

## MINUTES FROM THE 2021 SKÅL INTERNATIONAL USA APRIL EXECUTIVE COMMITTEE MEETING HELD VIA CONFERENCE CALL

*Upon notice duly given, Skål International USA, a professional organization of tourism leaders around the world, held the April Executive Committee Meeting via Video Conference Call on Monday, April 5<sup>th</sup>, 2021 at 4 PM EST.*

### **The following Executive Committee Members were present at this meeting:**

Jim Dwyer—President

Richard Scinta—VP of Administration

Tom Moulton—VP of Membership

Mark Irgang—Director of Membership

Pam Davis—VP Communications & PR

Holly Powers—International Skål Councillor

Art Allis—VP of Finance

Morgan Maravich—Director of Membership

JoAnne Ford – Skål USA Auditor

Robert Lowell – Skål USA Deputy Auditor

### **Also present at this meeting:**

Eric Braendel—ABA Administrator

### **Call to Order**

President Dwyer called the meeting to order, and asked VP of Administration Scinta to hold the roll call. Scinta held roll call and determined that quorum had been met.

### **President's Update – Jim Dwyer**

- I. Consent Agenda – Scinta motioned to approve the Consent Agenda, seconded by Allis. There being no further discussion, there was a call for a vote: all in favor, no opposed, no abstentions, motion passes.
- II. Skål Canada Website Discussion – President Dwyer opened the discussion by giving an overview of the Skål Canada website build and stated that the bulk of the expense was in getting the site up and running, not on the administrative/maintenance costs. Dwyer then turned the discussion over to Moulton and Davis, who are taking the lead on the website. Moulton thanked Dwyer and stated that on average, a website should be revised every 4-5 years as a baseline, he said that the biggest job right now is to make sure that the most relevant content is available to their members, and that they learn from the SI website launch to make their launch as smooth as possible. Davis agreed and said that SI wants the Skål USA website to mirror theirs, and that there are a lot of pros and cons, but overall having an identical website to SI would mean their website loses a lot of the Skål USA-feel. Powers recommended that they meet with Skål Canada to get a summary of what worked and didn't work for them, she recommended that they set up a separate meeting to review their site and to ask questions. Allis agreed and motioned that the EC set up a task force to pursue this, reporting back to the EC on May 20<sup>th</sup>. The EC discussed the members of the task force, naming: Moulton, Davis, Skål member Keith Hyatt and Chile Banks. Powers seconded Allis's motion. There being no further discussion, there was a call for a vote: all in favor, no opposed, no abstentions, motion passes.
- III. StreamYard EC Ratification – Dwyer summarized the decision from the last meeting and asked for a motion to approve the StreamYard purchase, so moved by Davis, seconded by Scinta. With the floor open for discussion, Allis asked about the length of the contract, Davis answered that it is a one-year subscription, Allis asked that the motion be modified to reflect the one-year

subscription. So moved, by Davis and seconded by Scinta. There being no further discussion, there was a call for a vote: all in favor, no opposed, no abstentions, motion passes. Moulton commended the team on their work and stated that this service provides a great addition to what Skål USA can offer.

- IV. Bylaws & Articles of Incorporation Modifications – Powers opened the discussion by reviewing the bylaws that had previously been submitted to the EC. She called their attention first to Article 8, Section 6 and 7, stating that these articles need to be amended in order to have the membership vote on allowing the NCM to be temporarily held in conjunction with the World Congress in Quebec, and that will also allow the EC to attend the NCM and World Congress, specifying that this change only applies to this year. She also stated that this section applies to the \$500 credit and amending it to apply to the NCM instead of the AGM, just for this year – emphasizing that this is a one-year only change. Allis recommended that some of the language be clarified to state that the EC is “attending” the NCM rather than just traveling to the event. Powers thanked Allis and asked if the EC had any other pieces of feedback. Allis noted that currently there is no budget to reimburse clubs to attend NASC, the rationale being that they projected a 30% decline in active members, and that the current language mandates that the clubs have a net increase in membership to qualify for the credit. Powers motioned that the EC to accept her proposal with the language modification they had previous discussion, seconded by Allis. There being no further discussion, there was a call for a vote: all in favor, no opposed, no abstentions, motion passes. After the vote, Lowell stated that he would attend the NCM at his own expense.
- V. Articles of Incorporation Discussion – Powers and Scinta kicked off the discussion, and Powers requested that Allis help lead the conversation, with his experience in helping with this. Allis thanked Powers for her summary and stated that they felt due to the declining membership, they needed to curtail expenses; the two largest expenses being travel and administration. Given that, they are proposing at the end of the term that the two Directors of Membership positions be eliminated. Additionally, they propose that any candidate seeking the office of Skål USA President serve for a 1-year term as VP of Administration on the EC. He stated that an additional contingency option will be put in place, that if no one meets those requirements, then a candidate seeking the office of Skål USA President shall have served on the EC for at least 3 years immediately prior to seeking that nomination. Any candidate for VP of Administration shall serve at least 1-year on the EC immediately prior to seeking that office. Allis stated that the intent behind this is to ensure that candidates are knowledgeable and experienced with the duties of serving on the Skål USA EC. Powers clarified that this was put forward by the SI Orlando club, and that this might be better received if it comes from the EC, showing that they are looking out for the best interests of the overall organization. They also reviewed Article 14, so they could vote on all of the proposals as a whole. Allis proposed that they change Article 14 to eliminate the dollar-per-member standard and replace it with language that states “Skål International will establish and maintain a restricted account where each year, \$2,000 is place in an account, capped at \$4,000, and will be advanced to any Skål USA club hosting a NASC in the United States.” Allis clarified that the intent behind this is to help assist clubs in successfully hosting NASC. Powers asked if Allis is proposing for the bylaw change to be exactly as they had it written, Allis answered yes. Davis noted there was a typo regarding Article 9, Powers thanked her and made the appropriate change. Moulton stated that he fully supports putting a succession place in place but asked if they are circumventing a fair election process by putting this in place for 2022, that only leaves one viable candidate for the Skål USA President nomination. Allis affirmed that is would be a restriction but emphasized the importance of having a Skål USA President who has experience in the Administrative role. Moulton agreed, but stated that it looks like they are setting up a single individual to be the 2022 Skål USA President. Scinta agreed and said that the way it is

