



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Saturday, May 16		
Time	Items	Governance Notes
9:00	1. Call to order 1.1 Roll call: introductions and welcome to new board members 1.2 Establish quorum 1.3 Appoint recording secretary 1.4 Opening remarks and ground rules for video conference	As we transition to Policy Governance (PG), these notes are included to help the board stay on track with its responsibilities while learning the new governance system. You will also see we needed to shift some of our usual agenda items to make time for board work under PG.
9:15	2. Consent Agenda 2.1 Approve minutes from previous meetings 2.2 Approve agenda for this meeting	A consent agenda is a board meeting practice that groups routine business and reports into one agenda item. The consent agenda can be approved in one action, rather than filing motions on each item separately.
9:20	3. Nomination and Election of Officers 3.1 President 3.2 Executive Vice President 3.3 Secretary 3.4 Treasurer??? 3.5 Education Vice President???	Under Michigan Section 450.2531, the officers of a nonprofit corporation are a President, Vice President(s), Secretary, & Treasurer. With an Executive Director, the roles of Treasurer and Education VP will evolve to appropriately reflect the accountability of the Executive Director for fiscal integrity and management of education programs.
10:00	4. National update and comments 4.1 Bart McClure 4.2 Nick Herrin – National CEO 4.3 Ed Younglove – National Chair	
11:00	5. Nominate and Elect National Representative	
11:30	Get your eyes off the screen for 15 minutes. Please come back at 11:45.	
11:45	6. Bylaws and Policies 6.1 First vote on amended bylaws 6.2 Adopt PG manual	To avoid conflicts with our new policies, the bylaws were amended. Our new policy manual is nearly complete. We will work on the Ends during this meeting. The action needed for this meeting is a motion to state that <i>as of 5/16/2020 the new policies are in effect. All previous board policies and procedures and other decisions are set aside.</i>



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

1:00	Lunch Break	
2:00	<p>7. Monitoring Executive Director (ED) Performance</p> <ul style="list-style-type: none"> 7.1 Financial Planning & Budgeting 7.2 Financial Condition & Activities 7.3 Communication & Support to the Board and anticipated issues with Covid-19 	<p>Beginning to shape our agenda as a PG board.</p> <p>The board built its financial controls in Executive Limitations Policies 2.3 Financial Planning & Budgeting, 2.4 Financial Condition & Activities, 2.6 Asset Protection. In 2.8.4, the ED is required to keep the board informed about any material changes to the internal operations. PG boards require monitoring reports for each of their ends and executive limitation policies. After this meeting, ED will provide monitoring reports following a PG format.</p>
PSIA-C Meeting Recessed until Sunday Morning, 15-minute break		
3:00	PSIA-C Meeting Recessed until Sunday Morning, 15-minute break	
3:15	<p>8. ASEA-C Education Foundation meeting</p> <ul style="list-style-type: none"> 8.1 Roll Call 8.2 Status report 8.3 Board seat establishment 8.4 General discussion 	



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Sunday, May 17		
9:00	Call to Order – Review Agenda	
9:15	What questions about the new system of governance emerged for you overnight?	Sherry
9:45	Presentation on Ends	Sherry
10:15	Discussion Questions	
	What do we know about our divisional members' expectations and wishes that we need to consider in envisioning PSIA-C's future?	
	Other than members, who cares that we exist?	
	What could make the most difference to the future of our members?	
	What assumptions do we need to test or challenge here in thinking about the future?	
	What should result from PSIA-C's activities? How should the benefits produced be apportioned?	
Noon	Lunch	
1:00	Continued from the morning...we will draft candidate Ends statements	
3:30	Wrap up and next steps	
	9.0 Next meetings 14.1 BOD Meeting Continuation calendar 14.2 Monthly Check in meetings	

