

APPROVED
M. J. Y. ————— REVIEWED
NEED
N V EVERY CONT.
ANNA MEETING
NEED TO
ADD CHAIR
REPORT
TO DOCUMENT
PLANS
ROLES
RESPONSIBILITIES

SKY board meeting MINUTES:

Wednesday, 18 October. Greg's Garage (410 E 6th St)

BOARD present: Greg D, Greg B, Yale, Chris, Richard, Ann, Cameron, John C; ZOOM Randi and Robbie John C ABSENT: Toby

AGENDA—Final

Meeting opened with recognition that SKY Board has a quorum. All present except Toby.

- 1) Approval of the minutes--Approved
 - a. Motion Cameron moved to approve minutes for Sept 20, 2023 meeting.
 - b. John C seconded
 - c. Unanimous (10; Toby absent)
- 2) Public Comment
 - a. None
- 3) Intros & Objectives of New ExComm Members (1-2 minutes each); Yale to discuss new committee structure and Chairs (outlined below)
 - a. John Cuhna (Vice Chair) will add this additional discussion regarding Audit: deferred to item #8 in the Agenda
 - i. Where we find ourselves
 - ii. Accounting assistance from Elisa Ross
 - iii. RFP from EideBailly
- 4) Committee Reports (5 minutes per committee)
 - a. Finance—Greg D Chair ... working with Lythia, CPA, Greg to review the books. Review of the books to streamline and fine tune the books, budget, all chart accounts. Next month will be Yale to review with the Race Dept leadership for its shortfall.
 - i. No Motion or Vote
 - b. Communications—Randi T Chair High level overview of her objectives, goals. Soliciting additional members New committee
 - i. No Motion or Vote
 - c. Governance & Nomination—Greg B Chair

NOMINATION—none .. previous candidate has not resubmitted her desire to serve on the Board. No new submissions. Board is not actively pursuing new board members until SKY business and functions are refined and strengthened.
GOVERNANCE—Styles and Values as training focus. Richard asks about how to drape the governance considerations to management to strengthen overall function of the organization. An operating procedures document that applies to entire organization. Richard to review operating manuals and provide feedback ✓
to Board for future discussions

 - i. No Motion or Vote
 - d. Fundraising—Alicia A Western
Peek Foundation Ask review 10/15-10/16 asked for \$100K

Reviglio/ Wester Supply ask submitted 10/13 \$200-400k
Sky Tavern Party in the Sky Event 10/14
NDOR – Submitted
Share Winter Awarded - \$30k
Snowriders Awarded - \$12k – Slope for Sanity

Robbie

Richard – update on Grant process; next level of training for instructors

Yale—Franz meeting 6 people for about \$100k; Hawkins Foundation—regularly last year \$15k; ask \$50k; Ransom recommends we approach Redfield. Cindy Carano \$25k for jackets; was a thank you sent to her?

Anna has contact to share with Yale NV Energy contact.

NEED

- i. No Motion or Vote
- e. Construction—Toby B Chair ... Nathan R giving presentation. SUP process overview including master plan strategy meeting. County got wind and shared concerns. Multiple discussion processes. Kat (planner at Co.) she tailored the list to specific near-term SUP focus, including: Lighting; grading; shack shack; tank design; Pump building; Mnt Electrical Desing; Master Plan
Mike O. lighting simulation (Wisconsin Lighting Labs)
Nathan indicates that we already have public comments (positive) from May 2023 meeting
Nov 29th tour with City officials; Nathan to be there
 - i. No Motion or Vote
- f. Mountain Bike—Yale or Rick R ... 250-300 people; a very strong event. Shops, industry, riders. Steve B. and Southerland Group likely to repeat their donation. Permitting for the shuttle. Monetize bike for employees to lessen the burden. Rick Reed bike professional may have an interest to help with SKY again. ++\$15k raised to date. Ongoing
 - i. No Motion or Vote
- g. Race Programs—Chris B – Titles to separate the 2 programs. JR Ski Program Race Team +\$200 above standard membership. Savage: SKY Tavern Race Team. Camps will be mostly in the summer; did have Copper Mnt camp—snow levels are too low. Mammoth camps again and maybe Copper Mnt later. More racers signing up. Lost 8-10 back to their previous teams. May be close to what we need. Yale needs 'delta' for fundraising. Savage and Chris will be at all orientation meetings to capture more, share what's expanding at SKY. Marce Herz Foundation will sponsor kids in need.
 - i. No Motion or Vote
- h. Membership Advisor Committee—Anna C ... Yale to attend her meetings; a few have approached to join. Anna wants to announce the meetings a few months in advance. Skiing training is bringing folks back together.
 - i. No Motion or Vote
- i. Risk Manager—Tom R ... Nothing from operations. ExComm is new; requesting that new ExComm know the By Laws document, referencing the 10-day notification

