

# **WEST POINT INN ASSOCIATION**

## **BOARD OF DIRECTORS MEETING**

Monday, January 11, 2021, 7:00 PM

Via Video/Teleconferencing

### **FINAL MINUTES**

**AGENDA:** Meeting called to order at 7:03 pm by President Chris Marcuse

**Board Attendees:** Nancy Fox, Michael Jefferies, Alyssa Jorgensen, Don Keeley, Pete Martin, Jim Parton

**Outgoing Board Members:** Bonnie Jones (absent) & Johanna Sistik

**Incoming Board Members:** Dan Ciccarone & Robyn Fisher

#### **Others present:**

- Wing Pepper – Secretary
- Mark Northcross – Treasurer
- Scott Halsted - Fire & Safety Committee
- David Durr - Head Innkeeper
- Talia Friedman - Membership Committee

#### **FIRST ORDER OF BUSINESS - ELECTIONS**

- Confirmation of New Board Members
  - Motion to nominate: Chris
  - Motion to approve: Don
  - Second: Jim
  - All Approved
- Election of President - Don Keeley
  - Motion to nominate: Chris
  - Motion to nominate: Jim
  - Nomination: Don
  - Second: Nancy
  - All Approved
- Turnover of Meeting to New President
  - Don Keeley Acceptance
- Election of Vice President and Parliamentarian
  - Motion to nominate: Don
  - Nomination: Alyssa

- Second: Chris
- All Approved
- Confirmation of Treasurer
  - Motion to nominate: Don
  - Nominated: Mark Northcross
  - Second: Jim
  - All Approved
- Confirmation of Secretary
  - Motion to nominate: Don
  - Nominated: Wing
  - Second: Chris
  - All Approved
- Confirmation of Parliamentarian
  - Motion to nominate: Don
  - Nominated: Jim
  - Second: Mark
  - All Approved
- Confirmation of Committee Chairs
  - Background
    - Committee chairs need to be renominated annually.
    - WPI will proceed with the renomination and confirm within 1 week the continued interest of the committee chairs.
    - The current committee chair list of record is the one listed in this document.
  - Motion to nominate Committee Chairs: Don
  - Nominated: All on the list with the following notes
    - Ways & Means will be combined with Development
    - Jennifer Greene will be contacted to ask if she will resume duties later
  - Second : Michael
  - All Approved for 2021

## **APPROVAL OF MINUTES**

- November 9, 2020 Board Meeting
- November 23, 2020 Special Board Meeting
  - Motion to Pass: Don
  - Motion to Approve: Jim
  - Second: Nancy
  - All Approved

## **PRESIDENT'S REPORT**

1. Vision for 2021 - 5 Key Priorities
  - a. Initiate On-going Fundraising Function
    - Begin formal fundraising campaign (\$80 k raised thus far through “Keep the Inn Open” campaign)
  - b. New MMWD Lease
    - Begin renegotiation of new 20 year lease (expires at end of 2022)
    - Set up working group from WPIA board
  - c. Review and update our reopening plan
  - d. Update and modernize WPIA bylaws
    - Can only be approved at Spring or Fall members meeting
  - e. Create a Diversity Plan for the WPI
    - We need a diversity plan
    - Membership
    - Inn Usage
2. Discussion
  - a. Jim - Potentially frame these initiatives in a broader vision/context:
    - Where do we think the Inn will be in 30-40 years?
    - How do we set up the Inn to be successful?
  - b. Alyssa - Getting membership more involved and “in the know” to participate in this process. Get more membership “ownership” in helping grow the Inn.

## **TREASURER'S REPORT**

- \$170K in the bank as of Jan 1, 2021
  - (Mark sending spreadsheet under separate cover)
- Took in ~\$240k in 2021
  - Donors + Congress = in 2021 WPIA generated almost normal revenue
  - Income Highlights
    - ~\$51k dues
    - ~\$125k contributions
    - \$21k PPP Loan
  - Expenses
    - Spent ~\$200k last year - about normal
      - ~\$16k per month run rate
- 2021 Projections
  - Assume partial reopening in June - at \$10k - \$12k monthly income rate
  - Assume broader reopening on sliding scale thereafter
  - WPIA could get through 2022 without further donations excepting:
    - Surprises with maintenance (roof repairs, e.g.)

