

# **WEST POINT INN ASSOCIATION**

## **BOARD OF DIRECTORS MEETING**

Monday, March 8, 2021, 7:00 PM

Via Video/Teleconferencing

### **FINAL MINUTES**

**AGENDA:** Meeting called to order at 7:05 pm by President Don Keeley

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

**Board Member Absent:** Robyn Fisher

#### **Others present:**

- Wing Pepper – Secretary
- Mark Northcross – Treasurer
- Talia Friedman - Membership
- David Durr - Head Innkeeper
- Wayne Koide - Policy & Procedures

#### **APPROVAL OF MINUTES**

- February 8, 2021 Board Meeting
- Motion to pass: Don
- Motion to approve: Pete
- Second: Jim
- All in favor

#### **PRESIDENT'S REPORT**

- Annual Meeting with MMWD (Friday, February 19)
  - Met recently with Shaun and Crystal at MMWD - lease requires we meet annually to review finances
  - Meeting covered:
    - 2020 finances and the impacts of Covid on WPIA - reviewed by Mark
    - Needed repairs - such as the deck / members lounge
    - Initial 2021 fundraising plans
    - Insurance

- Issue raised as to whether MMWD could self-insure the property - with WPIA spending equal amount of money on needed repairs and/or fire prevention - this was not resolved in the meeting
- Fire safety
  - Proposed fundamentally rethinking fire safety at Inn (see additional details later in minutes)
  - Issue of getting additional funds to clear the 200 foot buffer - historically MMWD has worked with WPIA collaboratively to clear brush - and they suggested we continue this business as usual approach
- Lease expiration discussion
  - MMWD is also thinking about the timing of the lease expiration and encouraged WPIA to accelerate the renewal discussions
- Next steps with MMWD
  - Set follow up meetings for 1) fire Insurance and 2) lease negotiations
  - Address pending insurance concerns.
    - WPIA has serious concerns about insurance companies being willing to renew WPIA policy and board feeling is that it is very likely WPIA could lose its insurance in the next two years based on evolution of California laws
- Meeting with Innkeepers (Wednesday, March 10)
  - David will report out after the 3/10 meeting (this coming Wednesday)

#### **TREASURER'S REPORT, Mark Northcross**

- In general, we are looking very good financially as of March 2021, especially given the past year's events.
- Currently have \$244k in our account - which is more money than we've had since 2015!
- Monthly expenses are tracking around \$16k
- We anticipate a slow increase in income month-on-month over rest of the 2021 year - we estimate getting to about \$16-\$20k per month by end of 2021 calendar year
- We are planning for a \$50k hit in July (see Mark's spreadsheet)
- Based on our current run rate, WPIA expects our account to have around \$100k in December, 2021
- Based on all this - we believe we can afford the members lounge rebuild

#### **OLD BUSINESS**

- Membership Update
  - Member Renewal / New Members

- March 8 is the last day for membership renewal (this was extended due to Covid)
    - WPIA has 11 member openings based on non-renewals.
    - We also have 11 people on waiting list who have now been approved for membership
    - Membership committee will send a welcome letter and prorate the annual fee
  - Current Membership overview
    - WPIA at 588 members total
    - 159 lifetime members
    - WPIA has until fall membership meeting to change the lifetime membership fee base
- Reopening Update
  - Update since reopening
    - Mostly sold out for this month (March)
    - Reservation window now open through end of May
      - Getting bookings for May as of today
    - Will open June inventory this week
  - Next phase
    - Guests are already wanting to come with larger groups
    - As new CA and Marin County guidelines become available, WPIA must create new guidelines for guest bubbles
    - New guidelines allow for “intimate local families” but not friends
    - The public may have different assumptions of what bubbles are - based on what county they are coming from.
    - WPIA will need to address this next phase and its implications
      - Do we loosen restrictions for vaccinated guests?
      - How would we validate?
    - Dave will check in with Innkeepers to get their perspective
      - Could add personal vaccination info to intake form and request guests send a picture as well - but this will require WPIA addressing “record keeping” information / confidentiality issues
  - Issues with hot plate in Pantry kitchen - (biggest challenge with current Covid guidelines is the impact on the kitchens)
    - Cooking/Kitchen
      - Cabin people get main kitchen - while upstairs gets the pantry with only the hotplate
      - The current stove set up has caused:

- Solar power system tripped repeatedly due to voltage surges.
  - Need to reevaluate the wiring system to find the source of the surges
  - New guidelines will let us reevaluate kitchen times
    - E.g. Add a 1:15 break for kitchen cleaning to avoid using the pantry as a kitchen
  - Guest Kitchen Expectations
    - We need to be clear about the kitchen expectations for guests. The kitchen restrictions are not as clear as they could be.
  - Gas Stove
    - Very concerned about any kind of open flame in the pantry.
    - Would require a complete a hood and exhaust system to deal with the Carbon Dioxide
  - Next steps - come up with ideas for solving this and present at the next board meeting
- Fire Break Maintenance/MMWD Assistance
  - MMWD tossed the issue back to WPIA.
  - WPIA currently does not have the assets or resources to do anything about the 200-foot defensible space issue
  - Pete met with Carl Sanders for advice and guidance.
    - If MMWD is adamant about the 200-foot issue - WPIA must make clear that MMWD must pay for the work
  - WPIA should also looking into fire hardening - a bigger component of survival
    - Sprinkler system - very expensive and not feasible
  - Next Step: We will need a long-term solution to this problem - and this will relate to the upcoming fundraising efforts
- Members' Lounge Roof Rehabilitation
  - Potential contractors have been identified by Michael and Alyssa
  - Contractors will not get involved until the building permit is in hand - or at least on its way
  - Located some WPI structural engineering drawings from 2008
    - They closely align with our current plans
    - Alyssa spoke to the creator and he agreed to update them to the current code
    - The only challenge would be that we would be connected to that engineer and engineering firm (located in SoCal)
  - Next Steps
    - Use existing drawing as source content for new drawings

- Go for the permits with these new drawings
    - Attempt a permit for “repair” and try and get the permit fast OTC
    - Alyssa’s company will manage this process and outsource any additional architectural needs as required
  - Questions / Issues
    - Will the plans include addressing the walls of the members lounge
      - Yes - the current plan will keep the Inn intact
      - Also the “historic appearance” will be maintained
    - Permitting backlog
      - Estimate 2-3 months for a permit response (due to Covid)
    - Can we expedite the process?
      - Only option is to call this a “repair” and perhaps that expedites the process
  - Next steps
    - Alyssa will update on needs to expedite the process and any costs to accelerate things
    - Reach out to Bob Thompson - retired architect
- Fundraising Committee Update (See minutes of fundraising meeting for details)
  - Very experienced group on the committee. They recommend:
    - These things are not thrown together - takes a year at least to set up, outreach in stages and do the process the right way with the best return
      - Go for big donors early - be patient and thoughtful
      - Be clear about the number and what drives that number - be clear about the needs.
    - WPIA must develop a long-term fundraising campaign strategy
  - Current fundraising stats from 2020
    - 52% of gifts came from 4% (7 donors)
    - 77% came from 18% of the people (gifts over \$500)
    - 53% of gifts came from non-members (shows the breadth of our appeal)
  - Two primary issues to resolve
    - Do we want a) an endowment or b) unrestricted account, or c) both?
      - Endowment has potential restrictions based on how the money is allowed to be spent
        - But the endowment also has benefits. Gets more money - larger donations from more sources.
      - Unrestricted can be spent as we want - but tends to get smaller donations
      - Both could potentially give us flexibility

