

Approved by [Signature]

## MINUTES

SKY Tavern next board meeting is on Wednesday, **17 January at 6:00 pm**. The meeting will be held at Greg's Garage (410 E 6th St). A ZOOM link will be provided to Board members prior to the meeting; Ann has provided ZOOM link to Board members in case virtual option is preferred.

Yale, John, Greg D, Ann, Chris, Richard, Cameron, Randi, Robert

Toby on Zoom

Greg B absent

## AGENDA—Draft Final

- 1) Approval of the minutes
  - a. Motion to approve John C; Second Chris; All in favor
- 2) Public Comment
- 3) Committee Reports (5 minutes per committee)
  - a. Membership Advisor Committee—Anna C N/A
    - i. Motion
    - ii. Vote
  - b. Risk Manager—Tom R N/A
    - i. Motion
    - ii. Vote
  - c. Finance—Greg D Chair
    - i. Classifications need proper filings, coding issue
    - ii. Eide Baille
      1. Lease Amount. 4% of gross ticket sales based on USFS;
    - iii. TAC started today; manually entered now.
      1. Get TAC to get this 'seamless'
    - iv. Lythia has a lot on her plate; getting guidance
    - v. Elissa monthly third party reconciliation
      1. Next month
    - vi. START March 21<sup>st</sup>, 2024
      1. \$12000 to Northstar support for START
    - vii. Outside donors sponsored the Shed; in place now
    - viii. START needs to supply receipts, MHF same
    - ix. SWEEP Account at Heritage Bank
      1. Invested overnight, then back into accounts daytime
      2. Cash Management
    - x. Board of Directors \$1200
      1. Robbie, Greg B and Toby
      2. Increase \$1500 2024-25. **Vote next time.**
  - d. Communications—Randi T Chair
    - New committee
      - i. Lt Governor Dec 12<sup>th</sup>, 2024 at SKY

- ii. City of Reno ... request for \$1.473M to the City. Earmark for Senator Cortez Masto
  - 1. Will know by March if we make the 'earmark'
- iii. NV Energy meeting ... request for \$25k ... want to own a program
  - 1. Randi needs \$\$\$ figure to own Program; grant was written for \$25k
    - a. Race Program
    - b. Adaptive
    - c. Veterans
    - d. Conservation
    - e. Summer camps
    - f. Team Tower
    - g. Youth leadership, personal development
    - h. Yale recommends Stephanie K., Randi, Yale to brainstorm
- e. Governance & Nomination—Greg B Chair
  - i. Motion
  - ii. Vote
- f. Fundraising—Alicia A
  - i. Motion
  - ii. Vote
- g. Construction—Toby B Chair
  - i. Motion
  - ii. Vote
- h. Mountain Bike—Yale or Rick R
  - i. Motion
  - ii. Vote
- i. Race Programs—Chris B
  - i. Motion
  - ii. Vote
- 4) Executive Director Report
  - a. Motion
  - b. Vote
- 5) Chair report
  - a. Motion
  - b. Vote
- 6) Chris B -- Summer Camp Presentation
  - a. Motion
  - b. Vote
- 7) Other Board Business
  - a.
- 8) Close of Meeting
  - a. Motion
  - b. Vote
- 9) In Camera

**AGENDA—Draft Final--Continued**

**2) Public Comment**

**3) Committee Reports (5 minutes per committee)**

a. Membership Advisor Committee—Anna C

i.

b. Risk Manager—Tom R

c. Finance—Greg D Chair

d. Communications—Randi T Chair

New committee

- i. N/A

e. Governance & Nomination—Greg B Chair

i. Nomination

1. No candidates are up for consideration.
2. The committee is developing an on-boarding package to welcome new candidates and board members.

ii. Governance

1. The committee continues to coordinate with Christi Cakiroglu for board training. Christi will be making a short presentation and setting up a training session
2. No other new policy proposals are under development at this time.
3. Other topic—Board Review Topic

GOVERNING POLICY OF THE BOARD OF DIRECTORS

a. BOARD MEMBERS' CODE OF CONDUCT

- b. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.

4. 2023 Code of Conduct Product and Process—Added by Ann Carpenter; this is remaining governance issue from 06-2023

a. Developed and approved by Board and management

- i. Document development, approved final product, signing processes and procedures

- b. How is this being implemented? Annual signatures required by all—Board, management, volunteers, sub-lease entities, others?

c. Next meeting sign the 2023 Code of Conduct.

- iii. Christi (consultant RE board and related training) to provide: 1) review the board poll, 2) discuss training topics, and schedule the training as related to her review and assessments ... a summary of progress to date.