written today only allows for him to run as the Skål USA President. Moulton agreed and stated that he believes that this change circumvents the voting process in Skål USA and stated that he doesn't believe that it will pass with Skål International. After further discussion, Allis stated that to be a candidate for VP of Administration, the nominee must have served as a member of the EC the year immediately prior to seeking office, and if they look to 2022, the only individuals who are then able to run for that office are the current members of the EC. Moulton proposed they eliminate the phrase "immediately prior" from the proposal, then they keep the elections open while ensuring qualified candidates run. After some discussion, the EC decided to separate Article 5, Section 1, Part B from their vote. Moulton rescinded his prior motion. Dwyer asked if there was any further discussion, Maravich asked about the language that limits only 1 person from a club to hold office on a national level, pointing out that they are in violation of those rules now. Powers clarified that it is a Skål International rule that they are now updating to be in compliance with Skål International. Scinta clarified if they are removing the language "immediately prior" from one place or in all 3 of the places where that phrase is used. Dwyer stated that the intent is to open up that any prior VP of Administration can now run for the Skål USA Presidency, and that the language should be consistent across all of the Articles of Incorporation. After continued discussion about the language, Allis stated that he would like to see a vote on the amended language, specifically the portions that takes out the phrase "immediately prior" – as a qualifying statement for the VP of Administration position. After further discussion Powers read the new statement to reflect "any candidate for President for Skål USA shall have served at least 1 year as Skål USA VP of Administration" – the next portion to be amended will read "any candidate for Skål USA VP of Administration shall have served 1 year on the EC" – the third portion to be amended will read "in the event there is no candidate meeting the requirements, the person seeking that the position of Skål USA President shall have served on the EC for 3 years". With the new language, there was agreement amongst the EC. There being no further discussion, there was a call for a vote: all in favor, no opposed, no abstentions, motion passes. They clarified that this discussion was only for them to present the new languages to the membership for them to vote on. Moulton asked about who should present this to the members, stating that he believes that this should come from a club as a membership-driven initiative. Powers stated that this was written by Skål Member Tom White, who as a member thought that it was most appropriate for it to come from the EC. There was further discussion about who this proposal should come from. Dwyer called for the discussion to be tabled as they have already voted on the issue.

- VI. Articles of Incorporation Review – Scinta opened the review stating that these documents charter the existence of the organization in Skål USA and Canada. Scinta review the introduction of the Articles of Incorporation, setting out the mission and composition. The noted that if the membership approves the changes, they will also need to update the Articles, so they remain in agreement with their changes. Powers agreed and stated that the goal is to make these as streamlined as possible. After some further discussion, Scinta continued his review of the Articles, the duties listed and the duties of each EC member, highlighting the portion on honorary titles as it pertained to an earlier discussion. There was some discussion regarding Article 7 focusing on quorum and about the voting quorum standard. Powers also noted that something happens, and the World Congress is not able to take place, then they also have language that permits the EC to specify a time and place for the NCM so that portion can still take place in person. This concluded the review of the Articles of Incorporation.

### **International Skål Councilor Report – Holly Powers**

- I. Powers stated they had already discussed her updates to the EC.

### **Financial Report – Art Allis**

- I. National Committee & AGM Discussion – Allis reminded the EC when they are traveling to remember to purchase travel insurance. He has reserved rooms for the EC and if anyone else wants to attend, they need to contract the Crowne Plaza reservations and identify that they are attending the Skål AGM. They all need to arrive by May 19<sup>th</sup> and discussed having a dinner May 20<sup>th</sup>, with the SI Orlando gold tournament taking place on May 21<sup>st</sup>. Allis reviewed the layout of the meeting hall and stated that there is a set up for 15 members Powers asked if it could be set up as a double conference room, so they are all able to be on screen in the conference room. Allis will make the changes if possible. Allis also stated that they have approved 164 applications for their financial assistance, 2 are pending because they are waiting on a roster update. Powers asked Allis if he is making the reservation for the event, Scinta answered that they will get together and make it as one payment from all of them.

