



PSIAAASI

N O R T H W E S T

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

Spring Board of Directors Meeting Minutes

May 18-19, 2013

Red Lion Hotel – 1225 N. Wenatchee Avenue, Wenatchee, WA 98801

Saturday, May 18 –

Call to Order & Roll Call: President Jack Burns called the meeting to order at approximately 10:00am. Mark Schinman took roll and the following were present: Jack Burns, Mary Germeau, Mark Schinman, Diana Suzuki, Ed Younglove, Tyler Barnes, Chris Thompson, Molly Fitch, Jake Bobst, George Bailey, Sally Brawley, Rick Brown, Charlie Cornish, Mike Davies, John Eisenhauer, Mike Peters, Brad Jacobson, Ed Kane, Bill King, John May, Wayne Nagai, John Nelson, Russ Peterson, Jordan Petram, Donna Sanders, Takashi Tsukamaki, John Weston, John Winterscheid, Kim Petram, Nick McDonald (Technical Team Coach), Kirsten Huotte (Executive Director). A quorum was present.

Welcome Guests: President Jack welcomed the guests that were present: Tami Lyon, Chris Kastner, David Burton, Scott Weimer and Rick Lyons.

Seat Director: Mike Peters was seated as a full board member with voting rights by President Jack

Accept Agenda & Opening Remarks: No changes or additions suggested. It was moved by Ed King and seconded by John Winterscheid to approve the agenda, accepted

Approval of minutes of prior meeting: It was moved by Ed Kane and seconded by John Nelson to approve the meetings of the prior Board meeting, approved unanimously.

First Call for nomination of officers: President Jack outlined the election process. There will be an opportunity for additional nominations Sunday, followed by opportunities for presentations from candidates for contested positions, Board discussion and balloting. The balloting will be on Sunday. Mary Germeau accepted nominations as follows:

President:	Molly Fitch, seconded by Mary Germeau Bill King, seconded by Ed Kane
Executive Vice President:	Mary Germeau, seconded by Sally Brawley:
Secretary & Second VP:	Mark Schinman, seconded by, Jake Bobst
Financial VP:	Diana Suzuki, seconded by Chris Thompson
Member School VP:	Tami Lyon, seconded by John Weston Dave Burton, seconded by Bill King
Education VP:	Kim Petram, seconded by George Bailey Juris Vagners, seconded by Sally Brawley
Certification VP:	Chris Thompson, seconded by Diana Suzuki
Communications VP:	Tyler Barnes, seconded by Russ Peterson

Officer and Standing Committee Reports

1. **President:** President Jack summarized national issues and meetings and other information previously provided in the Board packet. He indicated that information is constantly changing for example who are the participants for the Governance Task Force. The Governance Task force will have a conference call next week with a meeting in Denver in early July. The goal is to have an agreement in principle at the Denver meeting with details to be worked out. There was discussion regarding who would be participating on the committee.
2. **Executive Director:** Report Stands, no questions
3. **Executive VP:** Summarized report, no questions
4. **Secretary and Second VP:** no report
5. **Financial VP:** Diana Suzuki summarized the financial information indicating great results to date. There were question about a reserve fund and if we have one. Diana indicated we have cash in the bank and that acts as our reserves. There was a question about what is other income and it comes from late fees and extension waivers.
6. **PSIA Representative:** Ed Younglove summarized his report. He highlighted that the NW has a low number of registered instructors and this should be looked at. Discussed national task forces vs. committees. National will be looking at the possibility of a dues increase as they committed to do this routinely so catch up dues increases are not necessary. Ed also mentioned the governance and affiliation issues. The national board is all reading six books regarding governance for background information. He also mentioned that governance issues are important for our board and an understanding of Roberts Rules of Order are important. He mentioned technology and implementation problems and that national is reviewing the current member data base and other options for possible enhancement. The Board is dedicated to getting the member data base and system working. Ed has proposed lifetime memberships for Jack Burns and Nick McDonald. There were several questions which were answered.
7. **Education VP:** report stands, no questions
8. **Certification VP:** report stands, there was one question
9. **Communications VP:** Tyler Barnes summarized his report. Regarding the survey that was recently completed, John May assisted with providing summary information using PowerPoint.
10. **Member School VP:** report stands, no questions
11. **Nordic Liaison:** no report and nothing to add
12. **Awards and Recognition:** no report, there was one question about the number of nominations
13. **Children and Senior Specialist Chair:** report stands, there was one question about the recent meeting in Copper. Kim indicated it was very beneficial.
14. **Freestyle Chair:** no report
15. **Adaptive Chair:** no report
16. **Technical Team Coach:** Nick McDonald added to the provided report that Rick Brown is the snowboard liaison to the Tech Team. Rick was one of the selectors for the recent tryouts.

