

All Star One Chairs Meeting Minutes  
October 27, 2012  
The Guest House - Chester, CT

ATTACHMENT A

October 27, 2012

Present: Phil Pierce, Pam Pierce, Elizabeth Yermack, Larry Yermack, Doug Miller, Kemp Harris, Bill Tibbs, Hall Basdekis, Val Basdekis, Dick Case, Jane Trudeau, Annie Stewart, Scott Stewart, Bill Gimpbel, Chris Gimpbel, Henry Powsner, Dana Powsner, Roy Cook, Marion Cook, David Epstein, Elissa Best, Jan Prochaska, Jim Prochaska, Bart Bouricius, Connie Lentz, Judy O'Keefe, Dennis O'Keefe, Bob Jorgenson, Bobbi Jorgenson, John Best, Estelle Best, Tom Coleman, Tricia Coleman, Carl Sturken, Cheryl-Anne Sturken, Mary Trudeau Hill.

Also present: Tom Griffiths, Moderator; Louise Williams, member of the Governance Task Force, Barb Denno (observer), and Joe Watts, SIC CEO, guest presenter

Tom Griffiths called the meeting to order at 1:42 pm.

**Opening Words** - Estelle Best read from Ann Sigler.

**Milestones** – We celebrated the marriages of Bill Tibbs and Kemp Harris; Caroline Hill and Jean-Francois Ortiz; the Jorgenson's grandson; and the 50<sup>th</sup> wedding anniversary of John & Estelle Best. We also celebrated the birth Owen, the son of Sarah Coleman & her husband Abe. We remembered the passing of Frank Robbins. Ned Tillman represented AS1 at his memorial service.

**Reports (posted in advance) to the AS1 Web site and open to Questions/Answers**

- A. AS1 Sept. 2011 chairs meeting minutes
- B. AS1 2012 on-island chairs meeting minutes
- C. Children's Program report
- D. AS1 Registrars Report 2012
- E. Financial Aid Committee 2012
- F. Financial Assistance Fund AS1
- G. AS1 Financial Summary 2012
- H. AS1 Financial Statement
- I. Budget AS1 2013 Conference
- J. Executive Committee Actions & Discussions 2011/2012
- K. Actions Taken by AS1 Former Chairs (1991-2011)
- L. Letter to Chairs from the Governance Committee
- M. Survey of Chairs
- N. Survey of Larger Conference
- O. Governance Committee Task Force Report
- P. Governance Committee Proposed Changes to AS1 Bylaws

**Approval of (a) Sept. 2011 meeting minutes; (b) on island Chairs meeting minutes** – Debbie Weiner Soule – Moved (John Best) and S: (Tom Coleman), to approve the 2011 fall meeting minutes .  
(b) Moved (John Best) and S: (T. Coleman), to approve the 2012 on island Chairs meeting minutes.

**Children's Program and Planning Report (Tom & Deb Walton):** The Waltons regrettably were

unable to attend the meeting, as Deb is recovering from surgery. No major issues on island were reported with regard to the Children's Program.

**Registration Report (Scott & Annie Stewart):** AS1 2012 registration count totaled 282. Annie Stewart believed the high count did not negatively affect meal times, because the island opened extra dining room tables. She suggested the topic of taking years off might need to be revisited if high attendance persists. Scott Stewart thinks it should be monitored a while longer.

**Financial Aid Report (Elizabeth Yermack):** Elizabeth noted the new electronic registration system has helped with raising funds. There were no questions.

**Chairs Report (Elissa Best & David Epstein):** Chairs felt the conference went well. They had no on-island problems that they heard of. They thanked everyone involved with the planning.

**Annual Fund Report (Larry Yermack presented for Ned Tillman):** As of 10/27/12, AS1 has pledged over \$300,000 to capital campaign, with over \$200,000 already received. With respect to the annual fund goal of \$90,000 goal, to date \$76,000 plus has been reached, including outstanding pledges of \$22,000 plus. Larry reported that Ned and Kathy Tillman feel it is time for them to stand down as chairs of fund raising for AS1. Larry asked if anyone was interested in replacing them, but pointed out that it is a demanding and challenging responsibility, but also very rewarding. He said he was available to discuss what the post entitled and stated there is an urgency to fill it. Tom Griffiths commented it was a shame we are behind in our fundraising goal, since the island relies heavily on AS1 for giving.

