & Leadership Development (Deann)

1. Deann (Chair), Cortney, Jess
2. Board Education onboarding new members—committee questionnaire
 - a. In progress
 - b. Getting National Onboarding Packets onto Basecamp so can mirror for NI members. Make sure gaps are filled in, working on questionnaire that board members will come on with, how to utilize with different committees and roles on board.
3. Policy review in progress.
 - a. updating language to reflect “region” and other changes to be consistent, using NRM as template, update of Ends
 - b. Get ends lined up. In midst of updates.
4. BOD Code of Conduct and Letters of Commitment
 - a. We will be following the letter of intent as board members

B. Linkage Committee

- a. Created an Instagram account for outreach
- b. There are checks and balances in place for posts
- c. Working on a new newsletter individual. Hard to find people for it.

C. Awards & Recognition Committee

- a. No current activity, ask of folks to start thinking of nominating for national
 - i. Dec. 31 deadline
 - ii. Lifetime Achievement
 - iii. Top of the Course
 - iv. Lex Kunau

D. Open Q&A

- a. Question on statistical insignificance comment at start of session regarding ends, and national survey
 - i. Was not saying that the responses were insignificant or note useful, was saying that due to small number of responses can't use due to statistical irrelevance.
 1. We do use the comment sections of that survey heavily when weighing what our members want
 - ii. Our region had a 15% response rate.
- b. What is the national reinstatement policy? Or is it divisional?

- i. Per national: the National level policy was agreed upon by all operational leaders from around the country
 - c. During board meetings, when Basecamp is referred to:
 - i. That is for board members who have Basecamp accounts
 - ii. For members: there is a google file posted at the start of the meeting in the chat for the documents that you need access to as a member
 - iii. Documents from meetings are on psia-ni.org
 - iv. If can't find information that you want to, ask:
 - 1. Ben Roberts or member of ops team
 - 2. Board Member
 - d. If there are things within the division that we have questions about, how do we go about?
 - i. Ask. The Board is working on a hierarchy/chart that will go on the psia-ni.org website for a reference of who to go to with what questions.
 - ii. If there are issues that you want a voice in, same goes as above
 - iii. If you want to weigh in on big decisions, become a board member. Board is elected with intent to hold interests of members best, if you feel that isn't being done, run for office.
 - e. What is part of executive session vs. regular session for members being able to access minutes?
 - i. (Per Robert's Rules of Order: The Executive Session is limited to those on the board in attendance during their term. Even board members cannot access executive sessions from prior to their appointment.)
 - 1. The secretary keeps a record of executive session
 - ii. Also question asked as to why the officers election was held in Executive Session
 - 1. Sensitive topics are discussed during Executive Sessions, minutes are kept but those are not available to the public to review. However, members can ask specific questions about the sessions. It is still at the discretion of the Board and the President if it is appropriate to share details.
 - 2. Within this conversation, people wanted to know when succession planning took place for the Exec Board. (please refer to the March 2022 minutes that are posted on psia-ni.org)
 - iii. Board will make more of an effort to keep things out of executive session that don't need to be
 - 1. Will post as part of minutes things voted on during executive sessions

XI. Adjourn 4:42 pm

- I. Ongoing tasks/to-dos
 - A. Communication. With board, members, chairs. If on our website, put up question hierarchy of if someone has question, who they can go to.

1. Question box that'll go to President or Operational Leader and then get filtered out to who it's prevalent to.
- B. Finance committee: talk about bottom line number for how low we are willing to go in investment account. How to utilize investment.
- C. Division: is there an evaluation for clinician or someone coming on. Reviews of clinicians after clinics and/or exam
- D. Newsletter article about what we do, policy governance, describe to membership what we're doing, what we do
- E. Basecamp accessibility, how members get access to documents we're referring to instead of just saying it's on basecamp. How do we make it easier for them?
 1. Where these documents live
 2. What they are, what they do
 3. Here's this policy
- F. How to share voting from executive session so that people know what we're voting on, but also while keeping our privacy.
- G. Townhall Q&A sessions for members to ask questions.