**Bayport Marina Association**

**Board of Directors Meeting Minutes**

**July 21, 2021**

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| --- | --- | --- | --- |
| **Member** | **Present** | **Remote** | **Absent** |
| Curt Gray (Commodore) | x  |  |  |
| Rachael Harvey (Vice Commodore) | x  |  |  |
| Meredith Pederson (Treasurer) |  x |  |  |
| John Gagich (Secretary) |  x |  |  |
| Bob Reilly (Chair) | x |  |   |
| Jason Fabio (Chair) | x |  |   |
| William Given (Chair) |  |  |  x |
| Bryan Wilkinson (Chair) | x |  |  |
| Erik Westgard (Chair) | x |  |  |
|  |  |  |  |
| **BMA Staff/Guests** | **Present**  | **Remote** | **Absent** |
| Kori Derrick-Cisewski (General Manager) | x |  |  |
| Ellsa Ohmann (Office Manager) | x |  |  |

**Business Meeting**

1. **Call to Order/Opening Comments**
	1. The BMA board meeting was called to order at 6:28 pm by the Commodore, Curt Gray. It was confirmed that a quorum was in attendance for approval of business items.
	2. Welcome to Erik and Bryan
	3. Opening comments: Curt reviewed the agenda noting that the Board’s work for the meeting was to get to know each other, share what we each value about BMA, revisit BMA’s mission, develop a working agreement for how we want to be in relationship with one another, do a light touch on governance versus management, how we can use consent agenda items which requires reviewing pre-reads prior to meeting, beginning to work on what is important in terms of spending – particularly on capital improvements, and, if needed an executive session.
2. **BMA 2021-2022 Board On-boarding Agenda (Curt Gray)**
	1. **Check-In:**
		1. 60 second intro of your BMA background and any personal or professional background you’d like to share.
			1. Round table introductions from members present, 10 of 11 members present (including Kori and Ellsa)
		2. What do you value most about BMA?
			1. Round table value conversation provided the following key value statements: Ellsa facilitated notes on flip charts
				1. Grounds
				2. Staff friendly
				3. High level of service
				4. Personal relationship
				5. Gathering place/Social experience
				6. Boat families
				7. Amenities
				8. Resort feel/vacation atmosphere
				9. Quality facility
				10. Renewal
				11. Great Service department can fix
				12. Variety – Pool, Tennis Courts, Social events
				13. Great investment – financial value
	2. **BMA Mission:** Are we all aligned behind BMA’s Mission Statement? If not, what are your concerns?
		1. **Mission statement –** Bayport Marina strives to be the best quality Marina in the Midwest by providing the finest full-service facilities and professional, courteous service to our membership and customers.
			1. Marina feels that we are a Yacht dealer **–** input from Erik. Shift in thinking, from buying a yacht.
			2. We get value from Marine Max as a customer of Bayport marina which helps bring in revenue through slip rentals and service – input from Rachael
			3. All qualities from Mission Statement are good but missing value statement to marina and members – Jason covered by the focus of the mission statement.
			4. Mission statement has focus as employee driven – Kori – may be missing family-friendly orientation
			5. We think we are a resort – Jason – may want to add resort feel as a statement in Mission statement
			6. Need a statement of Key Core Values – Jason
			7. Should we revisit our mission statement? And if so, should we organize a thought circle to come back with recommendations – Curt
				1. Need for a hierarchy of statements that provides the cascade and deeper dive for Mission –> Vision –> Core Values – potentially run a survey of members to identify a list of more core values
				2. **Action item**: Erik and Meredith – would like to work on a revision of mission statement and add core values – Kori and Ellsa are available to help support
	3. **Governance vs. Operations:** How are we going to keep ourselves in governance space and best guide and support management?
		1. Curt would like to keep the meetings focused on governance matters with discussion and decision making focused on strategic and fiduciary oversight and policy work informed by input from management and thought work from initiative stewardship circles (aka committees).
		2. Curt did a light touch on the need for the board to find an optimal balance between challenge and support for Kori/management – What does Kori/management need and when? How do we support Kori/management – Kori/management would like to have support from the board while challenging and holding Kori/management accountable.
	4. **Working Agreement:** How are we going to be in relationship with one another? 5 minutes on discussion
		1. Respect
		2. Listen
		3. Everyone can be heard
		4. Calm
		5. Professional
		6. Own your wake – clean up
		7. Equal level
		8. Consensus not a requirement
		9. Decisions are not made outside of the boardroom
		10. Accept decisions and outcomes
		11. Follow - Roberts Rules of Order – motion, seconding, discussion and final vote
			1. Meredith – **Action item:** will send a summary of Roberts Rules of Order to board
		12. Provide agenda points or motions prior to next board meeting to Kori
		13. Be in attendance to provide value to the board – notify board if absence is expected
	5. **Consent Agenda:** Questions and approval. Curt – proposed that the Board work with pre-read deck to be sent prior to the Board Meeting. This pre-read documents will support prior months Meeting Minutes, new updates from initiative stewardship circles/committees, General Manager and Financial Reports. Other topics for discussion will be TBD. BODs are to bring Q&A’s to meeting. Curt explained that this approach will be more efficient for the board to focus on discussion and decision making while minimizing time working through detailed thought work, analysis and problem solving that can more effectively be done by stewardship circle members and brought to the Board.
		1. **Motion to adapt to Consent Agenda approach:** Rachael proved motion and Bob seconded – Move to adopt to Consent Agenda approach.
			1. **Discussion –**
				1. Erik – wants to spend 30 seconds on the financials. Decided to add Financials to the GM report
				2. Rachael **–** discussed that the process should be in the following order: Move to accept consent agenda, second, then invite fully participative discussion and questions to work through any tensions and disagreements.
			2. **Motion passed**
		2. **Motion to approve this month’s Board Meeting Consent Agenda:** Rachael moved to approve this month’s Consent Agenda items provided as pre-reads. Meredith seconded. No discussion. Motion passed - Approval covers: May minutes, June Financial and Executive’ Committee Roles for 2021/2022 Executive Committee
			1. May Minutes\* - May meeting minutes provided in separate document
			2. June Financials\* & Current Fiscal Year Budget
	* YTD Financial Review

