

**PSIA/AASI-INTERMOUNTAIN  
BOARD OF DIRECTORS MEETING  
Saturday & Sunday October 13-14, 2018  
Park City Team Building  
Park City, UT**

The PSIA/AASI-Intermountain Board of Directors met on Saturday October 13 and Sunday October 14, 2018 at the Park City Team Building, Park City, UT.

**President Rich McLaughlin called the meeting to order at 1:00 pm and established a quorum.**

###

**PRESENT on Saturday, October 13, 2018**

ExCom: Rich McLaughlin, President, Mike Thurgood, Administrative VP, Kim Prebish, Communications VP, and Kent Lundell, ASEA Board Rep

Board: Sean Baker, Carl Boyer, Anita Oliveri, Mark Nakada, Eric Rolls, Jason Hunter and Scott Rockwood. Charles Rodger (on phone)

Discipline Managers: Dustin Cooper, Alpine Certification Manager,, Gwendolyn Flickinger, Snowboard Committee, Mark Nakada, Children's Program Manager, Jason Malczyk, Adaptive Program Manager, Maggie Loring, Ski School Directors Representative.

Office: Kirstie Rosenfield

Excused: Andy Baker, Board Member, Mark Battaglia, Board Member, Dave Butler, Board Member, and Colter Tucker, Board Member.

Absent: Grant Bishop, Telemark Program Manager, Stephen Helfenbein, Alpine Education Manager, Ken Newhouse, Cross Country Representative

###

**ACTION:** Carl Boyer motioned to consider the agenda.  
Mike Thurgood, second.

Board members requested the following amendments to the agenda:

- Anita Oliveri proposed adding information from the Snowsports Directors meeting to the agenda
- Kim Prebish requested adding a letter from the Edge Editor to the Communications VP's report

- Mike Thurgood proposed adjusting Sunday morning’s agenda and proposal schedule to accommodate a presentation and Q&A by Douglas Waddoups, one of the Division’s attorneys, regarding the Division’s restated and amended Articles of Incorporation, By-Laws and Policies & Procedures.
- Kirstie Rosenfield indicated that prorated member dues should be discussed during New Business.

ACTION: Carl Boyer motioned to consider the agenda as amended.  
Eric Rolls, second

VOTE: Approved (unanimous)

**OLD BUSINESS**

ACTION: Carl Boyer motioned to amend the minutes from August 18, 2018’s board meeting to record Charles Rodger as excused and not absent.  
Eric Rolls, second

VOTE Approved (1 opposed)

ACTION: Carl Boyer motioned to reopen several tabled proposals from June 2018’s board meeting

VOTE Approved (unanimous)

###

**#0611618-12 Lifetime Membership: Tom Kronthaler**  
Sponsored by Carl Boyer

ACTION: Carl Boyer moved to consider the proposal. Mike Thurgood, second.

ACTION: Mark Nakada made a motion to accept. Andy Baker, second.

VOTE: Approved (unanimous)

###

**#061618-13 Lifetime Membership: Nancy Kronthaler**  
Sponsored by Carl Boyer

ACTION: Mark Nakada moved to consider the proposal. Scott Rockwood, second.

ACTION: Mike Thurgood made a motion to accept. Kim Prebish, second.

VOTE: Approved (unanimous)

###

## **Officer and Manager Reports**

### **President's Report: Rich McLaughlin**

Rich reviewed the minutes from the last President's Council meeting and noted that the Council's meeting agenda for Fall Conference is forthcoming and will be sent to the board. Rich thanked Maggie Loring for inviting the Board to the Ski School Directors meeting and recapped some of the highlights from that meeting. The approved Code of Conduct will be posted as soon as it is reviewed by the Division's counsel. At the end of Rich's presentation, Maggie requested that the President's Council convey their actions back to the Snowsports Directors' committees in a more efficient manner.

### **Administrative VP's Report: Mike Thurgood on the Division Budget**

Mike reported that the annual budget was passed at August 2018's meeting, and thanked Mark Nakada and Vicki Mills for their help in preparing the report. He noted that the Office will send monthly budget reports to the Program Managers and quarterly updates to the Board. He also spoke to the pending replacement of the women's DECL snowboard uniforms.