BOD meeting May 16-17 2020

9:00 - Call to order

Roll Call



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Name	Position/ Section	On-Call	Email
Richard Wren	President	Yes	richard.wren@psia-c.org
Sally DeLange	Vice President	Yes	ssdelange@comcast.com
	Secretary	-Position open	
	Treasure	-Position open	
	Education VP	-position open	
Jon Whittman	Alpine Section 1	yes	jwittman@jwittman.com
Dale Nugent	Alpine Section 1	Yes	dalenugent@aol.com
Steve Fallen	Alpine Section 2	Yes	sjfall@yahoo.com
Chad Peopping	Alpine Section 2	Yes	Chad.Peopping@hotmail.com
Andrea Brown	Alpine Section 3	yes	brown1100@comcast.com
Jae McKeown	Alpine Section 3	yes	jaemon56@yahoo.com
Richard Wren	Alpine Section 4	Yes	richard.wren@psia-central.org
Un-Filled	Alpine Section 4		OPEN
Sally DeLange	Alpine Section 5	Yes	ssdelange@comcast.com
Emily Newland	Alpine Section 5	Yes	snowlife1342@gmail.com
Rick Karr	Alpine Section 6	Yes	richardpkarr@gmail.com
JoAnn Larsen	Alpine Section 6	Yes	joannlarsen8@gmail.com
Brooks Lillehei	Snowboard Section 1, 2, & 3	yes	brooks@psia-c.org
Phillip Howell	Snowboard Section 4, 5, & 6	yes	buzzsnowboarder@gmail.com
Brad Miller	Nordic All Sections	yes	bnmillski@att.net



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Bill Brooks	Adaptive Discipline Rep	Yes	brooksbv@earthlink.net
Dave Seelbinder	Snowboard Rep	yes	
Ron Shepard	Executive Director Central	yes	
Ed Youngblood	National	yes	
Luke Williams	Director Committee	yes	
Sherry Jennings	Consultant	Yes	

Introduction of new members to BOD.

Consent Agenda

Approve minutes from previous meetings- approved

Approve agenda for this meeting- approves

Motion to approve:

Second:

Vote: unanimous

Nomination and Election of Officers

President:

Nominated, Richard Wren by Brad Miller

Seconded by:

Unopposed, unanimous vote to continue

Yes: 14

No: 0

Executive Vice President:

Nominated:

- Sally DeLange, Nominated by Bard Miller

- Rick Karr, Nominated by Andrea Brown

Each candidate presented before vote

Vote:

Sally 10

Rick 6

Secretary:

Nominated



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

- Chad Peopping, nominated by Brad Miller
- Andrea Brown, nominated by Richard Karr
- Emily Newland, nominated by Brooks Lillehei

Each candidate presented before vote

Ring Central Vote:

Chad P. - 4

Andrea B. - 4

Emily N. - 6

Treasurer: To combine with Secretary until position is phased out through central office

Education Vice President (10:41am)

Discussion to continue position until phased out under new governance.

- Nominated Rick Karr (declined nomination due to other obligation)
- Nominated Phillip Howell, Motion to vote:

Seconded by Emily N./ Chad P.

unopposed, unanimous affirmation

Election Completed

National update and comments

Bart McClure -Not present

Nick Herrin – National CEO -Not present

Ed Younglove – National Chair

- *Evaluation of national performance*
- *Impact of COVID-19 on staff, industry, season*
- *Goals of consistency across organizations,*
- *succession planning for National position*
- *review of expectation of division chair position on national board.*
- *Kudos to central for efforts and programs*
- *Questions from BOD*

Break- 11:15 to 11:30

Nominate and Elect National Representative

Nominations or Individuals who expressed interest in writing for the position of National Board Rep.

Phillip Howell (Withdrew name due to new position of Education VP on the BOD)



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Brooks Lillehei
Rick Karr (Withdrew name at 11:37am)
Andrea Brown (withdrew name at 11:49am)
Chad Peopping

2 Final Candidates (Chad P and Brooks L) presented BOD their qualifications and intentions, each answered questions from the board without the other candidate virtually present.

RC vote:
Brooks - 10
Chad - 4
Abstention - 1

Brad Miller Motioned
Jon Wittman second
unanimous
12:48, Brooks L. formally selected as National Board Rep.