MOVED TO IN CAMERA. MATERIALS WERE NOT DELIVERED BY COB FRIDAY 12, 2024; AND MATERIALS NEEDED TO BE REVISED TO ADDRESS CONCERNS REGARDING CONFIDENTIALITY OF SOME OF THE INFORMATION. CHRISTI TO BE RESCHEDULED TO THE NEXT (FEB) BOARD MEETING.

f. Fundraising—Alicia A

\$100k that initiated matching effort

- Lifts Redrive \$55k—safety improvements to both lifts

Northern Nevada has been asked to sponsor summer programs

Lanavento ... need Lythia to provide numbers

Collections in process from Randi's event.

- Dunkelberger \$10k Eaton to call Bill ... Power bill?

Yale: Financial advisors +30 in Reno; objective to be in all 247 offices

Par and Jill Tolles; Pat Cashell and brother are assisting.



g. Construction—Toby B Chair

Special Use Permit (snowmaking; lighting; etc.) – County is challenging the lighting and indicating that it doesn't comply with the master plan. Robison, Yale, Toby and Mike O. are working on compiling data and samples to show the minimal impact that the lighting will have on "dark sky" as well as documenting all of the recreational, community and economic benefits that the lighting will provide. The strategy is to illustrate how much the benefits greatly outweigh the minimal amount of "dark sky" impact. As part of this, Yale is working on getting more face to face meetings with board members of the County Board of Adjustments to make sure they all understand what is being proposed and why. Documented support of lighting from WCSD and U of N, as well as others will be really helpful in convincing the County that this will be a great asset for the community. Planning on submitting amended SUP application for the February or March meeting.

Water collection plans – Ready for permit to be pulled and construction can begin in the spring. Not sure of funding source?

Snack Shack Project – Awaiting county inspection for final approval. Mike O. has this in process. DONE

Water Pump houses – Pump Sheds MR200 and MR300 design is complete from Crom Engineering, Discussed with Dinter Electric to draw up a pan for internal 110v power to complete the plan set – Mike O. to confirm if this is complete or not.

Lighting System Design – Yale working on donor to cover the design cost of approximately \$20k but can't move forward until SUP is approved – see above.

Toby and Yale are working with Board of Adjustments. Lights example arrived today and will be put in place by ??? Mike has date with City to come up and view.

Neighbors, community on board??

Alexis Hill is on board, but must meet with each Board of Adjustments

3 things we are selling

- JR Ski program is oversold
  - o Can't serve our community efficiently
- High School, UNR, Savage START
- After School Programs all kids
- Adult Team League

Ski coach in each district to write a letter; influential in support of kids, racing, high school. Superintendent school district, SKY membership, neighbors, Montreux and others ..

h. Mountain Bike—Yale or Rick R

- i. Rick Reed and Yale are talking with industry bike sponsors. Events are being teed up. High 5s grant for adaptive

i. Race Programs—Chris B

i. START is underwater---expenses much higher due to lack of snow; on snow more than every other team out there. Results: Olympic qualifier won 3 at Mammoth. Girls 3 in top 7.

1. Savage on track regarding where he wants the kids to be. Possible 4 new people

2. Meet with Mike to address fundraising. 3 year commitments

ii. Junior Ski Program—32 kids as of now. Tryouts invite after a few weekends. 50 kids last season



## 4) Executive Director Report

Registration is increasing. Expecting another 200 once the snow continues to fly.

- 2850 approximately
- Shooting for 3000 at least;
- 3550 last year

### Snowmaking

- A couple hundred thousand gallons of water.
- Learned how to make snow
- 3 feet in the lower area
- All day, night and consultants helped immensely
- Weather station at each machine
- Thanks to this group-Board for helping to get the money

### Rental gear

- More, more money, maintaining
- \$27k Binding tester...pushing off to next year to see if someone fails on a lease

### Safe Sprout Training

- Approaching 100%

### Instructor Training

- Back up and running
- 2023 lost; 2024 is focus to bring it back
- Orientation ... dry land training on the mountain on snow; afternoon to save mornings for race programs

### Winch Cat

- Tony, Santo paid sponsored
- Santo family day in the future

### Safety Video

- Tom Raw.