**Treasurer's Report (Bill Gimpel) F, G, H:**

1. The proposed **2013 Financial Assistance budget (F)** is \$12,500. Joe Watts is predicting a 2 percent increase in room and board rates for 2013. Moved (B.Gimpel) and S: (L.Yermack): To approve the Financial Assistance budget. Approved.

2. **The 2012 AS1 Conference Budget (G)** came in under budget. No questions were raised.

3. **AS1 2012 Financial Statement (H):** No questions were raised.

4. **Proposed AS1 2013 Budget Recommendations (I).** Bill Gimpel reported that if the 2 percent room and board increase is implemented, the cost per attendee would increase by \$16 per adult. Bill proposed a transfer of \$2,000 from the reserve fund, which is currently around \$15,000, to offset these costs. Larry Yermack asked for confirmation that this means that there would not be an increase in AS1 registration fees. Bill confirmed this. Moved (B. Gimpel) and S: (Phil Pierce): To approve the AS1 2013 budget. Approved.

**Ratify Actions of the Executive Committee, 2011/2012 (J):** Moved (J. Best) and S: (Phil Pierce); Approved.

**Report on Council of Conferences (Roy Cook):** *(No report posted to Web site or handed out at meeting):* The Council of Conferences meeting was held Oct. 13, 2012. They were happy with AS1 filling 285 beds; The bed/night goal was exceeded. They are on track for fund raising. The television reality show "Stranded" will be filmed on island. On line registration will be launched next year for all conferences by the island. The island goal for 2012 was 18,000 bed nights; 18,264 achieved. In 2011, 17,892 bed nights were sold.

**Joe Watts' Island Update** *(No report posted to Web site, or handed out at meeting):*

As of 10/25/12, Joe is officially the CEO for the Star Island Conference Center. He reported the board approved the island budget at its October meeting. He reiterated Roy Cook's report that the island

exceeded its bed night goal for 2012 (which had been readjusted from its original goal of 18,600 to 18,000). The austerity budget put in place resulted in the reduction in staffing levels, but service, he says, was kept up. Even though the island is on track for a stable financial setting, it is not there with fund raising yet. There has been a great response to the Capital Campaign (\$4 million raised in donations and pledges of 10/27/12), the goal of which is to secure the long-range viability of Star Island. He is committed to ensuring that the island's core remains intact.

Joe said he believes the island's future is bright. He pointed out that there has been a tremendous focus this past year on developing a five-year operating plan. Because some conference goers did not like the added fuel surcharge, next year they will be rolling the fuel surcharge into the rate, which will be above and beyond the planned 2 percent raise. There will be no rate changes for those under 18. Youth rates will remain stable.

The island achieved an operating margin of \$173,000, with plans to increase that over the coming years, so that when the fundraising from the capital campaign drops off, they will have a cushion. They are no longer reducing the number of Pels, but are actually adding back. (The number of Pelican staff was reduced by 12 in 2012). The CEO and on island manager job has been merged into one position. The island wants to get up to 20,000 bed nights. One of the most important things they are focusing on is filling existing conferences. They are exploring several pilot programs, including capping rates for new families at under-filled existing conferences. The Pelican discount will be reinstated to bring people back to the island. That discount could be between 25-50 percent off for an individual rate, but they have not as yet flushed out the exact number. New families will be offered a significant discount on their Room & Board. That assistance, however, which will not apply to AS1, because we fill our conference.

Phil Pierce asked if the island was considering an elder discount. Joe said it had been discussed, but there were no plans at the current time to target one for 2013. He pointed out that financial aid is available through several conferences, including AS1, as well as the SIC. Cheryl-Anne Sturken said that she felt the island was shortsighted in overlooking their senior members, who had invested years in island. She noted that seniors, even though they might be battling fixed incomes, were the least likely group to apply for financial aid.

On line registration, which was piloted in 2010, will be rolled out in 2013, now that the database has been improved. There will be a transaction fee for registering online with a credit card. The fee would be the equivalent of what credit card companies charge to process a transaction. Many comments and questions followed on how the new online system would operate, what the fee would be, and how it would impact AS1's registration process, which gives significant control in the selection of attendees to the chairs.

#### Questions/Answers re: Joe Watts' presentation:

- John Best remarked that he had always applied to AS1, not to the Star Island Corporation. He said the change in registration was significant and the implications needed to be thought through. "If we don't have control of the registration, then we don't have control of the conference," he pointed out. Joe Watts responded that the move to an online registration model represents a cultural shift, but he was confident that it could be achieved through collaboration. He voiced the idea that All Star One could opt out for their own model.

- Annie Stewart said that because AS1 is often oversubscribed, it need to maintain control of registration, because we don't want a first-come, first-serve model in our community.