- Reduction in the assumed \$50k - \$60k in annual donations

## **OLD BUSINESS**

- **Reopening Update**

- Marin recovery status data is driving all decisions
- Earliest date for reopening is when shelter in place is lifted
  - Driven by ICU capacity. Bay Area ICU availability is currently 0.7%
  - It must be 15% to open.
  - There are no expectations for this to change in the near future (a/o Jan 2021)
- Recommending saying “no reservations” in the near future on the website.
  - Currently blocked through 1/25 - but open through and of Feb
  - We need a “banner” on the site saying we are “closed” until the shelter in place is lifted
    1. But - we also want to provide hope for people that the Inn will eventually reopen
  - We will be governed by the Marin Health Dept actions
  - We will open as soon as we can
    1. Question: Do we make “vaccination” a requirement for an invitation - show your “Vaccination Passport?”

- **Fundraising**

- Development Committee
  - Recommend launching committee by 4/1/21
  - Reached out to fundraising specialists (who are also members) to be part of a fundraising advisory committee to support the existing Ways & Means Committee.
    1. Dylan Simonds
    2. Urban Carmel
    3. Vera Meislin
    4. Initial Recommendations from these four:
      - a. Get control of our data - membership, community
      - b. Use a CRM tool
      - c. Be clear about the nature of our fundraising mission and approach
        - i. (note half of WPI donations came from non-members)
      - d. Board has to give formal direction including a charter to the fundraising committee.

5. Next Step: Formalize a development committee
  - a. Questions
    - i. Do we add a MMWD member on this advisory board?
    - ii. WPIA President and treasure as well?
    - iii. Other non-association members?
  - Branding Plans
    - Robin met with members Alan Zimmerman and Angela Wildman (operate a Branding Business) to support 2021 fundraising goal
    - They are working on a proposal regarding
      1. Graphics
      2. Merchandize
      3. Messaging for fundraising campaigns
    - Next steps - clarify campaign efforts
      1. Short term - “Save the Inn” - achieved/completed
      2. Mid-term - call it WPIA ”Annual fund”
        - a. \$400k target (of which ¼ has been raised as of today via overly successful short term effort above))
      3. Long-term
        - a. Create a 10 year goal to create a fund/endowment of \$2.5M
  - Discussion
    - Recommendation is to focus on one big goal and not mid and long term goal
    - Go for the \$2.5M in focused, concerted effort
    - Include a Marketing / Branding effort to support
    - Medium term - be scrappy and fundraise as we have to date - and start immediately.
      1. The medium term message will be: “due to Covid our goal is to build a little bit of cushion”
    - Initial budget + CRM software - Allocate 10k for CRM/Branding
    - Next Step: Find a “chair” of the development committee
- **Motions to Expand and Formalize Membership of the Development (“Ways and Means”)**
  - **Motion #1 Purpose:** Bring a larger group of members with fundraising experience and resources together to:
    - provide continuity
    - add expertise
    - enhance and articulate vision for the future of WPI
    - gather and offer ideas

- recruit additional people to share the load/do the work
- **Motion:**
  1. The Development Committee membership is formalized
  2. The Development Committee shall have a goal of 9 and a maximum of 15 members (not counting ex officio members from the WPIA Board).
  3. Development Committee members shall be selected by the WPIA Board President and approved by the Board.
  4. Development Committee members shall be members of the WPIA plus:
    - a. President and treasurer of the WPIA Board (ex officio)
    - b. One member of the Board of MMWD (ex officio)
    - c. In addition to an ex officio member from the MMWD Board, up to one third of the total numbers of the Development Committee may be nonmembers of the WPIA.
  5. Members of the WPIA Board may be selected to serve on the Development Committee (in addition to ex officio members from the WPIA Board)
  6. Development Committee members will be asked to commit to serve (3 or 4 year) terms
  7. The Chair of the Development Committee shall report to the WPIA Board monthly and provide a written report of the Development Committee's efforts and results on at least a (quarterly/semi-annual) basis.
  8. The initial membership of the Development Committee pursuant to this motion shall be decided no later than the regular March 2021 meeting of the WPIA Board.
  - Motion to Pass: Jim
  - Motion to Approve: Don
  - Second: Dan
  - All Approved