MEETING

i. No Motion or Vote

- 5) Executive Director Report Bill ... started training. PSIA and returning instructors. Ski Swap—needs help. Bike Swap is new addition. Planned opening day Dec. 13th. Try to do 'pick up' for gear UNR, N Tahoe. Need clothing.
Summer events: A generalized summary was provided; no digital back up supporting the summary. Generally: 22-23 report. Gross \$64k-\$8k expenses=\$56k ... This year gross \$71k minus expenses (no detail on the expenses; unknown regarding NET. Greg D will be reviewing this as part of his overall accounts review and oversight.
- a. No Action, Motion or Vote
- 6) Chair report—Yale ... transition plan is being advance. TAC contract to help with this; Yale to engage with fundraising. Review of what Board agreed to focus on – goals as provided in Chair's Report ... review of the EXComm duties.
Mention of Chris Bender as Board tiebreaker as needed--Tom R ... outlined that the By Laws state regarding an ExComm 'tie breaker' that the Board just needs to vote with a majority supporting recommendation (Chris Bender) for ExComm tie-breaker
- a. **Motion** to have Chris as ExComm tiebreaker ... John moved to have Chris Bender serve as ExComm tie-breaker
- b. Cameron seconded
- c. Unanimous vote
- 7) Chris B -- Summer Camp Presentation—spoke with Eaton D. and new director of Eaton's old place of work. With Eaton's guidance as well as discussions with Selby. National certification. Chris is including Liz Savage and her expertise.
- a. No Motion or Vote ... Draft proposal; Chris is developing final presentation. Board was asked to email Chris with questions.
- 8) Other Board Business
- a. Audit Report Discussions—John Cuhna overview. Joined in March 2023. Previous auditor wouldn't return the call. Yale stepped in. Non-profits (SKY) charitable focus; Non-profits affiliated with gov't agency (yellow-book). Previous auditor specialized in 'yellow book', not charitable. No audit for last 2 fiscal years. Audit=necessary/ imperative for SKY. Need is immediate. EideBailly with expertise 3100 non-profits and several ski areas. John is recommending immediate priority to get us caught up. \$98k for 3 yrs ... including fiscal year next summer ... \$25k at start; \$25k audit report (Feb); \$3500 Jan tax filing. Then \$37.5K final. EideBailly name will help with fundraising; Key donors recommending EideBailly. And they may help with financing this. John has indicated the last audit was subpar, sub standard; last firm did not understand a non-profit entity. \$11k last audit, but John indicates that we received was not robust, usable.
- i. John C. (new Vice Chair, CPA with a very successful practice) brought up his deep concerns that SKY was 2 years late in getting audited financials completed. He further stated his deep concerns that this wasn't completed, effectively stalling the necessary fundraising SKY needs to keep advancing. At this time, John C. summarized that he reached out to his network and found a group that were 1) available to complete the 2 yrs of audits (backlog); and 2) had the expertise to get this completed immediately. The Board Packet had included the EideBailly proposal.

John C. reiterated the lateness of the audits and the need to immediately address this and help SKY advance forward supporting the ongoing and expanding fundraising.

- ii. Board, Bill, Lythia discussions ensued.
 - 1. Bill and Lythia both shared that they had not been able to provide necessary files, data, etc. to help the previous auditor to complete the task, an estimated 12-13 month delay
 - 2. Bill shared his concern that the bank accounts were not robust, and paying for this audit would be difficult
 - 3. John C. stated that he had negotiated payment terms over the next 6 months (approximately) including an upfront 'kick off' payment; then subsequent payments with deliverables. Discussed during the Board meeting.
 - 4. Yale committed to finding the necessary funds to cover the costs, once and if approval resulted of EideBailly as auditor
 - 5. Board members then discussed at length 1) disappointment that the audit was not completed (a recurring concern over the past several years); 2) the immediate need to have this addressed and completed to bring SKY current (organization governance); and 3) the need for this audit (bringing it current) for ongoing and expanding fundraising needs and proper organization governance.
- iii. The Board then conducted a vote, and it was approved unanimously (Toby absent) by all in attendance (in person and on Zoom) to have EideBailly complete this audit work, which included comments-discussions by Randi T in particular who suggested several other entities that we could have considered if we had more time.
- iv. After the unanimous vote, Greg B then asked that we table the vote:
 - 1. asking for EideBailly to provide an Engagement Letter (was provided and distributed immediately on Thursday following the Board meeting)
 - 2. allowing for John C to reach out to the entities that Randi had suggested.
- v. It was agreed during Board discussions to conduct an email vote subsequent to receiving the EideBailly Engagement Letter and any other recommendations of Vice Chair John C. Ann will resend EideBailly documents including the engagement letter from EB triggering 5 day review, with an email vote to follow. Email vote to be summarized in November Minutes.