Mike outlined the Office's hours starting December 1: Monday & Friday from 9-5; Tuesday & Thursday from 1-7; closed Wednesday, Saturday and Sunday. This will supplement the national call center's handling of member calls during regular business hours. Mike thanked the office team for their due diligence in preparing for the upcoming season, and specifically Kim and Jesse for their help in the Division's conversion to e-communications.

### **Communications VP's Report: Kim Prebish**

Kim summarized changes to the Division's communications efforts, including retiring *the Edge* and initiating Face Shots. The objective is to reach more members and a larger demographic diversity of members. She mentioned that the website is being updated on a regular basis with links to the website imbedded in Face Shots and indicated that 32 Degrees now has a "Divisional News" section.

Kim also noted that the national call center has been extremely helpful in working with the Office and our members, and is working with the operational leadership team to improve communication with the Snowsports School directors.

Mike recommended that the Board recognize Rodger Renstrom for his service to the Division as Edge Editor at Spring Clinic.

### **National Board Representative Report: Kent Lundell**

Kent reported that the National Board spent a significant amount of time rewriting "the ends" which is a set of business priorities to be worked on by National. He emphasized that the process aided in cross-divisional unification and in the sharing of best (business) practices. Kent directed the board to review the ASEA minutes for all National Board initiatives.

### **Alpine Education Manager: Stephen Helfenbein - presented by Dustin Cooper**

Dustin reported on Alpine Education's initiatives. Board members inquired about the new Alpine Devo Team process, and Dustin explained that members can attend one day or both days of

Devo Team event. Once members are selected, they will go through a more intensive training process before a final evaluation is made for DECL hiring. The goal is to reinvigorate the process and to provide more training for interested members.

**Alpine Certification Manager: Dustin Cooper**

Dustin provided an overview of a new mentoring program for members, which will run on a trial basis for the upcoming season. The (National) Education Leadership Council continues to work on Alpine's Learning Outcomes and the Alpine Task Force will continue its work on this endeavor at Fall Conference.

The Alpine Advisory Committee is working on an updated exam process: The single day format will accommodate more members in the same amount of time while maintaining the quality of the process. The Committee has also instituted an award/recognition process for the DECLs. Anita Oliveri requested document versioning (with dates) for updated exam-related documents on the website.

**Snowboard Committee: Gwendolyn Flickinger, Board Liaison**

Gwendolyn noted several Snowboard Committee member changes as outlined in her report. The committee has consolidated their events and exams to increase participation and are in the process of updating their (exam) videos. Snowboard is also following National's lead on the proposed 6-point scoring system.

**Children's Program Manager: Mark Nakada,**

Mark provided an overview of Children's Specialist (CS) program changes. All CS1 candidates will be directed to use the LMS (online) workbook and quiz as the divisional workbook has been retired. There will be updated CS Program syllabus posted on the website following Fall Conference. The Children's Program is also going to follow National's lead on the proposed 6-point scoring system

**Adaptive Program Manager: Jason Malczyk**

Jason reported that Adaptive was in the "black" FY2018 and is growing in its program offerings. There was a large combined L1 and L2 event at Snowbasin last year in adverse conditions that was successful due to the systems that have been put in place. Christina Bruno is the new Adaptive Snowboard manager. Jason reported on the Adaptive Taskforce's work at the National level and also noted that Adaptive's scoresheet will be updated.

**Office Report: Kirstie Rosenfield, Events Manager**

Kirstie provided an update on the National Call Center's work and reported that the calendar was out a month earlier than in previous years. Jesse and Kirstie have also been working to reduce online service expenses. Kirstie provided an overview of the cross-division collaboration projects, delivered feedback from the Ski School Directors meeting, and discussed IMD's communication efforts via Face Shots, Facebook, and 32 Degrees.

