

**American Birkebeiner Ski Foundation
Board of Directors Meeting
January 24, 2011**

Members present: Bill Bauer, Don Becker, Scott Chapin, John Kotar, Dennis Kruse, John Leighton, Don Maher, Dave Nelson, Paul Pederson, Joe Timmerman, Mary Wingfield. Members not present: Tom Duffy, Sue Scheer. Also present: Ned Zuelsdorff, Shellie Milford.

Meeting took place at Weiss Community Library meeting room in Hayward, WI. and was called to order at Noon by John Leighton, President and Chairman of the Board.

Approval of Minutes of Meeting of December 13, 2010.

John Leighton asked the Secretary to post all minutes on the Board Members' link located on the ABSF website, allowing all board members easy access to previous minutes. No corrections or additions made to the minutes and minutes were approved by unanimous vote.

Approval of Agenda

Don Becker moved to move #8 of the agenda to the first order of business and then do the closed session following, allowing for discussion of policy issues. Following discussion, Don Becker amended his motion to allow #8 to be discussed first, followed by #10 through #12 and remove the closed session and treat the entire meeting as an open session. Joe Timmerman seconded. Motion passed.

Board Questions for Executive Director

Ned commented on the proceedings of the Trail Tour with very few problems experienced by skiers and many positive comments. He thanked board members for their assistance in making the Tour possible.

Dennis Kruse thanked the ABSF for the quality and consistency of grooming on the Birkie Trail. He suggested that the events held on the Birkie Trail would not be as successful as they are without the aid of the ABSF grooming.

Bill Bauer asked Ned if the ABSF has carrier insurance on the Pisten Bully that is transported to Wausau as part of the exchange program. Insurance is in place. Also asked about the pumping schedule for outdoor toilets at County OO. Ned was going to check with Bill Pierce about the pumping schedule.

Mary Wingfield asked questions regarding the large volume of work staff is committed to and asked if we needed more staff to handle the workload of so many events the ABSF is now sponsoring. Ned indicated that more temporary help is being used than in past years.

Vision as it relates to Policy and Governance

John Leighton began discussion by suggesting that the vision of an organization needs to be the drive behind policy. He suggested that the ABSF needs to determine how the organization of the corporation should look. He asked the Board what it expects of the President of the Corporation. Should the position be the stopping point for authority in an ongoing process of governance as indicated in the By-laws? Should the President of the Corporation be the CEO as indicated in the By-laws?

Discussion followed by Board Members involving individual member's "vision". Don Becker suggested that if our vision were limited, it would be difficult to justify the Trail Tour, the Birkie Tour, or supporting youth skiing. Our vision should reflect what we believe is important to the Foundation. What are we about? What is our goal? What are we attempting to accomplish? How do all these components fit together to create a vision? The ABSF is now more than just a ski race in February.

Other Board Members offered their vision for the organization ranging from promoting healthy life styles with

skiing as the tool; growing the ski race; maintaining all the tools of increasing participation in a healthy lifestyle and especially maintaining the high quality standards of the ski race; using the other events as a tool for growing the race while preserving skier satisfaction; creating a master plan to guide so many different visions toward a common end result; understanding that the ABSF relationship with the community is the starting point for bringing together the state, county and national forest entities under one umbrella organization which could be the Foundation; the vision, or mission statement should be to execute the highest quality race, maintain the Birkie Trail, and promote an active lifestyle, incorporating year-around activities encouraging people to live an active lifestyle.

John Leighton attempted to summarize what we just heard from all board members to promote silent sports ranging in scope from minimal emphasis on Nordic skiing to the maximum emphasis of building an FIS standard trail and host world class events. John Kotar suggested that we need to rewrite our mission statement to embrace all the components of the visions we just heard. Don Becker suggested that we define our limits, i.e., CXC is broad sweeping group that promotes skiing over a broad geographical area. Does bringing elite skiers to the Birkie promote a healthy life style? Does offering prize money promote a healthy life style? If we have a vision, that should drive the decisions underneath it. Dennis Kruse said that our current mission statement is highly adequate because in order to ski well one must train year around thereby involving a healthy life style. John Leighton said the mission statement is broad enough; do we now want to promote events that facilitate a healthy lifestyle? Does this fit in with our goals? Don Becker asked how do we develop our policy for healthy lifestyles? Do we have a program of weight lifting? How far do we expand our influence? (Where do we begin and where do we stop?) Ned Zuelsdorff suggested what we do does not have to be directly associated (i.e., weightlifting). If we have a high quality event it leads to a healthy lifestyle in an effort to prepare for our event.