### **Administration Update – Richard Scinta**

- I. SI Orlando Event – Scinta confirmed the EC members that are registered for the SI Orlando golf outing. Dwyer mentioned that Turkkan had also signed up for the event. Allis answered that she needs to call the hotel and book directly with them.
- II. Philanthropic Events – Scinta reported on a meeting they had regarding philanthropy and if they EC should take the lead on those initiatives or leave it up to the individual clubs. After some discussion, the EC decided it would be best to leave it up to the individual clubs, like they had discussed in their last meeting. Davis also noted that the local clubs can post it on social media and Skål USA is happy to support and promote their events, but on a national level their non-profit is the FVF.
- III. Club of the Year – Scinta reported that currently there is only one eligible club that has applied, they reviewed the other eligible clubs, noting that they had not yet applied for it.

### **VP Membership Update – Tom Moulton**

- I. New Career Center Discussion – New Benefit Approval – Moulton gave the EC background on the new career center and reviewed an example of what it will look like. The total cost is \$2,500 – that fee will give them complete customization, and the jobs board will be fed with jobs from other associations as well, to make sure it always has jobs posted. With Hot Travel Jobs, Moulton said that with them as a Skål member, they can also feed their jobs through the jobs board, so they aren't limiting them, rather integrating them into their new career board. Moulton addressed the revenue portion available to Skål USA within the career learning center, Skål USA can establish a minimum subscription fee that gives their members access to this resource. Their cost is the up-front fee for them to use this career center learning feature. Moulton said they only need to have it up and running by June 1, 2021 or Skål USA will get charged the \$2,500. There was some discussion about how this impacts Hot Travel Jobs, Moulton answered that they have no written contract with them and reviewed the benefits of integrating Hot Travel Jobs into this new platform. Maravich highlighted the

member incentives that they will be able to use with this new platform, giving examples of discount codes. Davis motioned that they move forward with the contract preparation for the new career center, seconded by Maravich. There being no further discussion, there was a call for a vote: all in favor, no opposed, no abstentions, motion passes. Moulton and Maravich will pursue the next steps to get the contract in place.

- II. Membership Report – Moulton said they are currently looking for the original report so that they can compare it to 2019 and 2020 data. He reviewed the historical membership data that they have dating back to 2007. There was some further discussion regarding the membership relief effort, and if they should have it continue on or have it end in July. Allis stated that he would prefer to present them with a forecast at the Orlando meeting, so they can see the current, actual membership numbers. Moulton also reviewed a different report with the EC that detailed their membership numbers from March, noting that this doesn't compare to prior years. Moulton and Dwyer will dig into it, Allis recommended that Moulton send it to the EC every month for their review. Moulton agreed and will include it in his report. Dwyer stated that the real issue is that the EC cannot run the report themselves, that they have to ask for it. Moulton agreed and said he is working with IT to see what the issue is.

#### **Director of Membership Update – Morgan Maravich & Mark Irgang**

- I. Maravich Report – She stated that they have already covered StreamYard and that they are working on a PowerPoint for their new member series. She said that most of her report was already covered and highlighted the webinar coming up next week. She reviewed the May 3<sup>rd</sup> webinar; they also have a cruise webinar coming up. She has been assisting Irgang with SI Phoenix, noting that SI Charlotte had a lot of questions getting themselves logged in. She said the Florida clubs have been making a lot of progress. She said many clubs are getting to meet back in person. Dwyer thanked her and said that on the last Skål Presidents call, SI Miami and SI Ft. Lauderdale are working on an event together.
- II. Irgang Report – Irgang apologized that he won't be able to attend the Orlando meeting, but stated that he has already let Allis, Scinta and Dwyer know. He has been working with SI Long Island, they have monthly calls with Moulton and Maravich regarding their upcoming partnership and the career services available. He has also been working extensively with Seattle, Santa Fe, Colorado, and Kansas City. There was some discussion about the corporate memberships that are now available. Maravich stated that they should include that option in the President's webinar calls. Auditor JoAnne Ford also noted that all of the membership data was located in the field guide. This concluded Irgang's report, and he had to leave the call. Powers will send out the EC the bylaws that specifically cover corporate membership options.

#### **VP of Communications Update – Pam Davis**

- I. Communications Report – Davis summarized her report she sent out to the EC, she has been working on getting their viewership numbers up across their platforms, stating that it's happening but very slowly. There is another press release coming out, the newsletter is out. Dwyer commended her on all the work that she has done. Davis concluded by saying that she

is trying to keep the content focus on Skål USA as a whole and keep everyone engaged online.

*There being no further discussion, this concludes the April Executive Committee Meeting. The next Executive Committee Meeting will take place on Monday, May 3<sup>rd</sup>, 2021 at 4 PM EST.*