- b. Yale asked for detail on what money has been drawn from payroll for snowmaking? No definitive answer from Bill or Lythia

9) Close of Meeting

- a. Chris moved to close the meeting; Second Cameron.
- b. Vote—All approved

Sky Tavern Chair Report
October 2023
For discussion and approval

My report is based upon the future looking plan that includes three elements that will make the efforts of the board efficient as we approach a period of many changes:

1. Transition plan, mentored by Cortney Young and agreed upon by the parties
2. Board priority goals for 2023-2024
3. Board roles and responsibilities

Transition plan summary:

1. Bill announces that he is retiring, Completed.
2. EXCOM to conduct an annual review of the ED, Completed.
3. Engage TAC for HR company guidance and researching benefits, Scheduled.
4. Engage fundraising for this position.
5. Job Description and skill set required for CEO/ED, In motion.
6. Appoint a selection committee for interviews, Under Consideration now.
7. List the position, TBD
8. Filter those that qualify and conduct interviews.
9. Select and make an offer.
10. On board and start training
11. Complete training, Time TBD
12. Throw Bill a party, when the time is appropriate.

Board Priorities and goals for 2023-2024

1. Complete SUP application and get approval
2. Complete Snowmaking Phase 1 and 2, start water storage
3. Launch Light and cat fund raising campaign
4. Sky Ridge redrive, need additional funding
5. Pave more parking
6. Expand Bus Program
7. Develop and nurture Race department Revenue and staff
8. Start Summer camps
9. BOD:
 - a. Install term limits
 - b. Publish method of attaining a board seat
 - c. Construct new chain of command to include new leader and departments
 - d. Post meeting minutes upon approval within 30 days
 - e. Implement formal ED/CEO review process
 - f. Create a more formal HR process
10. Develop a stronger relationship with UNR as a partner and remote campus

Sky Tavern Board roles and responsibilities: To be refined and agreed upon

Yale Spina, Chair

- Strategic planning
- Fund Raising
- Bike oversight
- UNR relationship

John Cunha, Vice Chair

- Audit
- Restricted fund oversight
- Financial oversight
- Forecasting Model
- Cash management
- Endowment oversight

Ann Carpenter, Secretary

- Gate keeper
- Board meeting Admin, custodian of Minutes
- Zoom custodian.
- File retention oversight
- UNR relationship

Greg Doyle, Treasurer

- Accounts payable oversight
- Forecasting Departmental revenue
- Coding oversight to the chart of accounts
- Cash handling oversight
- Departmental budget oversight
 - Race Department
 - Bike park
 - Program
 - Events
- ?

Committee Chairs

Chris Bender, Race Department

- EXCOM tie breaker
- Race Team oversight
- Race Department advisor
- Fund Raising Liaison
- Savage advisor
- ?

Greg Doyle, Finance Committee Chair

- Finance consultant
- Audit oversight
- Endowment advisor
- ?

Randi Thompson, Communications Committee

- Governmental affairs and fund raising
- Communications oversight
- Fund raising liaison.
- UNR Relationship

Greg Batchelder, Governance and Nomination committee

- Nominations process oversight
- Governance advisor
- High Scholl teams Liaise.
-

Toby Basta, Construction committee

- Construction project oversight
- Permitting and planning advisor
- Business Liaison

Board Members

Richard Tapia

- PSIA Liaison
- STU oversight and administrative
- Member of the in-house board of arbitration
- Third party Partnership advisor
- ?

Cameron Bordner

- assisting with Precision Approach in improving jumper safety
- assisting with contractual agreements as needed as a consultant of Sky but not as the Atty of record.
- assisting with a “board of arbitration” or other name designed for the board to review actions that may relate to operational changes or disputes. That will also include an HR oversight type function.
- assisting with overall safety on a year-round basis, this may include language for signage, liability releases, general rules and operational policies and procedures
- advising the board of industry trends that may indicate or require changes to our policies and procedures.