- **Motion #2: Build a culture of sizable annual gifts to the WPIA**

- **Motion #2 Preamble:**

1. The events of the past year have demonstrated that the West Point Inn Association's financial situation is unstable and insecure
2. The WPIA faces multiple substantial and potentially existential challenges going forward, including:
  - a. Effects of climate change (drought; wildfire; Red Flag days)
  - b. Every increasing use, and thus wear and tear, of the Inn and its facilities

- c. Threat of other “black swan” events similar in impact to the 2020 pandemic
- d. Expiration of existing MMWD lease
3. The Development Committee exists for the purpose of proactively dealing with these issues.

■ **Motion:**

1. The Board wishes to create an Endowment for the WPIA for the following, non-exclusive, uses:
  - a. Provide protection & stability against Climate Change issues such as drought and wildfire risks as well as future “black swan” events such as the pandemic
  - b. Build resources for anticipated expensive capital expenditures (e.g., repair Members Lounge roof; improvements and expansion of water system; etc.) and the long term preservation of this historic structure
  - c. Funding the creation and pursuit of outdoor and environmental engagement programs for underprivileged children
  - d. Generate (from investments) annual income that will help diversify WPIA’s financial base; and
  - e. Provide resources for other initiatives as future Boards and membership may set
2. The long term goal is a total invested endowment in the amount of \$2,500,000 not later than 2030.
3. The Development Committee is directed to
  - a. Recruit members (for approval by the WPIA Board)
  - b. Prepare a plan for a sustained annual fundraising campaign that will achieve our 10-year goal – to be presented to the WPIA Board for approval no later than the regular September 2021 meeting of the WPIA Board.
  - c. Prepare a presentation for the Fall 2021 Members Meeting
    - i. Explaining the need for, and purpose of, an endowment
    - ii. Announcing the recruited and approved members of the Development Committee
    - iii. Explaining the long term plan and shorter term steps to achieve the 10-year goal

4. Subject to the oversight and ultimate authority of the WPIA Board, the Development Committee is authorized to implement the plans for accomplishing the short and long term goals.
  5. An initial budget of \$10,000 is approved for the calendar year 2021.
  6. The Chair of the Development Committee shall report to the WPIA Board monthly and provide a written report of the Development Committee's efforts and results on at least a (quarterly/semi-annual) basis.
- Motion to Pass: Jim
    - Motion to Approve: Don
    - Second: Chris
    - All Approved

## NEW BUSINESS

- Approve 2021 Calendar
- Motion
  - Motion to Pass: Don
  - Motion to Approve: Chris
  - Second: Jim
  - All Approved
- MMWD Lease Negotiation
  - Discuss next meeting
  - Need to designate 2-3 key board members to lead that effort
  - Team needs to identify the key objectives we want to achieve?
- Defensible Space Maintenance/MMWD Assistance (Pete)
  - We need \$50k to complete the clearing of defensible space out to 200 feet.
  - Explore funding to complete remaining defensible space from MMWD's watershed management budget.
  - 2.16 acres need to be treated.
  - Mark asks if this conversation should be part of our lease negotiation
  - Pete will investigate and make inquiries as head of the fire and safety committee and report back to WPIA Board next meeting.

## COMMITTEE REPORTS

- *ADA Coordinator: Bob Newcomer*
- *Buildings & Grounds: Ross Asselstine & Urban Carmel*
- *Communications/Website Committee: Jan Gauthier*
- *Ways & Means Committee: **NEED COMMITTEE CHAIR***



- *Open Election Committee: Chris Marcuse & Lin Johanson*
- *Event Committee: Gail Shahan & Fran Rondeau*
- *Fire & Safety: Pete Martin & Scott Halsted*
- *Garden Committee: Kathleen Kopp*
- *Heritage/History Committee/ Historian: Fred Runner*
- *Housekeeping: Fran Rondeau & Bonnie Jones*
- *Water Tank/System: Bonnie Jones*
- *Membership: Talia Friedman*
- *Mountain Organization Liaison: Bob Newcomer*
- *Newsletter: Alison Bricker*
- *Old Timer's Liaison: Marilyn Skaff*
- *Pancake Breakfasts: Lin Johanson*
- *Personnel: Lin Johnson & Fran Rondeau*
- *Policy & Procedures: Wayne Koide*
- *Reservations: Jennifer Greene*
- *Technology: Nate Lee*
- *Work Parties: Don Keeley*