Ed VP Candidates Presentations: President Jack indicated that one of the Education VP candidates can not be here tomorrow and asked if he could meet with the Board today. It was approved by consensus that both candidates make their presentation today.

Board Work:

A. Governance Task Force Question and Answer: there was much discussion regarding the task force and the issues.

Lunch –

Proposals

It was moved and seconded to suspend the rules as the proposals have not been through the By-Law Committee, the motion was made by Bill King and seconded by Russ Peterson, passed unanimously.

Proposal A – Bylaw Amendment to delete audit requirement: Diana Suzuki spoke to the proposal. An audit can cost \$10,000 and the audit does not investigate for fraud. This was the original purpose of the audit requirement. Internal controls and review can better meet the purpose of fraud detection. Diana and Kirsten have developed internal control tests and have implemented them. Diana moved to delete Article XI Section 5(a) from the PSIA-NW bylaws. The motion was seconded by John Weston. It was suggested that the controls be included in the Policies & Procedures. It was also suggested that some sort of third party minimal audit be conducted. The motion failed 18 to 6, there was a show of hands. 75% affirmative votes are required to pass by law changes. 28 board members were present and some abstained from voting.

Proposal B – Bylaw Amendment to create Past President Position: President Jack spoke to the issue and the benefits and withdrew the proposal. Jack will submit a proposal to the By Law Committee for a Past President Position as well as possibly a President Elect Position. There was some discussion.

Proposal C – Bylaw Amendment to change seating date for directors: there was discussion regarding the benefits of changing the seating dates and alternative solutions were also discussed. The proposal was withdrawn.

President Jack indicated the rules are no longer suspended.

Proposal D – Exam Module time limits: Chris Thompson moved that any or all of the 3 exam modules when taken and passed over a period of time should have a 3 year life unless all three are completed successfully in the 3 year time frame. This was seconded by Molly Fitch. Chris spoke to the motion indicating the benefit is that those taking exams will be more current. There was discussion. Ed Kane amended the motion to change the time limit to five years, seconded by Mike Peters. The amendment passed unanimously. Chris Thompson clarified that

this would apply effective now. After Board discussion, Chris Thompson withdrew his motion. Molly Fitch withdrew her second. Ed Kane and Mike Peters withdrew their motions also.

Proposal E – Written exam time limit: Chris Thompson moved that the written exam module policy as stated in the exam guide be rewritten to reflect that it needs to be successfully completed one month prior to the skiing and/or the teaching, professional knowledge modules. Seconded by John Nelson. The motion passed with one nay vote.

President Jack passed the gavel to Mark Schinman.

Proposal F – Lifetime Burns: Ed Younglove moved that Jack Burns be granted lifetime membership in PSIA-NW and that the PSIA-NW Representative be requested to propose Jack for national PSIA/AASI lifetime membership. Wayne Nagai seconded the motion. The motion passed unanimously.

The gavel was passed back to President Jack

Proposal G – Lifetime McDonald: Ed Younglove moved that Nick McDonald be granted lifetime membership in PSIA-NW and that the PSIA-NW Representative be requested to propose Nick for national PSIA/AASI lifetime membership. Wayne Nagai seconded the motion. The motion passed unanimously.

The rules were suspended, a motion was made by Bill King

Ed Younglove moved that Shawn Smith be awarded a life time membership and that the PSIA-NW Representative be requested to propose Shawn for national PSIA/AASI lifetime membership. This was seconded by John Eisenhower. The motion passed unanimously.

President Jack indicated that the rules are back in place

Proposal H – Education P&Ps: Molly Fitch moved that the updated Policies and Procedures for the Education Vice Present be adopted. This was seconded by Ed Kane. Molly spoke to the motion. The motion passed unanimously.

The candidates for Educational Vice President made their presentations. Juris Vagners presented first followed by Kim Petram.

