

GUNSTOCK AREA COMMISSION MEETING
POLICY PLANNING WORKSHOP: PUBLIC SESSION
Thursday, March 9, 2023
Gilford Public Library
APPROVED MINUTES

GAC: Doug Lambert, Jade Wood (via Zoom), Denise Conroy, Terry Stewart, Heidi Preuss (joined via Zoom at 6:28p)

Gunstock Personnel: Tom Day, Cathy White, Becky LaPense, Robin Rowe, Patrick McGonagle, Bonnie MacPherson, Peter Weber

Chair Lambert called the meeting to order at 6:12PM and opened the meeting with the pledge of allegiance and read the meeting notice and posting locations into the record.

Improved Policy & Good Governance Controls

The Chair provided guidance about the purpose of the meeting: to discuss improved policy and good governance controls for the Gunstock Area Commission (GAC).

Chair Lambert drafted suggestions for these controls (document attached to these minutes labeled ***Gunstock Area Commission Policy***). These in no way replace GAC bylaws. He circulated these to Commission members before the meeting.

Commissioner Policy

91-A Compliance

The Chair suggested a 91-A workshop run by an attorney to acquaint the Commission with the framework of the law. Additionally, the Chair is the point person for all 91A comms.

Compensation Payments

The Commission discussed a desire to quantify which activities qualify for compensation. Commissioners agreed the act of sending/receiving/reading an email or text is not a chargeable activity.

Commissioner Wood suggested we might give commissioners a set number of promotional passes. This would not be considered compensation but would be to encourage commissioners to have a presence at the mountain and promote the resort.

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Becky LaPense can add 4 complimentary tickets per Commissioner's pass. Commissioner Stewart suggested this should go in the policy manual and should be reviewed on an annual basis.

Commissioner Stewart asked about the guidelines for ensuring a commissioner doesn't submit an invoice at the end of the year for the maximum allowable as some previous commissioners have done. Per Cathy White, Gunstock's CFO, Commissioners should submit an invoice within 30 days of payable activities.

Commissioner Stewart suggested we perhaps note which meetings and events are payable as a GAC activity.

It was noted that Commissioners do have the prerogative to decline payment. Commissioners may decline payment by sending an email to Doug Lambert and Cathy White.

Understanding the Operation

Commissioners are encouraged to come to the resort during all seasons and get an overview of operations to be able to represent the mountain.

The Commission discussed whether there should be a required on-boarding for new commissioners to include an overview of budgeting and financials. The consensus was it should not be required but instead encouraged.

Employee Interaction

Chair Lambert emphasized Commissioners should not be providing any sort of hands-on management of employees or disrupting the normal chain of command.

Customer Interaction

Commissioners are ambassadors for the business. When Commissioners receive customer communications, they are to forward them to Tom Day.

Commissioner Wood suggested add something about vendors. Commissioners should forward all vendor inquiries to Tom Day.

Fiscal Oversight

Monthly Payments Review (Check Register/Manifest)

Something about commissioners reviewing the monthly check register provided by Gunstock's CFO.

Expenditure Approval Levels

There was a discussion of adopting certain expenditure caps by budget line. Commissioner Preuss expressed concern that this might restrict Gunstock management from being agile in the face of emergencies. Gunstock management expressed similar concerns.

The discussion of this topic was tabled.

Legal Expenditures

Commissioners discussed and supported having all legal expenditures and retainers, above and beyond those budgeted, approved by a majority of the GAC.

Capital Lease Agreements

The Commission asserted that all new and proposed capital lease agreements should be approved during the regular annual budget process. Anything in addition during the course of the fiscal year would be brought to the Commission for approval. Gunstock management noted there are no substantial capital lease agreements at this time.

Budget Development and Ongoing Assessment

A lengthy discussion ensued about commissioners getting involved in the budget process at a very detailed level. Management and Commissioner Conroy raised significant concerns about putting detailed budgetary data in the public domain. The concern was that this information would fall into the hands of Gunstocks' competitors and put our resort at a competitive disadvantage.

The discussion of this topic was tabled.

GM/President Oversight

Performance Review & Bonus Approval

The Commission discussed the process for the GM's annual performance review and annual bonus approval before bonus amounts are disbursed.

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Contract Review

The Commission discussed the potential creation of an approval process for all significant and binding contracts. Commissioner Conroy was asked what she had seen in her business experience as a standard process. She replied she had seen contract lists triggered by a minimum amount and duration. Tom Day and Cathy White noted that there are not many significant contracts, as the resort doesn't enter into many long-term agreements.

Chair Lambert made notes on the draft policy document. He will circulate the revised document to the Commissioners, and it will be discussed and voted on at a subsequent meeting.

ACTION

Motion: Chair Lambert made a motion to enter into non-public session at 8:33PM per RSA 91-A:3, II (a).
Second: Commissioner Stewart
Roll Call Vote: Wood- YES
Preuss – YES
Stewart – YES
Conroy – YES
Lambert – YES
Motion passed 5-0

All members of the public exited; non-public meeting commenced at 8:33PM.

The non-public meeting ended at 10:05PM.

ACTION

Motion: Commissioner Wood made a motion to seal the minutes of the non-public meeting per RSA 91-A:3, II (a).
Second: Commissioner Conroy
Roll Call Vote: Wood- YES
Preuss – YES
Stewart – YES
Conroy – YES
Lambert – YES
Motion passed 5-0

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Chair Lambert announced that, during the non-public meeting, the Commissioners voted to approve a 5% pay increase for Tom Day, noting the minutes would remain sealed.

ACTION

Motion: Commissioner Stewart moved to adjourn the public meeting at 10:10PM.
Second: Commissioner Preuss
Roll Call Vote: Wood- YES
Preuss – YES
Stewart – YES
Conroy – YES
Lambert – YES
Motion passed 5-0

Adjourn

Respectfully Submitted,
Denise Conroy
Secretary
Gunstock Area Commission