YTD P&L’s:

**Profit and Loss Budget vs Actual – November 2020 through June 2021**:

* Total Income: $1,552,408; up $242,102 vs budget; up $274,944 vs last year
* Total Expense: $1,284,238; down $168,272 vs budget; up $68,205 vs last year
* Net Income: $351,323; up $543,627 vs budget; up $308,038 vs last year

**Balance Sheet as of June 30, 2021**:

* Total assets: $5,940,173; up 594,869 vs last year
	+ Cash:$877,476
* Total liabilities: $387,280; down $83,483 vs last year
	+ BMRP loan balance is $315,932

**AR Aging Summary as of July 21, 2021:**

* Total A/R Balance: $82,308
* Over 30 days A/R balance: $20,915
	+ - 1. Executive Committee Roles
				1. Approved by General Consent Agreement – Curt Gray (Commodore), Rachael Harvey (Vice-Commodore), Meredith Pederson (Treasurer), John Gagich (Secretary)
			2. BMA Mission – **Action item:** first pass redrafting thought work will be handled by Erik and Meredith by August Board meeting
			3. GM Report – Kori’s General Management report provided as separate pre-read document
	1. **Roadmap:** What are the next big Capital Improvement (CI) priorities and Expenditure initiatives?
		1. See PowerPoint pre-read slides on Capital Improvement Roadmap.
		2. Curt – facilitated discussion and Ellsa facilitated post-it note ideas on flip charts – board members and Kori provided identification of top CI initiative candidates using post-it notes – i.e., Clubhouse remodel, dredging, EV Charging Stations, Indoor Storage Facility, Landscaping, Service Expansion, ADA for Dock Ramps (may be combined with Clubhouse remodel)
		3. CI Prioritization Exercise – Top 3 CI initiative candidates through an importance lens were chosen by each person , then prioritized through an urgency lens by each person. Bill Givens input for some items was also included.
		4. **Action Item:** Kori and Ellsa will compile the final top items and prioritization and will send out to board for review and further discussion at the next board meeting.
		5. Curt stated that a next step is to identify stewardship circle leaders or co-leaders and volunteers to take on the vetting work for each of the top items. Ideally, we would like to have top CI initiative items to be vetted identified in order to seek input from the past Commodores in August.
1. **Other Business:**
	* 1. Decisions needed from GM Report (Kori)
			1. Repair, Maintenance, Capital Projects. $80,000 remaining this fiscal year
				1. Erik Motion, Jason second: Move to apply remaining funds for Retaining Wall, Purchase material for Clubhouse siding (East of foyer), replacement of fuel pumps. Motion carries.
		2. Past Commodore Reception Date – will need to determine date – August just after August Board meeting. Monday, August 23rd. 6-7:30 pm. Review CI initiative prioritization exercise outcomes with past Commodore’s.
		3. Any other?
			1. Due to scheduling conflicts a board member requested that Board meetings move to the third Thursday of the month? Board members will review their availability and provide feedback to Kori
			2. Erik – What is the contingency plan if river drops – Kori – river would need to lower .2 inch to be at an all-time low, it has never gone lower than that. Kori to check into if the Army Corp of Engineers control that, to make sure it can’t go lower.
			3. Bob – Party? Date of September 17th tagged for a party (Kori working with Val Fuller to plan)
	* Next Board meeting, Thursday, August 19th
	* Meeting design feedback – start, stop, or continue?
		1. Curt requested that board members send him a note with any feedback.
2. **Adjourn**
	* Bob motioned to adjourn; Erik seconded. Meeting adjourned and 8:46 pm.
3. **Executive Session** (if needed)
	* Session not needed