**EXECUTIVE SESSION (if needed)**

- Executive session was called by Alyssa

**ADJOURN**

**Motions Passed in January 2021 Meeting**

<b>Motion</b>	<b>Description</b>
Election of new President, Vice President, Parliamentarian, Treasurer, Secretary	Election of new officers for 2021 WPIA
Election of Committee Chairs	Election and/or reelection of all committee chairs. Development/Ways & Means chair TBD
Fundraising Motion #1	<ol style="list-style-type: none"> <li>1. The Development Committee membership is formalized</li> <li>2. The Development Committee shall have a goal of 9 and a maximum of 15 members (not counting ex officio members from the WPIA Board).</li> </ol>

	<p>3. Development Committee members shall be selected by the WPIA Board President and approved by the Board.</p> <p>4. Development Committee members shall be members of the WPIA <u>plus</u>:</p> <ul style="list-style-type: none"> <li>a. President and treasurer of the WPIA Board (ex officio)</li> <li>b. One member of the Board of MMWD (ex officio)</li> <li>c. In addition to an ex officio member from the MMWD Board, up to one third of the total numbers of the Development Committee may be nonmembers of the WPIA.</li> </ul> <p>5. Members of the WPIA Board may be selected to serve on the Development Committee (in addition to ex officio members from the WPIA Board)</p> <p>6. Development Committee members will be asked to commit to serve (3 or 4 year) terms</p> <p>7. The Chair of the Development Committee shall report to the WPIA Board monthly and provide a written report of the Development Committee's efforts and results on at least a (quarterly/semi-annual) basis.</p> <p>8. The initial membership of the Development Committee pursuant to this motion shall be decided no later than the regular March 2021 meeting of the WPIA Board.</p>
<p>Fundraising Motion #2</p>	<p>1. The Board wishes to create an Endowment for the WPIA for the following, non-exclusive, uses:</p> <ul style="list-style-type: none"> <li>a. Provide protection &amp; stability against Climate</li> </ul>

	<p>Change issues such as drought and wildfire risks as well as future “black swan” events such as the pandemic</p> <ul style="list-style-type: none"><li>b. Build resources for anticipated expensive capital expenditures (e.g., repair Members Lounge roof; improvements and expansion of water system; etc.) and the long term preservation of this historic structure</li><li>c. Funding the creation and pursuit of outdoor and environmental engagement programs for underprivileged children</li><li>d. Generate (from investments) annual income that will help diversify WPIA’s financial base; and</li><li>e. Provide resources for other initiatives as future Boards and membership may set</li></ul> <p>2. The long term goal is a total invested endowment in the amount of \$2,500,000 not later than 2030.</p> <p>3. The Development Committee is directed to</p> <ul style="list-style-type: none"><li>a. Recruit members (for approval by the WPIA Board)</li><li>b. Prepare a plan for a sustained annual fundraising campaign that will achieve our 10-year goal – to be presented to the WPIA Board for approval no later than the</li></ul>
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	<p>regular September 2021 meeting of the WPIA Board.</p> <p>c. Prepare a presentation for the Fall 2021 Members Meeting</p> <ul style="list-style-type: none"> <li>i. Explaining the need for, and purpose of, an endowment</li> <li>ii. Announcing the recruited and approved members of the Development Committee</li> <li>iii. Explaining the long term plan and shorter term steps to achieve the 10-year goal</li> </ul> <p>4. Subject to the oversight and ultimate authority of the WPIA Board, the Development Committee is authorized to implement the plans for accomplishing the short and long term goals.</p> <p>5. An initial budget of \$10,000 is approved for the calendar year 2021.</p> <p>The Chair of the Development Committee shall report to the WPIA Board monthly and provide a written report of the Development Committee's efforts and results on at least a (quarterly/semi-annual) basis.</p>
Approved 2021 calendar	Reduced and restricted calendar for 2021 - as of January