### TAC

- Yale wants to have a meeting to make sure
  - o FedEx
  - o Management to work with TAC and Yale

### Cash and donation handling

- Follow our existing policies

- Checks received must go thru Site?
  - o Do we need to adjust policies to make it more efficient?
  - o Audit will provide recommendations

#### Department heads

- New leader coming at some time
- Helping to onboard the new ED-CEO
- 4 openings
  - o Scanning, class organizers, lifts, adult lessons
  - o Key people on the drive

## 5) Chair report

Sky Tavern Chair Report  
January 2024

1. I would like to remind the board members of our Goals for 2024
  - a. Complete Snowmaking Phase 1 and 2, solve water storage.
  - b. Launch Lights and Cat fundraise campaign.
  - c. Sky Ridge Lift Redrive
  - d. Pave more parking space.
  - e. Drive race department revenue
  - f. Start Summer Camps
  - g. Start an annual Gala or Fundraising event, Thanks John
  - h. BOD to:
    - i. Install Board member term limits.
    - ii. Publish new Board member application and nomination process.
    - iii. Publish new chain of command to include BOD and Volunteers
    - iv. Post Meeting minutes on Site 30 days post board meeting
    - v. Implement Formal ED review process.
    - vi. Amend ops manual to include new review process for Volunteer and ops.

Tracking on a lot of these.

2. MHF
  - a. Endowment has been renamed at CF. Marce Herz Foundation is dissolved and new Endowment initiated at the CF:
    - i. "Marce Herz Endowment for the Benefit of Sky Tavern"  
- Cameron's partner is working on this dissolution. Money scooped out and put into the Endowment.
  - b. working on a press release announcing.
  - c. Craig Weaver (Cameron's partner) working on the dissolution, needs to be complete by Aug
  - d. Alicia and Chris to provide report and audit materials, Cost TBA

3. Job Search for new ED
  - a. Committee named:
    - i. Stephanie Kruze
    - ii. Darla Smyth
    - iii. Jack Hayes
    - iv. Chris Bender
    - v. Eaton Dunkelberger
    - vi. Yale Spina
    - vii. Greg Doyle.
  - b. 29 Applicants vetted and sorted with help of TAC
  - c. Committee has identified the top 5 candidates. 6 original candidates-3 men, 3 women; one woman dropped out prior to the online interview process.

- d. Interview process started.
  - e. Comp research complete
4. Project discovery lease complete, need to Vote. The new lease calls for Sky Tavern for increased annual rent(lease) payments to SKY; and to earn 8% of any amount over \$250,000 Gross on-site Project Discovery revenue.
- Motion to approve; Seconded Cameron
  - Approved by all

Precision agreement signed and handed to Secretary

5. TAC onboarding underway and should be complete this month.
- a. Need to define.
    - i. PTO policy
    - ii. Sick Leave
    - iii. 401k future funding?
6. Todd Whallin Entertainment has checked in on the MOU and is asking for consideration.
7. Ski Talk proposal for Ski School forum and Webpage. Needs funding from STU.
8. Audit coming to a close, report from Greg, Bill and John.
9. Precision Approach agreement signed and delivered for file.
10. SUP update on Lights, We met with Kat, our County planning agent
- a. Mike O and Robison to create rendering to include one light test.
  - b. Yale to start support documentation and letters of support.
  - c. All are encouraged to get involved to ensure everyon
11. Fund raising:
- a. Randi's event raised +\$177,000 **THANK YOU!!!**
  - b. Pat Cashel has been helping to introduce us to influential locals:
    - i. TJ Duncan, 50,000 e-blast
    - ii. April Marriner, Bonfire Collective
    - iii. Rob Cashell
    - iv. Par and Jill Tolles
  - c. Alicia set up QR code promo that is yielding.
  - d. Rick Reed has events and funds being applied for, just need to get him on the payroll.
12. Press release calendar is being produced to ensure notifications go out timely, including these topics:
- a. Endowment named after Marce Herz
  - b. Race department growing
  - c. New Board members
  - d. Winch Cat
  - e. New ED welcome social
  - f. Gala

## 6) Chris B -- Summer Camp Presentation

- a. Chris is still working up the details with assistance from Eaton, Alicia and others
- b. Chris will have a presentation at a later Board meeting.

- c. Nurse (school) input. Sent packet to them (school) to consider
- d. Next Steps
  - i. Put out an email blast (of interest, survey) about the Summer Camp
  - ii. \$1200/ kid ... SKY membership \$1000.
  - iii. Chris finishes research and presents.