Impact of Silent Sports on Economic Community Development

Scott Chapin explained his role in researching the economic impact of large events such as the Birkie. He suggested that the Birkie is the most influential in terms of size and impact. “We are a monster” compared to other events and organizations that he has come into contact with recently. Scott inferred that all the board members are basically in agreement on the board’s vision.

Policy Discussions

Mary Wingfield suggested that we need an interface that defines the hierarchy of authority so we all know how we operate. Policy is one mechanism to achieve this.

John Kotar agreed that there is a definite hierarchy within the Foundation. He stated the President of the corporation acts on behalf of the board and works directly with the Executive Director to accomplish the business of the board. It should be clear that the Foundation members elect the Board, the Board elects a President, who acts on behalf of the Board and has the highest authority. The wishes of the Board go to the President and it then becomes his job to work with the Executive Director to fulfill those wishes.

Anderson, Hague, and Moe Report

Joe Timmerman presented the report beginning with page 2 explaining the development of an Organization Chart which will spell out who is responsible to whom within the organization and will be completed under the direction of Steve Narveson and other officers of the Board. Dennis Kruse stated that the ABSF has always been organized according to the premise that the Board hires its employees and if necessary the Board or the President of the Corporation could fire employees. The delineation of authority is very clear but we should act by consensus. Don Becker indicated that we should not delegate Board authority to one person, i.e., the President of the Corporation, but should act as a body to reach consensus. He noted that we no longer have executive committee meetings, which prevents a few people from making all/most of the decisions. John Kotar reiterated that the President has the authority granted to him by the Board. The President is our representative. John Leighton said there is a difference between the Board and the Corporation. For example, Joe Timmerman, in his office, is not acting as a part of the Board and the Office of Treasurer could be filled by someone not a Board member. It is a specific job necessary to run the Corporation. The same is true of the office of the Secretary and it is the same thing with the President. The only difference is the President is working part-time and not paid whereas the Executive Director is working full-

time and getting paid, meaning he is doing the job of the President. But our By-laws indicate that the Executive Director does not have the authority. This presents a problem requiring an Office of the President of the Corporation, which is separate from the Board. The Board then makes policy decisions and the President is simply a part of the process of carrying out that policy. This creates confusion and creates a question of what authority the President holds. The By-laws allow the Board to limit the authority of the President, through administrative policy to limit the President. A separation needs to occur. Joe Timmerman made a motion and Dennis Kruse seconded the motion to accept the Anderson Hager and Moe Report. Motion passed.

Secretary requests change in agenda

Bill Bauer requested to table the policy recommendation discussion in lieu of discussing the Anderson-Hague-Moe report because the report illuminates the need to correct some deficiencies.

Following additional discussion regarding the length of time dedicated in this meeting to establish priorities, develop community relations, determine outcomes, John Leighton again asked what the authority of the office of President of the Corporation has. When it was suggested that he begin documenting situations arising from the Corporate hierarchy, he reiterated his frustration with not being provided with a list of sponsors. Ned Zuelsdorff explained how sponsorship works and why he is reluctant to provide the sponsorship list to everyone. Dennis Kruse interjected that the people sitting on the Board of Directors of the ABSF should have the responsibility to hold sponsor information confidential.

John Leighton then read portions of the By-laws describing the duties and obligations of the President. He stated that the ABSF should be run according to the By-laws and unless the Board limits the President in some way, the President is the Chief Executive Officer of the Corporation as stated in the By-laws.

Perks for Board of Directors

Paul Pedersen suggested that Board members should receive free entries to all ABSF events. After brief discussion, Don Becker made a motion that Board members support the trail by buying an annual Trail Pass and pay entry fees to ABSF events. Dennis Kruse seconded the motion. Motion passed. Paul Pedersen voted against the motion.

Mandatory Trail Fees

John Leighton indicated that Tom Duffy feels that the Sawyer County Board will approve mandatory trail fees. Brief discussion followed.

Agenda for April 18 Board Meeting

Ned indicated that topics for next meeting will include: cap/deadline for registration; registration fee amounts; review of race and competition prize money.

Meeting adjourned at 2:10 PM.

Submitted by Bill Bauer and Shellie Milford.