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PSIA-NW

Pacific Northwest Snowsports Instructors Association – Education Foundation

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## *2018 Washington Corporation Fall Board of Directors Meeting*

[Double Tree Suites](#) – 16500 Southcenter Parkway, Seattle, WA 98188

### ***Meeting Minutes*** **Saturday, September 8<sup>th</sup>**

**Call to Order and Roll** – Jack Burns, the incorporator, called the meeting to order at approximately 9:30am. Mark Schinman took roll of those present and they are indicated below, a quorum was present. Molly Fitch, Mary Germeau, Mark Schinman, Diana Suzuki, John May, Tyler Barnes, Rick Brown, Jack Burns, John Eisenhauer, Larry Fale, Burrell Jull, Ed Kane, John Keil, Bill King, Richard Mario, Devin Mettler, John Nelson, Mike Peters, Russ Peterson, Donna Sanders, Marc Schanfarber, Takashi Tsukamaki, John Weston and Kirsten Huotte (Kim Petram arrived at approximately 130pm).

#### **Bylaws – Proposal A**

Jack Burns moved and John Weston seconded a motion that the proposed by laws be accepted. Bill King provided background and summary information. There were questions and discussion. After discussion, agreed to changes to the proposed bylaws include:

- It was agreed by consensus; the term Executive Director will be changed to CEO throughout the bylaws.
- There was discussion regarding categories of membership and voting rights. It was agreed by consensus Article VII, Section 4(a) would have added to it language providing registered and certified members in good standing the right to vote.
- Agreed to by consensus to remove the word elected in Article VII, Section 6(a).
- Article V, it was agreed the title of the article be changed to “Criteria for Membership on the Board”. And in the next sentence area be changed to criteria. The word periodically was removed from the first sentence.

The question was called for. Jack Burns moved to amend the motion to include the above changes, John Weston seconded. The motion (Proposal A) passed with a unanimous vote.

#### **Officer Appointment – Proposal B**

Jack Burns moved and Russ Peterson seconded that the Board appoint the following individuals to serve as officers of the corporation until the election of officers to be held at the spring meeting of the corporation in 2019:

President – Molly Fitch  
Vice President – Mary Germeau  
Secretary – Mark Schinman  
Treasurer – Diana Suzuki

The motion (Proposal B) passed with a unanimous vote.

After the appointment to President of the Washington Corporation, Molly Fitch took over running the meeting from the incorporator Jack Burns.

### **Plan of Merger Discussion – Proposal C**

Jack Burns moved the Board approve the Articles of Merger. Bill King seconded the motion. Jack provided a summary of the document. There was discussion.

After discussion, the motion (Proposal C) passed with a unanimous vote.

### **Policy Governance – Proposal D**

Bill King summarized the proposed policy governance document highlighting a key point, it will always be a work in progress. Bill King moved the Board approve the Policy Governance Manual for use in governing PSIA-NW. John Weston seconded. With discussion, the following changes were agreed to by consensus:

- Policy 3.3, page 23, Delegation to the CEO after the word context in the introduction. The board shall determine if an action of the CEO meets the reasonable standard.

The question was called for and the motion passed unanimously.

It was moved by Richard Mario to change 2.4.1 to put a period after the word date and strike to create a surplus. Seconded by John May. The motion passed unanimously.

It was moved by Bill King and seconded by Jack Burns to authorize the CEO to change the corporations name as necessary for operational effectiveness (per Policy 2.5.4 – Asset Protection). The motion passed unanimously.

Molly Fitch indicated she will be appointing a Governance Committee. One of the first roles will be to address the loose ends and bring them back to the board.

Marc Schanfarber moved that Kirsten Huotte is the CEO of the Washington Corporation. Richard Mario seconded. After discussion, the motion passed unanimously.

### **Board Makeup, Representation Discussion**

John May provided a presentation regarding board structure and pros and cons for different board sizes. There was discussion regarding when a reasonable goal is to bring a recommendation forward to the board for consideration, as well as what the recommendation should consider. There was discussion regarding next steps, formation of a board structure steering committee and they would develop a work plan with a schedule how we move forward and have ready for the spring board meeting.

Bill King moved that all terms of the Oregon board members be adopted for the Washington corporation board member terms and the elections for 2018-19 cycle be suspended one year or until the board structure is determined, whichever is sooner. John Weston seconded the motion. After discussion, the motion passed. Devin Mettler voted against.

**The meeting adjourned at approximately 3:00pm**