- Larry Yermack stated that online registration would result in problems. He asked, "You are putting in

two computer systems? One for the under-subscribed and a hybrid for AS1? How do you fill a [space from] a family of four that drops off? You need flexibility, because it could be four singles, two doubles. Joe Watts responded that it would not be two computer systems, but that AS1 would have the chance to determine how many registrations could be instantly approved online, and then they could determine who would be approved from the remainder pool of applicants.

- Connie Lentz said she was concerned about credit card fees. Joe said that starting in 2003, when payment for R&B using credit cards was launched, the island had incurred thousands of dollars in fees. He said the new system will add on an additional \$18,000 in fees, on top of what is already being incurred.

- Phil Pierce pointed out if the island is oversubscribed to a conference, and a conference ends up turning away applicants, that a credit card company is not going to reimburse their fees. "Who is going to eat the registration fee, when someone drops out or cancels?" he asked. Joe responded that the island is still working out those details. He pointed out that someone registering on line can see if a conference is filled and what is still open. "If you look at the whole island, so many conferences stand to gain from this," he said.

**2013 Conference Update, Dennis & Judy O'Keefe (a handout on the conference theme and speaker was available.)** Planning is going well. Nancy Wood will be back as minister of the week. Speaker of the week will be Laurie Helgoe, Ph.D (author of several books) and the topic will be introversion. The speaker, who will attend with her husband (no kids) asked to be videotaped. Judy and Dennis would like to bring back the sunset cruise and are working on including more intergenerational activities for the week.

**Governance Task Force Report (Louise Williams Governance), L, M, N, O, P:** Louise presented a slide show on why the committee was formed, and what they were tasked with. The Governance task force is made up of: Jim Prochaska (convener), Jane Trudeau, John Best, Tom Coleman, Debbie Weiner Soule and Louise Williams. The committee interviewed anyone, past and present, on the AS1 Executive Committee (AS1EC). Analysis and discussion of its findings was taken to the AS1EC by Jim Prochaska.. The goal of the GC is to transform the Chairs committee into a Governing Council, not restricted to former chairs, with everyone from the AS1 community invited to attend the annual meeting, as well as the creation of a five member committee that includes those outside the chairs group (all elected to three-year terms) who would be charged with selecting these new members. The non-former chair members of the new AS1 Governing Council would have the same voting rights as former chairs.

According to the GC, these selected non-chairs would have been part of the committee for more than 20 years, and would become life time members of the governance council. They recommend the addition of up to six people a year. The first group can be younger folks, but not hard and fast. The five-member nominating committee will reach far and wide into the community to nominate people.

The task force also discussed and clarified authority of the Executive Committee. They determined that the EC can make decisions, when asked by the chairs, and when the chairs are not comfortable making a decision on an issue involving the current year).The issue of transparency was determined to be core issue in the AS1 community, especially the need for diversity among nomination and selection of future chairs.

**The following recommendations (Attachment P) were presented for vote:**

- Article 1 – Change the name of our organization from the All Star 1 Chairs to the All Star One Governing Council. (Annie Stewart questioned why in the report it was written as the number 1, rather

than spelled One. Tom Coleman said it was done for clarity.)

M (H. Powsner), S (E. Yermack) to accept change as moved. So voted.

• Article 11 – Make the proposed change in the statement of the purpose of the AS1C. M (H. Powner), S (E. Yermack): To adopt the proposed change so that the language reads: “The purpose of the Council is to govern the annual All Star One Family Conference in a responsible, accountable and effective manner.” So Voted.

• Article 111 – Make the proposed change in membership of the All Star One Governing Council (see recommendation). Discussion followed:

- Connie Lenz said she does not feel we are big enough to need a nominating committee.

- Larry Yermack asked for clarification that under the new organizational structure, all members have voting rights.

- Phil Pierce pointed out that an additional six lifetime members every year for the next 10 years, will add 60 people to the Governing Council. “Not that it will happen, but the proposition allows for it,” he said. He suggested it could be three people.

- Jim Prochaska felt this point was an important consideration. Tom Coleman responded that “There are a lot of people who won't be around for much longer. There are people who we have already passed by, and we need to respect them and honor them. We don't have to add six a year, but there are about 10 or 12 that need to be addressed immediately and they need to be honored while they are still here.”

- Pam Pierce asked why have a number at all, and whether we should instead just present nominations to the group every year.

- Larry Yermack said he supported the idea, but it might introduce a community sentiment of “If they got on, we can get on too.” He felt someone could get hurt.

