

MINUTES (*DRAFT*)
ABSF Board of Directors Meeting
October 16, 2017
3:00 PM ABSF Office

Board Members present: Paul Eckerline, Joe Timmerman, Charlie Dee, Jeff Tumbleson, Mike Mandli, Tom Duffy, Brett Rondeau, Sue Scheer, John Kotar, Kathie Pautsch, Jan Guenther,
Board Members Digitally Present, Yuriy Gusev
Absent: Dennis Kruse
Staff Present: Ben Popp,
Attorney Mark Hooley
Call to order, 3:05 PM

Approval of amended Agenda: Duffy moved, Tumbleson second. **Approved**

Approval of Minutes from September 18, 2017 Board Meeting: Scheer moved, Mandli second. **Approved**

Approval of Minutes from Aug. 5, 2017 Annual Meeting: Dee moved, Mandli second. **Approved**

Election of Officers:

- President: Duffy nominated Eckerline. Scheer second. **Acclimation**
- Vice President: Kotar moved Kruse. Pautsch second. **Acclimation**
- Treasurer: Duffy moved Timmerman. Kotar second. **Acclimation**
- Secretary: Rondeau moved Dee. Pautsch second. **Acclimation**

- Election of Wordlopet Representative: Dee moved Kruse. Tumbleson second. **Acclimation**

President's Comments: Paul Eckerline

- November/December Board Meeting will take place on Dec. 4th followed by the annual Holiday Party.
- Reminder to Directors to make calls for fundraising.

Executive Directors Comments: Ben Popp

- We have hired Kurt Proctor for 25 weeks (starting now) to manage the grooming crew and handle the trail maintenance through March 31, 2018. Three priorities: 1. Take care of equipment. 2. Take care of snow. 3. Train staff on different equipment.

- Met with Mike Melley of Lifetime, which owns Fat Tire 40. Gary Crandall will manage the race for one more year.
- Update on Telemark Lodge: HK Hospitality proposed an MOU to us regarding sharing responsibilities and usages of Telemark Lodge and land. We have an agreement with the current owner and will consider an MOU with HK if they acquire Telemark, but will not sign or negotiate anything until sale is made.
- Still in talks regarding Birkie Bridge at Super Bowl. We're insisting on Birkie being included in signage. Proposal is to move bridge on Jan 21, and it would stay there for two weeks. The Loppet will make snow for it, and we will be paid for Kurt Proctor to groom.
- Trail Run Events went well: 50 more participants. This was fourth year for Ultra and it's growing each year. There was no WIFI at Birkie Ridge over weekend so we're working on that for next year.
- Relationship with Lumberjack World Championship Foundation

Per ABSF Bylaws, Scheer recused herself from discussion and decision. In interest of full disclosure, Eckerline announced that he had a business relationship with Butch Johnson, one of the principals in LWC, and Duffy announced that he is a board member of LWCF.

Popp: explained that there are three steps towards establishing a relationship with LWC: 1. Letter of Intent. 2. Share resources after signing Resource Sharing and Management Agreement. 3. ABSF Directors taking majority of seats on LWCF Board.

In answer to why this would be in ABSF's interest, Popp identified:

1. Gets additional venue.
2. Appeals to different group of sponsors and volunteers.
3. Gives Birkie larger labor pool for events.
4. Benefits local community.

Mandli moved, Timmerman second, motion to accept "Resource Sharing and Management Agreement" (RSMA) with the Lumberjack World Championship Foundation.

Discussion followed concerning whether LWCF fits with ABSF mission, possibility of venue-sharing in low snow years without ABSF controlling LWCF board, and alternatives for others in the community to take over LWCF.

Dee moved, Rondeau second amendment to RSMA that the ABSF board will not consider the due diligence phase complete until the LWC has significantly improved its governance and transparency by updating its bylaws to include, at minimum, a rigorous conflict of interest policy and term limits for its appointed board members. **Failed.**

Dee moved, Rondeau second amendment to RSMA that the ABSF board will not consider the due diligence phase complete until ABSF has concluded an online referendum of ABSF members asking if members favor the ABSF managing the LWC and sharing overlapping boards with it. ABSF will only proceed to “overlapping boards” phase if a majority of its members voting in the referendum favor this action. **Failed.**

Original motion: **Approved.**

Committee Reports

Finance: Timmerman

- We have moved our accounting software to Quickbooks online which allows multi-users. Our reports are now formatted differently because of this new software. Lisa is working through difficult changes in software as well as chart of accounts.
- We have restructured our chart of accounts this year. Event Operations are now grouped for all our events in these reports. The information for each event is still tracked individually, but isn't available in these reports. This period of transition will make it difficult for cost comparisons to last year. Next year this problem goes away.
- Cash is up \$11,602 from one year ago to \$1,252,974.
- Total assets of \$4.114 million are up 11% over last year's total assets of \$3.719 million.
- YTD net income of \$1,224,000 is below last year's YTD net income of \$1,393,000 and is below budgeted YTD net income of \$1,499,000. There are committed donations that have not yet been booked, which will bring income above budget when received. When they arrive we will be above projections.

Documentation: Dee

- We have a need to re-organize some aspects of the Procedures Manual.
 1. Eliminate redundant and extraneous info. Dee moved, Scheer second. **Approved.**
 2. Move Executive Director's Annual Goals to Appendix C: Dee moved, Scheer second. **Approved.**
- Add language to Procedures Manual announcing winners of ABSF Board elections on Monday following Annual Meeting to avoid embarrassing situation for incumbent Directors who are not re-elected. Scheer moved, Mandli second. Following discussion and general proposal to announce winners a week prior to Annual meeting so that retiring Directors could be

celebrated and other Directors thanked, Scheer withdrew her proposal. This would necessitate a change in Bylaws, so no action was taken.

Skier Development: Guenther

Meeting of committee earlier this month where we reviewed grant proposals and voted to issue \$22,675 in grants to 24 clubs. When combined with the already delivered \$3,000 to the Minnesota Youth Ski League, \$15,000 to CXC for elementary schools to enter the Nordic Rocks program, we've given a total of \$40,675 to recipients this year.

Competition: Kruse

No report.

Trails: Mandli

We've changed direction and will make snow this year, using the \$100,000 raised and earmarked for this in Phase II Capital Campaign. On Friday we will meet with HKD and walk property where we're looking at putting in pipeline.

Adjournment: Duffy moved. **Acclimation**