**Snowsports Schools Management Representative: Maggie Loring**

Maggie discussed the movement of Snowsports School directors into resort management as the industry continues to consolidate. She is working with NSAA to again incorporate a school directors day at the upcoming NSAA conference. There will be three topics at this year's conference (off- and on-snow): Hiring, training and retention; strategy vs. culture; and terrain-based learning. Maggie participated in a National Task Force that developed a children's school progress card

that can be adapted to meet any school's needs. These cards will be available in the near future to member schools via the thesnowpros.org website. Maggie also urged that the Division's schools look at instituting abuse prevention training to be in compliance with the Safe Child Act.

**MEETING ADJOURNED at 5:05 pm until Sunday, October 14, 2018**

**###**

**Meeting was called to order on Sunday at 8:30 am by Rich McLaughlin**

**PRESENT on Sunday October 14, 2018**

ExCom: Rich McLaughlin, President, Mike Thurgood, Administrative VP, Kim Prebish, Communications VP, and Kent Lundell, ASEA Board Rep

Board: Sean Baker, Carl Boyer, Anita Oliveri, Mark Nakada and Eric Rolls, Jason Hunter and Scott Rockwood, Charles Rodger (by phone)

Discipline Managers: Dustin Cooper, Alpine Certification Manager

Office: Kirstie Rosenfield

Excused: Andy Baker, Board Member, Mark Battaglia, Board Member, Dave Butler, Board Member, and Colter Tucker, Board Member.

**###**

### **New Business**

Rich introduced Douglas Waddoups, one of the Division's attorneys from Parr Brown Gee & Loveless, who has been working with Mark, Rich and Mike on the board-approved June 2018 revisions to the Division's Articles of Incorporation, By-Laws and Policies and Procedures.

Douglas reviewed the process of amending the Articles of Incorporation and noted the required changes in the Articles that will bring them up-to-date and into compliance with Utah law.

Douglas explained that the by-laws should be more of a "definitions" document with the policies and procedures outlining operational policies and processes. He indicated that the by-laws should only be amended on an infrequent basis and reviewed the changes to this document.

Douglas, Mike and Mark presented the amended Policies and Procedures with changes that reflect the legal necessities. The Policies and Procedures will continue to be a work-

in-progress as the board works to clarify and consolidate Division operational processes.

**#101418-1 IMD Articles of Incorporation Revisions**

Sponsored by Rich McLaughlin and Mark Nakada

Bring the Articles of Incorporation current with Counsel's review and sign-off.

Mark Nakada moved to consider the proposal. Scott Rockwood, second.

**ACTION:** Carl Boyer made a motion to approve the proposal and recommend to the members that the Articles of Incorporation be approved as amended. Scott Rockwood, second.

**VOTE:** Approved (unanimous)

###

**#101418-2 IMD Bylaws Revisions**

Sponsored by Rich McLaughlin and Mark Nakada

Amend the by-laws as approved by the Board in June 2018; now with Counsel's review and sign-off.

Carl Boyer moved to consider the proposal. Scott Rockwood, second.

**ACTION:** Mark Nakada made a motion approve the by-laws as amended at the meeting. Scott Rockwood, second.

**VOTE:** Approved (unanimous)

###

**#101418-3 Policy and Procedures Revisions**

Sponsored by Rich McLaughlin and Mark Nakada

Bring the Policies and Procedures current with Counsel's review and sign-off

Kim Prebish moved to consider the proposal. Eric Rolls, second.

Carl Boyer moved to reopen Proposal "2" due to a concern that arose from considering the Policies and Procedures  
Kim Prebish, second

**#101418-2(cont.) IMD Bylaws – Additional Revision**

**ACTION:** Carl moved to consider the amended language of Article 3 - Section 2

Kim Prebish, second

VOTE: Approved (unanimous)

ACTION: Carl Boyer moved to approve the by-laws as further amended  
Mark Nakada, second

VOTE: Approved (unanimous)

**#101418-3 (cont.) Policy and Procedures – Additional Revision**

Sponsored by Mark Nakada

ACTION: Mike Thurgood moved to approve the Policies and Procedures as amended  
Kim Prebish, second

VOTE: Approved (unanimous)

**Break: 10:35-10:45**

###

**Presentation by Mike Thurgood on the hiring of an Executive Director**

Mike recapped ExCom's recent discussion on setting up a timeline to hire an Executive Director. He clarified why the Division needs an Executive Director and laid out the necessary steps in the hiring process and timeline.