- Tom Coleman said he felt the need to act quickly and “maybe we should open the door wide in the beginning.”

- John Best pointed out that the GC has real work to do, and the criteria is to nominate people who are able to make a contribution and willing to, not just be decorative honorees.

- Jim Prochaska said the recommendation was born out of the need they [the GTF] heard amongst the older members of the community, who had not been chairs, for inclusiveness. He said being a chair is not the only criteria for contributing. “I would like to see other views

before we make any amendments. This is about those who have contributed as leaders, not necessarily as chairs,” he said.

- Annie Stewart said she found the 20-year stipulation for consideration bothersome and asked how they arrived at it.

- Tom Coleman responded that the 20-year limit does not mean you are automatically going to be considered, because you could conceivably be 20 years old and have been a member of the community your whole life.

- Henry Powsner felt “the 20 years is arbitrary. You could just consider if they have the right qualities. We can amend the bylaws at another time, at another meeting. We can tweak the numbers then.”

- Dick Case stated he the numbers detract from the purpose. He recommended changing the wording and not including any numbers (20 years, or 6 people).

- Pam Pierce proposed changing the wording to “long-standing commitment,” and away from hard numbers.

- Louise Williams said the task force felt setting numbers was important in order to distinguish who was being thought of for limited term memberships vs. lifetime memberships.

- Tom Griffiths proposed that the article be divided into two pieces, with a vote placed for each

piece. He suggested that the first one can be disposed of quickly, the second one will probably be amended.

- Jim Prochaska said that he felt that because so much time was spent discussing the issue of hard numbers, that they should be taken out, and it be left to the nominating committee to decide “how much to bring forward.”

M (H. Powner), and S (J. Best) to accept the first section – regarding lifetime members: “Lifetime members of this organization shall include the former Chairs, the present Chairs, the Chairs-Elect (hereafter “Chairs”). In addition, up to five other members as chosen by election of the Council serving staggered terms of no more than three years.” The motion was voted and passed, but not unanimously.

- M (B. Gimpel), and S (Phil Pierce): To accept the second section on membership (which took out numbers regarding individuals elected to the governance council) as proposed, to read: “In addition, the Nominating Committee may nominate All Star One conferees of long-standing commitment for membership on the Council. They will be elected by a simple majority of the Council, and enjoy life tenure with full member privileges.” Discussion on the motion:

- Connie Lentz said she wanted to remove the creation of the nominating committee, because she thinks the organization is getting too bureaucratic.

- Tricia Coleman said she is in favor of having a nominating committee, because it makes sense that a group of people focus on the issue rather than just coming into the room and giving a nomination. “I would like to say it's good to have a number. If you ask a nominating committee to nominate without parameters, it makes their job unwieldy. Also, having a set number helps you to make choices. I like the 'up to six' wording,” she said.

- Bart Bouricius questioned if establishing a number would prohibit nominations from the floor?

- Jim Prochaska clarified the wording of the motion was elect up to six, and that you could nominate from the floor.

- Elizabeth Yermack and Dick Case felt that less specification in the bylaws actually allows for more flexibility.

The question was called and a vote on the motion was taken. The motion was approved with one abstention.

- Article IV – To add a new officer called “convener” to the Executive Committee (and to add this language: “The Convener’s express responsibility shall be to chair the Executive Committee, and this individual will be selected by the members of the Executive Committee.”).

Discussion: Tom Coleman pointed out there was an oversight in drafting the original bylaw, and that the new language was needed to correct the 2006 change regarding three-year terms. The language was tweaked in discussion, but was moved as noted above, by B. Gimpel and seconded by B. Tibbs.

M (B. Gimpel) and S (B. Tibbs): to amend the wording on Pages 9 & 10 of Attachment K, to include the 2006 change regarding 3-year terms. The motion was approved.

- Article V – regarding the number of meetings of the Governance Council and meeting location.

The motion was made and discussion commenced:

- Bill Tibbs questioned how a quorum of 'at least 20 members' was established for meetings. He asked why 20 vs. a percentage of the group.

- Jim Prochaska said he felt having adequate representation, but not requiring more of a quorum than can be realistically met, was important.

- Tricia Coleman pointed out that we have not been voting on location, time and date of

meetings, and that while she was working on dates and a location for 2013 and 2014, she did not know have any hard dates to give.”If we have a vote on this, we can't tell you what the location would be for the off-island meeting. It's too rigid, we need some flexibility,” she said.  
- Bill Tibbs said he was not looking to amend the 20 number, just seeking clarification.  
He proposed amending the language to read, ‘a location, date and time chosen by the council’  
This language would take out the word ‘vote,’ and replace it with ‘chosen.’

