

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

Chairman 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).

Commissioner Lambert drafted suggestions for these controls (document attached to these minutes labeled **Gunstock Area Commission Policy**). These in no way replace GAC's 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

Commissioner 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**

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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.

Commissioner 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:** Commissioner Lambert made a motion to enter into non-public session at 8:33PM  
**Second:** Commissioner Stewart  
**Roll Call Vote:** Wood- YES  
Preuss – YES  
Stewart – YES  
Conroy – YES  
Lambert – YES  
Motion passed 5-0

**ACTION**

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

Adjourn

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Respectfully Submitted,  
Denise Conroy  
Secretary  
Gunstock Area Commission

## Gunstock Area Commission Policy

**The purpose of this Policy Document is to provide for ongoing good governance and continuity in the oversight of the Gunstock Area. It shall be reviewed by the Gunstock Area Commissioners on annual basis, and when there is a change in key personnel. All new Commissioners will be provided a copy upon being sworn into the Commission. This policy may be reviewed and modified at any time for the purposes of continuous improvement. It shall remain in force until specifically rescinded by a majority vote.**

**This document does not supersede the GAC Bylaws or any of the New Hampshire RSAs governing the Gunstock Recreational Area.**

### Commissioner Policy

#### 91A Compliance

*The GAC will comply with all applicable laws governing the public's Right to Know and it is the duty of the Commission as a whole, and each individual member to maintain an understanding and full knowledge of the requirements. Any public inquiries shall be presented to the President/GM and the GAC Chair for assessment and response.*

#### Compensation Payments

*The Enabling Statute that created the Gunstock Area Commission states in part:*

399:5 Compensation. The members of said commission shall be paid twenty-five dollars for each day or portion of a day during which they shall be actually engaged in the services of the commission, not to exceed, however, the sum of one thousand dollars to any one member during any one fiscal year.

*The Commissioners agree that this applies to meeting attendance, including regular and workshops, as well as any assigned on-site visits or fact-finding activities that **are a result of directives by the GAC in its official capacity**. The act of reading or sending emails and texts related to Gunstock matters does NOT constitute a billable action as written in the statute*

## Understanding the Operation

*The Commissioners should be provided with an up to date organizational chart of all management and departments in order to fully understand how the Area functions. This will allow for better decision-making as they perform their oversight duties.*

*Commissioners are encouraged to visit the Area during normal operating times in all the different seasons in order to fully appreciate the various activities offered our customers and local residents, as well as to observe ongoing infrastructure and equipment maintenance work. New Commissioners should participate in a site walkdown/orientation “workshop” meeting with Gunstock management personnel to get an overview of the operation and to meet staff and employees.*

## Employee Interaction

*Commissioners are encouraged to interact and get to know employees as they may encounter them in either usage or visits to the mountain as any other patron or customer. They are in no way to engage in any official management capacity. Employees are overseen in the normal chain of command as set up and directed by the President/GM. The ONLY “employee” that the GAC has official oversight with is the President/GM and only when gathered in an official capacity.*

## Customer Interaction

Commissioners will at times interact and mingle with customers and visitors to GMR. Other than acting as ambassadors and enthusiastic fellow users of the Area, they have no authority to speak in any official capacity regarding potential issues, concerns, or conflicts that may be brought to their attention. ANY matters that arise regarding customers and users of the Area will be referred to the President/GM or the appropriate designated member of the staff. GAC members will not make commitments or provide information beyond what is stated publicly on official GMR outlets and available to the general public. The only exception to this would be if the GAC is gathered in an official meeting carrying out their official duties as described in the Bylaws.

## **Fiscal Oversight**

### Monthly Payments Review (Check Register/Manifest)

*The Commissioners shall be provided a copy of the check register for review on a monthly basis by the CFO. Commissioners are encouraged to direct questions or concerns to the CFO. Commissioners will acknowledge review of such at each regular monthly meeting.*

### Expenditure approval levels

*The Commission, by majority vote, may adopt expenditure caps in certain budget lines. When necessary to exceed such caps, the GAC may consider at its next regular meeting, or at a special meeting called as directed per the ByLaws. Such caps will ordinarily be discussed and agreed to during the budget approval cycle, but shall not be necessarily strictly limited to that alone. All such caps shall be discussed and considered with the full input of the General Manager/President and the CFO.*

#### Legal expenditures

*All legal expenditures and retainers beyond what is discussed and approved in the annual budget development shall not be entered into without the approval of a majority vote of the GAC.*

#### Capital Lease Agreements

*All new and proposed capital lease agreements should be discussed and approved during the regular annual budget process. Anything in addition during the course of the fiscal year will be brought to the Commission for approval.*

#### Budget Development and Ongoing Assessment

*Commissioners will work to understand the annual budget prior to its adoption. They should seek to obtain as much detail as necessary to make sound decisions in the approval process.*

*They will receive monthly updates from the CFO and management staff and monitor the overall financial stability and health of the operation.*

*As part of the budget, the GAC will receive a detailed listing of all payroll bonus/incentive programs for formal review and approval, which includes documentation of participation and/or performance measures satisfied, prior to such payments being made.*

#### **GM/President Oversight**

##### Review performance

*Per the employment agreement with the General Manager/ President, Commissioners will review performance at the designated period as determined in that document.*

##### Bonus Approval

*Any bonus provided will be reviewed and approved by the Commission acting within the terms of the employment agreement. No additional bonus or remuneration will be provided without an affirmative vote of the Commission.*

### Contract Review

*Commissioners will review and approve all significant and binding contracts valued more than \$\_\_\_\_\_ prior to signing.*

*Commissioners will review and approve all contracts that span more than a period of \_\_\_\_\_ months prior to signing.*

### Safety Certificates

*The Commission will receive and review the complete list of safety certificates and designated personnel required to keep all areas of the Gunstock Mountain Resort open and operational. This will be performed at a minimum of twice a year. GM/President will notify the Commission at the earliest possible instance in the event of deficiencies in this area that could affect operations.*

Operations manual

### **CAPEX Projects**

The Commission will receive updates as scheduled in the agenda for regular and/or special meetings. This could include progress and financial information

### **BYLAWS**

The Commission will conduct an annual review of the official Bylaws to maintain familiarity and compliance, as well as to assess whether changes are needed.

### **EMAILS**

[ADD THE GMR EMAIL POLICY HERE]