## 7) Other Board Business

- a. R Tapia—Volunteer Leadership Position—How can the Process be more inclusive. Conduct elections to have broader representation?
  - i. The two (2) groups that have been most vocal about wanting to be more involved include: Ski School and Ski Patrol members. The overall consensus is that these 2 groups have been managed the same way for so long by the same people projecting a "Good Ol' Boys" club process to volunteers, especially to those who want to be involved.
  - ii. Board requested that Bill come prepared to outline all the Departments, who the current heads are, vacancies, and a general discussion of how the 'election' process works—to add this to his ED Report
    - 1. In email exchange Bill indicated that he has 3 department heads positions that need heads: Scanning, Class Organizers, Lifts
  - iii. Provide list of folks who want to be more involved.
  - iv. Teri is head of members and student relations. Directing Teri to address this.
- b. Email Votes—2 summarized below that were conducted late December 2023 to early January 2024

Wed Jan 3, 2024 email to Bill summarizing email vote by the Board

Bill:

Yale, Chair of the SKY Board, asked that the recent vote regarding hiring Rick Reed for 3 months to keep the bike programs progressing into 2024 be summarized and shared-provided to you so that you can properly implement and file accordingly in the SKY file system.

Please see this motion and vote regarding the amended and restated motion (bullets 1-5) regarding hiring Rick Reed ... the amended bullets detail reporting to Bill (operations focus) and Yale (fundraising efforts). Here is the compiled original motion and the amended motion below:

**Hire Rick Reed starting Jan 1, 2024 for 3 months to carry momentum of Bike programs at SKY**

Motion provided Dec. 27, 2023 by John C:

Motion that we vote to hire Rick Reed, starting January 1, 2024, for \$2,500 per month for three months. Funds from the existing amounts raised for biking will be used.

The reason this needs a vote is to keep our momentum going and organize the summer events, clinics, and social media.

- Rick should report directly to Yale for efficiencies related to bike events and industry.



- All events will go through Lythia and Alicia per normal.
- This will keep the bike side growing while Bill trains the new ED, without complications related to Bill's involvement.

This motion was amended Dec 31, 2024 to include restated bullets 1-5 below:

John C moved that we vote to hire Rick Reed, starting January 1, 2024, for \$2,500 per month for three months. Funds from the existing amounts raised for biking will be used.

The reason this needs a vote is to keep our momentum going and organize the summer events, clinics, and social media.

Rick should still to report to Bill including a dotted line (reporting) to Yale for the following reasons:

1. Most activities Rick will be working on is fund raising, event production, trail planning and other strategic topic that Yale can lead
2. ALL operational items related to any action, must go through the office (Bill) by regular operations reporting for booking and checking on operations support
3. This will better keep this effort within the boundaries of the bylaws, with Rick reporting to Bill, including a connection to the Board Chair.
4. The INTENT here is that as we enter the transition period whereby Bill will be training the new ED, this will ensure we do not stall our bike momentum and the funding therein.
5. Through this process, Bill will be kept up to date on all items related to summer bike planning.

This is intended to be "interim" reporting (Bill and Yale) to allow Bill some room to breathe and also ensure the Bike side is profitable and sustainable.

Toby seconded the original motion; various discussions and votes progressed. The amended motion was provided Dec 31, 2023

9 YES votes with the amended language received through 7p Jan 2, 2024

2 pending votes: Greg B, Richard

Kind regards

Ann Carpenter  
SKY Board, Secretary

Wed Jan 3, 2024 email to Bill summarizing email vote summarized below:

As well, Bill, please enter this email into the SKY file system for votes.

Bill

Chairman of the Board--Yale asked that I reach out to you regarding recent votes that the Board has undertaken and completed via email processes.

### **Jump Research at SKY**

Jan 2, 2024 (end of 5 day review and discussion period for this motion)

Yale: Motion to allow another year for Chris Pedrotti and his son (volunteer) to continue research, testing and perfecting a jump safety system, conducting this additional research at SKY. More research is needed to ensure the system is robust and safe.

Ann seconded the motion

9 YES votes received by 7p Jan 2, 2024

2 pending votes .. Richard, Greg B

We have received a (strong) quorum (9 YES votes, 2 pending). The Board wanted to provide this update to you so that you can help to implement and oversee this additional Jump Research at SKY by Mr. Perotti and his assistant-volunteer. Yale will likely help to facilitate the (re)introductions to help you facilitate this along, once the mountain opens.

Thanks much. I will be sending another email regarding the second vote that the Board completed today as well.

Snow dances and pagan snow chants are encouraged and welcomed!!

Kind regards,

Ann Carpenter

## **8) Close of Meeting**

- a. Motion Randi, second Greg D
- b. All in favor

## **9) IN Camera**

Yale, John, Greg D, Ann, Chris, Richard, Cameron, Randi, Robert  
N/A on Zoom

Greg B, Toby absent

- a. Christi, CC Consulting Solutions provided a general overview of Board Survey and recommendations; discussions
- b. SKY Entertainment Concept revisited
- c. HR – ongoing issues—discussions including TAC guidance
- d. Fundraising NMA events
- e. John C SKY Board gift concept