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Professional Snowsports Instructors of America – Northwest Division  
Pacific Northwest Snowsports Instructors Association Education Foundation

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## *Fall Board of Directors Meeting Minutes*

September 15, 2012

**Call to Order & Roll Call:** Meeting called to order by President Jack at approximately 8:30. Roll was taken by Mark Schinman. A quorum was present. Present: Jack Burns, Mary Germeau, Mark Schinman, Diana Suzuki, Ed Younglove, Tyler Barnes, Molly Fitch, Chris Saario, Jake Bobst, Sally Brawley, Rick Brown, John Eisenhauer, Brad Jacobson, Ed Kane, Bill King, John May, Wayne Nagai, John Nelson, Russ Peterson, Jordan Petram, Donna Sanders, Kay Stoneberg, Takashi Tsukamaki, John Winterscheid, Roark Congdon, Kim Petram, Kirsten Huotte.

**Welcome Guests:** President Jack welcomed the guests. Guests present: John Gifford-PNSAA, Richard Mario, Mike Peters, Chris Kastner.

**Seat New Director:** President Jack seated Jordan Petram as a Board member.

**Accept Agenda & Opening Remarks:** President Jack suggested moving up on the agenda the Organizational Review report, the PSIA representative portion. Chris Saario moved to accept the agenda, Wayne Nagai seconded the motion and it was approved.

**Approval of minutes of prior meeting:** Ed Kane moved and Bill King seconded approval of the minutes. The motion was approved.

### **Officer and Standing Committee Reports**

1. **President:** Discussed upcoming agenda items highlighting the following. Upcoming meeting with Eastern and other Divisions, National meeting at Copper Mountain, national standards discussions and a facilitated meeting regarding the Affiliation Agreement,
2. **Executive Director:** Mission Ridge has a new GM, Stevens has a new GM, PNSAA has a representative, Snoqualmie has a new ski school director, Lookout, Anthony Lakes have a new director, Hoodo has a new director. Report stands.
3. **Executive Vice President:** Looking for a date for the Region 1 Member Ski School meeting in October. Asked for input on available dates. October 9 appears to be a good date.
4. **Secretary and Second Vice President:** no report
5. **Financial Vice President:** Diana Suzuki summarized financial results. No questions.
6. **PSIA Representative:** Report stands, no questions
7. **Education Vice President:** Report stands. Regarding online enrolment, fall seminar is on line and available for registration.
8. **Certification Vice President:** No report.

9. **Communications Vice President:** We have a different vendor for printing the newsletter who provides better logistics. Will be making improvements to our web site. This summer we used online event participant evaluations resulting in a 50% response. There was discussion regarding how this information is used. Tyler is looking at doing a member survey which will be discussed later on the agenda.
10. **Member School Vice President:** Report stands
  - a. Insurance Committee Chair: will be discussed later on the agenda
11. **Nordic Chair/Liaison:** No report
12. **Awards and Recognition:** No report
13. **Snowboard Liaison:** No report
14. **Specialist Program(s) Liaison:** Report stands
15. **Adaptive Liaison:** No report
16. **Technical Team Coach:** Report stands

**Organizational Change Report – PSIA Representative Potential Conflict:** President Jack introduced the subject. The committee recommended no changes to the current structure in the Organizational Review report provided in the packet. President Jack indicated he and Bill King had been talking and there are concerns on how the national rep votes on issues at national board meetings and possible conflicts with his position on the northwest board. The concern is currently the PSIA National Rep will express the Northwest Division position at national board meetings, but may vote differently at ASEA meetings on issues. Bill King indicated, the concern is the PSIA Representative with responsibilities to the northwest and to national, are they representing us? Bill King believes the rep should be representing the Northwest Division. Ed Younglove doesn't believe there is an issue. There have been no specific directions by the northwest board on how he should vote. Ed's practice is to make a decision and base his decision and vote on all of the information available. Ed believes United State representatives and senators do the same thing, they take all information and vote as to what they believe is best for the country, not necessarily the local area they represent. There was no action taken.

### ***Break***

**A. Affiliation Agreement Discussion:** President Jack brought the Board up to date where the process is and on some of the issues. Eric Sheckleton was involved initially as ASEA's lead for discussions and/or negotiation and now that role resides with Mark Dorsey and ASEA's attorney, Bill Walters. There have been several drafts of an agreement with significantly different positions on various issues. There are a lot of outstanding issues.

Ed Kane moved, the Northwest Board feels that the current proposed national affiliation agreement violates our current partnership relationship. Therefore we direct Jack Burns to:

1. Meet with Eastern, Northern Rocky Mountain, and Rocky Mountain to reach a consensus draft reflecting the Divisions position and establish a deadline to complete a consensus affiliation agreement with National.

2. Inform Mark Dorsey and Bill Walters that the proposed Affiliation Agreement is unacceptable and we need to renegotiate this agreement by the established deadline due to be established in 1. Above.
3. Return to the Board via e-mail for further direction in the case that Mark and Bill are unwilling to continue the negotiations.

Sally Brawley seconded the motion.

After discussion, this passed unanimously. Ed Younglove abstained

**B. Reciprocity Agreement Discussion:** President Jack stated there are many interactions between divisions that do not involve ASEA. There needs to be an agreement between divisions. President Jack developed a proposed agreement and shared it with other divisions. He asked for feedback and comments on the draft agreement. There was discussion and input from other divisions. President Jack asked if there are additional comments from the Board, please get them to him.