ACTION: Mark made a motion to set up a committee to work on a job description and benefits package to be delivered to the Board by the January 2019 board meeting.  
Kim Prebish, second

VOTE: Approved (unanimous)

The Executive Director sub-committee:

- Mark Battaglia
- Anita Oliveri
- Kim Prebish
- Scott Rockwood

**Presentation by Kirstie Rosenfield on prorated membership dues**

Kirstie provided a financial overview of first year member dues comparing income from fully paid dues vs. prorated dues. She requested the board's opinion on this initiative, which will be discussed at Fall Conference. The objective is to provide cross divisional consistency in first year member dues.

ACTION: Mike Thurgood motioned to authorize Kirstie Rosenfield to represent the Division's interests at the Operational Leadership's meeting at Fall Conference; Intermountain is interested in moving to a prorated "first year member" dues structure.  
Mark Nakada, second

VOTE: Approved (unanimous)

**Break: 12:25-1:10 (Working lunch)**

###

**Discussion: Moving some of the Division's reserve funds into a CD**

Mike presented the possibility of putting some of the Division's reserve funds into a CD

**ACTION:** Mark Nakada motioned that Mike and Eric Rolls should be appointed to investigate options for investing the Division's reserves.  
Carl Boyer, second

**VOTE:** Approved (11-0), 1 abstention

###

**The Board moved into Executive Session to discuss an employment matter**

**#061618-4 Interim Executive Director**  
Sponsored by Mike Thurgood

Appoint Kirstie Rosenfield as Interim Executive Director

**ACTION:** Carl Boyer motioned to approve Kirstie Rosenfield as Intermountain's Interim Executive Director  
Sean Baker , second

**VOTE:** Approved (unanimous)

###

**#061618-5 Interim Executive Director Salary**  
Sponsored by Mike Thurgood

**ACTION:** Kim Prebish motioned to approve the Interim Executive Director's salary  
Scott Rockwood, second

**VOTE:** Approved unanimous

**The Board moved out of Executive Session**

###

**#061618-6 Mileage Reimbursement**  
Sponsored by Mike Thurgood

Increase the mileage benefits package for traveling Division employees



Anita Oliveri moved to consider the proposal. Scott Rockwood, second.

ACTION: Scott Rockwood made a motion approve the proposal as amended  
Eric Rolls, second.

VOTE: Approved (unanimous)

###

**#061618-7 Member Communication**

Sponsored by Mark Nakada

Addition to Policies and Procedures: Member communication guidelines for board meetings.

Mike Thurgood moved to consider the proposal. Jason Hunter, second.

ACTION: Withdrawn by sponsor after board discussion, to be resubmitted in January 2019

###

**#061618-8 Outside Clinic Fee**

Sponsored by Mike Thurgood

CHANGE TO EXISTING POLICY AND PROCEDURE (P&P's): Add a handling/processing fee for members who want to receive PSIA-AASI Intermountain CEUs for clinics taken outside of PSIA-AASI

Carl Boyer moved to consider the proposal. Scott Rockwood, second.

ACTION: Anita Oliveri made a motion approve the proposal as amended.  
Kim Prebish, second.

VOTE: Approved (10-2)

###

ACTION: Mark Nakada made a motion to table the remaining proposals until January 2019's meeting.

Scott Rockwood, second.

VOTE: Approved (unanimous)

###

ACTION: Mark Nakada made a motion to adjourn. Kim Prebish, second

VOTE:           Approved (unanimous)

# # #

**MEETING ADJOURNED 3:10 pm**

# # #

**NEXT MEETING:** January 2019. Date, Time and Location TBA

# # #

Reports, Proposals and FY2018 financials are available for member inspection at the PSIA/AASI Intermountain Office.

Minutes submitted by Kirstie Rosenfield  
November 8, 18