Lunch 1:00-2:00pm - off screen

2:03pm RW Call to order
Bylaws and Policies - Available in Basecamp in new folder
First vote on amended bylaws

Goverance Committee:
Richard W.
Bart M.
Sherry
Brooks
Sally

Chad P. motioned to approve By-laws for 1st Vote
Sally D. Second
14 yes
0 no

3:04pm Board Policy Manual V4
Adopt PG manual



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Sherry J. Review new P and P manual for new members and overview of materials to be discussed on day two.

Monitoring Executive Director (ED) Performance

Financial Planning & Budgeting

Financial Condition & Activities

Communication & Support to the Board and anticipated issues with Covid-19

ASEA-C Education Foundation meeting - Postponed

Adjourned

Sunday, May 17th

9:06 Call to Order

Roll Call

Name	Position/ Section	On-Call	Email
Richard Wren	President	Yes	richard.wren@psia-c.org
Sally DeLange	Vice President	Yes	ssdelange@comcast.com
Emily Newland	Secretary/Treasure	Yes	snowlife1342@gmail.com
Phillip Howell	Education VP	Yes	
Jon Whittman	Alpine Section 1	yes	jwittman@jwittman.com
Dale Nugent	Alpine Section 1	Yes	dalenugent@aol.com
Steve Fallen	Alpine Section 2	Yes	sjfall@yahoo.com
Chad Peopping	Alpine Section 2	Yes	Chad.Peopping@hotmail.com
Andrea Brown	Alpine Section 3	yes	brown1100@comcast.com
Jae McKeown	Alpine Section 3	yes	jaemon56@yahoo.com



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Richard Wren	Alpine Section 4	Yes	richard.wren@psia-central.org
Un-Filled	Alpine Section 4		OPEN
Sally DeLange	Alpine Section 5	Yes	ssdelange@comcast.com
Emily Newland	Alpine Section 5	Yes	snowlife1342@gmail.com
Rick Karr	Alpine Section 6	Yes	richardpkarr@gmail.com
JoAnn Larsen	Alpine Section 6	Yes	joannlarsen8@gmail.com
Brooks Lillehei	Snowboard Section 1, 2, & 3	yes	brooks@psia-c.org
Phillip Howell	Snowboard Section 4, 5, & 6	yes	buzzsnowboarder@gmail.com
Brad Miller	Nordic All Sections	yes	bnmillski@att.net
Bill Brooks	Adaptive Discipline Rep	Yes	brooksbv@earthlink.net
Dave Seelbinder	Snowboard Rep	yes	
Ron Shepard	Executive Director Central	yes	
Ed Youngblood	National	no	only participated on day 1
Luke Williams	Director Committee	yes	
Sherry Jennings	Consultant	Yes	

Kenny Ecc & Tech Team Review

- Review of Exam Success Rates, Standards/Scorecards, Meeting and training needs

- Questions from Board

9:39 am Sherry Jennings - Best Moments

10:30 am -Review of Scope of Work

Policy and Procedures

Break out groups and reviews

11:00 AM Moment to reflect on morning and needs



PSIA-C / AASI-C

Board of Directors Meeting

May 16-17, 2020

9 a.m. – 4 p.m.

Ring Central Meeting

Noonish- Lunch, call back on at 1:00PM

1:04 PM Big Picture Thinking- For whom and what purpose slideshow.

2:15 PM ENDS

Criteria for ends statements, Samples

Break out groups and reviews

Next Meeting and Upcoming events

Continuation of Calendar for meeting

3rd Thursday of the Month

Needs: Access to Basecamp for communications and notifications.

Phone Call for June 9th to have second vote on P & P's and By-Laws

June 18th Call in at 8:30 Ring Call

Next BOD: August 15/16 or August 22/23 dependent on COVID-19 (virtual or face to face)

Governance Task force to meet in two weeks,

4:02 Adjourn -Motion, Chad P.

seconded by Brad M.