**C. Organizational Review Follow-up Report:** Mark Schinman summarized the report that is in the packet. There was discussion and no action taken.

**D. Defining Board Size of 30:** President Jack asked how you define a Board size of 30 members. Do you include positions such as Finance, Certification, Education, Nordic Member Ski School and the PSIA Representative in the count? He asked should these positions have a vote, that is how do you define 30 members? There is a concern that we have 35 potential voting members and the Articles of Incorporation provides for a maximum of 30. There was discussion. It was also pointed out the Articles of Incorporation provide the number of Board members can be determined by the Board with the bylaws thus there may be more than 30 members. There was no action taken.

**E. Release Language:** There was discussion regarding the event release language and should there be a provision providing a release of liability between participants of an event. The insurance policy provides suggested release language and it does not include a release between participants.

**F. PSIA-NW Liability Insurance Policy:** Should we provide insurance coverage for programs that are not necessarily ski related, for example year round sports like mountain biking, paddle boarding, conditioning, bungee jumping, rock climbing and other off snow activities? The insurance company will provide coverage for these events, however if there is a claim it can affect everyone's premium. The issue is what programs should we include in our coverage? The insurance company says to exclude programs they must be specifically named in our insurance policy. PSIA-NW holds the master insurance policy and we need to consider our liabilities. There was discussion regarding what activities to exclude.

## **Lunch**

## Proposals

**Proposal A — Bylaw Amendment to allow Online Voting:** Mary Germeau moved that we change FROM the current wording: in ARTICLE VIII BOARD OF DIRECTORS, Section 4 (b): "The election of Directors shall be held annually by sealed ballot under written procedures adopted by the Board of Directors and held in such fashion that the results may be tabulated and published not later than thirty (30) days prior to the spring Board of Directors meeting. Write in votes are not valid."

Change TO:

"The election of Directors shall be held annually by written or electronic ballot under written procedures adopted by the board of Directors and held in such fashion that the results may be tabulated and published not later than thirty (30) days prior to the spring Board of Directors meeting, Write in votes are not valid."

Wayne Nagai seconded the motion.

Russ Peterson moved to amend the motion by changing it to read (red indicates proposed changes) "The election of Directors shall be held annually **by sealed written or by electronic Ballot** under written procedures adopted by the board of directors and held in such fashion that the results may be tabulated and published not later than thirty (30) days prior to the spring Board meeting, Write in votes are not valid. **Provided that notice of any change to said written election procedures shall be sent to the membership via email notification and or publication in the newsletter a minimum of 90 days before said changes shall take effect.**"

Amendment to the motion passed.

After discussion, Tyler Barnes moved to reconsider the amendment to the proposal, seconded by Chris Saario.

After discussion on the amendment, the reconsideration motion passed.

After additional discussion, the main motion passed with Russ Peterson voting against.

President Jack passed the gavel to Mark Schinman

**Proposal B — Alyeska Member School Status:** President Jack moved that the Alyeska Mountain Resort be accepted as a Member School of the Northwest Division subject to the development of economic guidelines necessitated by their remote location. The current policy that a member school be actively teaching within the boundaries of this Division should be waived given the special circumstances and long history involving this request.

Wayne Nagai seconded the motion.

President Jack spoke to the motion. There was a considerable amount of questions, clarifications and discussion. There were approximately 30 individuals that spoke to or asked questions about the motion. Some individuals addressed the motion more than once.

The motion was approved with a vote of 15 to 7.

Mark Schinman passed the gavel back to Jack Burns

## **Break**

**Proposal C — Revised Election P & Ps:** Mary Germeau moved that the latest revision (August of 2012) of the Authority and Policies for Establishing, Electing and Maintaining Director Positions be accepted as the latest version of these Policies and Procedures.

This was seconded by Ed Kane.

Mary spoke to the motion. There was no discussion. The motion passed unanimously.

**Proposal D — Survey Proposal:** Tyler Barnes moved that we approve the development and distribution of an on-line survey with an expense of up to \$255/annually for a third party survey service provider.

This was seconded by Mary Germeau.

Tyler spoke to the motion. He and John May provided a visual example of survey results using a survey East completed. Motion passed unanimously.

**Old Business:** Chris Saario moved that the references in the Member Ski School P&Ps and membership requirements with reference to PSIA-NW division be changed to reflect inclusion of Alyeska. Sally Brawley seconded the motion. The motion passed.

## **New Business**

**Spring Board Meeting Date:** May 18, 2013

**2012-13 Budget:** Diana Suzuki provided background on the proposed budget. Ed Kane moved and John Winterscheid seconded that the budget be accepted as presented. Motion passed unanimously.

**Insurance Policy and Insurance committee:** The insurance policy is in the name of PSIA-NW and controlled by the insurance committee. Is the board comfortable with this? There was discussion and no action taken.

**Article 5 of the proposed Articles of Incorporation that will be voted on at Fall Seminar:** Russ Peterson asked about notification of bylaw changes to the membership. He suggests the

following language be added: provided that any changes to the bylaws be e-mailed to the membership. There was discussion and no action taken.

**Adjourn:** Sally Brawley moved to adjourn and John Winterscheid seconded. The meeting was adjourned at approximately 3:30 pm.