Communications with the members: there was discussion regarding this as it is applicable to the governance issues. Options and ideas were discussed.

Meeting Adjourned

Sunday, May 12

Meeting called to order by President Jack Burns at approximately 8:00am.

Roll was taken by Mark Schinman and the following were present. Jack Burns, Mary Germeau, Mark Schinman, Diana Suzuki, Ed Younglove, Tyler Barnes, Chris Thompson, Molly Fitch, Jake Bobst, George Bailey, Sally Brawley, Rick Brown, Charlie Cornish, Mike Davies, John Eisenhauer, Mike Peters, Ed Kane, Bill King, John May, Wayne Nagai, John Nelson, Russ Peterson, Jordan Petram, Donna Sanders, Takashi Tsukamaki, John Weston, John Winterscheid, Kim Petram, Nick McDonald (Technical Team Coach), Kirsten Huotte (Executive Director). A quorum was present.

Welcome Guests: President Jack welcomed the guests that were present: Tami Lyon, Chris Kastner, David Burton, Scott Weimer and Rick Lyons.

Regarding proposal A considered yesterday, Ed Younglove moved that Article XI section 5(a) be amended to provide that Unless the Financial Vice President is qualified to ensure that sufficient internal financial controls are in place in the Financial Vice President's Policies and Procedures and are being complied with, an independent CPA or similarly qualified person shall be retained at least every third year to review and advise the Financial Vice President whether the internal financial controls in place are sufficient and whether they are being complied with. The board shall determine whether the Financial Vice President is sufficiently qualified immediately following his/her election. The motion was seconded by John Weston. Motion passed unanimously.

Second Call for nominations: There were no additional nominations

President Election: The two presidential candidates were provided ten minutes to make presentations. Bill King and Molly Fitch. The two candidates were then excused from the meeting and there was board discussion. Ballots were cast and Bill King was elected President.

Education VP Election: Presentations for this position occurred on Saturday. Kim Petram was excused from the room. Juris Vagners was not in attendance. There was Board discussion regarding the two candidates, Kim Petram and Juris Vagners. Ballots were cast and Kim Petram was elected as the Education VP.

Member School Vice President Election: David Burton and Tami Lyon were provided ten minutes for presentations. After their presentations they were asked to leave the room and there was Board discussion. Ballots were cast and David Burton was elected as the Member School VP.

Bill King moved that all remaining uncontested positions be elected by acclamation. The motion was seconded by Ed Kane. The motion passed unanimously.

Ed Younglove moved that the Financial Vice President, Diana Suzuki has sufficient qualifications so that an independent audit is not needed. Seconded by Bill King. Motion passed unanimously.

Old business: none

New Business:

Summer Budget Approval: Diana Suzuki summarized the summer budget. Copies were previously provided as a handout. John Weston moved to approve the budget, seconded by John Winterscheid. Motion passed unanimously.

Joint Marketing Opportunity: President Jack provided background information and Russ Peterson presented a joint marketing opportunity for real estate services. To summarize, a member would receive a discount for real estate services when a transaction closes. The discount would be 8% to the member. PSIA-NW would also receive 7% as revenue. The idea was discussed and a proposal will be developed for consideration.

Russ Peterson indicated he has received several comments and requests for information. For example is it appropriated to place agendas for future meetings on the web site? What do the bylaws say (or do they not?) about current or past national team members involvement with our divisional tech team and staff? Does a National Team member have automatic status on our tech team as a member or a coach? Why or Why not? What is the Divisions process for selecting examiners and for coaches? Is there way to set up the Division calendar so that it can be downloaded to Outlook? What is the current status of our relationship with national and the agreements? Could this information be posted on the web site? There was Board discussion regarding the questions and no action taken.

Plaques commemorating services. George Bailey was provided a plaque commemorating his services as a Board member. Chris Saario and Steve Hendrickson who are not in attendance will also receive plaques commemorating their service.

Office Open House: President Jack indicated there will be an open house at the office, all were invited and directions provided.

John Eisenhower thanked Jack Burns and Molly Fitch for their services. There was a round of applause.

Bill King indicated he wanted Jack Burns to continue with the executive committee.

Adjournment: John Weston moved the meeting be adjourned, Ed Kane seconded, passed unanimously.