M (Phil Pierce) and S: (Pam Pierce): To replace wording in this section to read “a location, date and time chosen by the council (Full motion: “Regular meetings shall be held twice during the year. One such meeting shall be held during the Conference week on Star Island, and the second meeting at a location, date and time chosen by the council. Additional meetings shall be determined by a majority of the members of the Council. The Quorum for regular meetings and special meetings shall be at least twenty (20) members present.”). So Voted .

- Article VI – Add this new article, on the Structure and purpose of the Nominating Committee, which proposes that: The Nominating committee shall consist of 5 members; 3 members of the GC and 2 non-chairs. The full motion (new language) reads:  
“The nominating committee shall consist of five members, and shall be elected by a majority of members of the governing council. The nominating committee will be comprised of three members of the governing council and two non-members of the governing council. The committee shall choose its own chair. The Committee will be formed for the purpose of identifying and nominating non-chair individuals to serve on the conference’s governing council and both chair and non-chair individuals to the Executive Committee. In addition, this body shall nominate members for other positions and opportunities related to the governance of the All Star One conference as may arise.”

This was Moved (B. Gimpel) and S (E. Yermack), and Voted.

- Article VII – Amend language RE: the Number, make-up and terms of Executive Committee members: “The Executive Committee shall be elected by a majority of the members at the annual off-island meeting. The Executive Committee shall consist of nine members serving staggered terms of three (3) years, and a Treasurer and Registrar, as ex-officio, voting members, each serving terms of three (3) years. The Executive Committee shall conduct the business of the organization between meetings of the members. At least two members shall be members of the governing council who are other than former chairs. In extraordinary circumstances, there may be the need to act very quickly in the name of the Council. In these circumstances, the Executive Committee is empowered to act in the name of the All Star One Governing Council. These circumstances would be limited to those that relate to that summer’s conference and are short-term decisions that the current chairs have stated that they do not wish to make themselves.” The motion was Moved (H. Powsner), S: (C. Lentz), and Voted.

- Article VIII – Establishment of committees – Moved (E. Yermack), S (P. Pierce) and voted: Simplify language in this section to read: “Committees may be established by the Executive Committee or by the Council.”

- Article IX – Preparation of financial reports by the treasurer (no vote needed)
- Article X – Amendments (no vote needed)
- Establish a new Article XI – Dissolution of the Council – to read: “On the dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public

purpose.” This was Moved (Phil Pierce), S (K. Harris) and Voted.

**Elections (Tricia Coleman):**

We need to nominate a new registrar (for 2014), and it is the Executive Committee's opinion that the nominating committee would work to fill that position.

Terms are up for secretary (Debbie Weiner Soule) and two people on the EC are leaving (Pam Pierce is leaving after completing two terms, and Kathy Tillman has volunteered to step down). In addition, it was noted Charlie Close has completed his first term and he is eligible for re-election for a second three-year term.

**Nominations** were opened up to the floor for several positions. It was Moved (E. Yermack) and S (T. Coleman) to close nominations. Pam Pierce agreed to serve until she can be replaced by a nominated candidate; Debbie Weiner Soule was re-elected to post of secretary, Charlie Close was re-elected to serve for another term, and the registrar position will go to the nominating committee. Roy Cook, will step down as AS1 representative to the Council of Conferences and Pam Pierce will take over this role. Nominations were voted and approved.

**Nominating Committee.** M (Jim Prochaska) and S (Phil Pierce): The governance task force would carry out the implementation of nominating the nominating committee and bringing it back to the chairs for a vote. So Voted.

**Other Business:**

It was agreed that the Executive Committee will report back to Chairs on the Charitable status of All Star One in 2013.

The Governance Council's Off island meeting for 2013 will occur from Oct. 25-27 at The Guest House. We are limited to 40 people, 20 guest rooms. We need commitment in advance, which helps us with leverage in contracting. There has been a suggestion that we rotate locations, but that might be challenging.

**Closing Words:** Bobby Jorgenson said. “As we close the curtains on the end of this Saturday matinee, it is not the end, but that the curtains will part again, on the island, where we will see your smiling faces. Walk softly, speak truthfully, love gently, breathe deeply and go in peace.”

The meeting was adjourned at 5:00 pm.

-- Cheryl-Anne Sturken,  
Secretary Pro Tem