- What kind of pitch are we making to the community - what's the justification for the ask?
  - Other discussion points
    - Do we stick to the \$2.5 million goal as a placeholder until we have a validated goal based on a real bottoms up analysis?
    - Or do we do our due diligence now, ascertain the needs and costs and then create a number built from the sum of all our validated needs
    - Next steps
      - Determine the itemization of all needs to create the right ask number
      - Be clear in the short term that we are not raising money for an endowment
    - Initial motion for the Board to agree to a \$2.5M “endowment” and/or “unrestricted” fund
      - Motion: Jim
      - Second: Chris
      - Approved: With dissension
      - Discussion:
        - Numbers and terminology
          - Dan voiced opposition to
            - Designating the \$2.5M figure prior to validation
            - Using the broad term “endowment.”
          - Felt the motion was premature and wants to create a goal number generated from needs.
          - Also does not agree with the term “endowment” at this time. The legal language needs to be addressed - need to address Jim’s motion legal language
        - Needs and costs clarification
          - Currently, WPIA has \$1.2 million in deferred maintenance / capital projects (means we would really need to raise 3.7 million if we kept the \$2.5 original ask)
          - We need to clearly identify annual income needs
          - We need to create an endowment where we can live off the interest
          - We also need to be clear on the legal language - what type of “endowment” do we need/want?

- Amended motion to the previous motion (see updated motion in Appendix A of these minutes)
  - \$2.5M number changed to “TBD”
    - Motion to address: Jim
    - Motion to approve: Dan
    - Second: Michael
    - All Approved
  - Next Steps - Consider Ross’s list of maintenance projects
  - Questions / Issues
    - Do we get a contractor to ID all the other issues and potential costs so we can create the right number?
    - How do we ID all the needed capital costs?
  - Next Steps
    - Set up call to determine process and costs ASAP

## **NEW BUSINESS**

- Agenda for Spring Members’ Meeting (Sunday, April 18)
  - Need an agenda for the meeting
  - Bylaws
    - We are able to do an amendment any time of year but it’s more practical at the annual members meeting where we have a quorum of members
      - Bylaws only require members present at meeting to actually vote
        - Virtual or in-person
        - Required to send email 30 days prior (March 19th to members)
    - Proposed changes
      - Membership roster - in the past, WPIA has sent a list of contact info to all the other members.
        - Remove this from the bylaws
      - List of committee’s - Old practice of having the scheduling committee find innkeepers on weekends
        - Remove this from the bylaws
    - Next Steps
      - Chris to email to members to for Members meeting
      - Zoom is the same as in-person
      - Find the right tool to allow us to vote
      - Board members to send Don ideas for members meetings

## **COMMITTEE REPORTS**

*Buildings & Grounds: Open*

*Communications/Website Committee: Jan Gauthier*

*Development Committee: Jim Parton & Dan Ciccarone*

*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 Tam 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: Alyssa Jorgensen & Jennifer Greene*

*Technology: Nate Lee*

*Work Parties: Don Keeley*

**EXECUTIVE SESSION** (if needed)

**ADJOURN**

- Motion to Adjourn: Don
- Motion to Approve: Jim
- Second: Michael
- All Approved

**MOTIONS PASSED IN MARCH 2021 MEETING:**

<b>Motion</b>	<b>Description</b>
Minutes	February 8, 2021 Board Meeting minutes approved
Fundraising Motion #1	Initial motion for the Board to agree to a \$2.5M “endowment” and/or “unrestricted” fund
Fundraising Motion #2	Amended motion to the previous motion (see updated motion in Appendix A of these minutes) \$2.5M number changed to “TBD”

**Appendix A**

Motion to Provide Direction and Authority to the WPIA Development Committee

1. The Board wishes to create both an Unrestricted Annual Fund and 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 an Unrestricted Annual Fund and an Endowment in a combined amount to be determined not later than 2030. The initial emphasis shall be to build the Unrestricted Annual Fund to an amount sufficient to meet the near-term needs of the WPIA regarding protection from unforeseen events and funding of necessary capital projects. The division between Unrestricted Annual Fund and Endowment of the long term goal shall be the subject of a future Board decision.
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.