AAA Governing Board Meeting June 11, 2017 Minutes

Present:
Jake Hutchinson
Mike Ferrari
Patty Morrison
John Stimberis
Mike Schneider
Erich Peitzsch
Halsted Morris
Blase Reardon
Jaime Musnicki
Natalie Spencer

On Conf. Call (intermittent):
Aleph Johnston-Bloom
Ned Bair
Mark Renson
Krister Kristenson

Proxies:
JS for Andy Dietrick, Nick Armitage, Krister Kristenson.
BR for AJB (when not on call)
EP for Jordy Hendrikkx and Ned Bair (when not on call)
Stuart Thompson for Dave Hendrickson (ST not on call)
MF for Gene Urie
JH for Eeva Latosuo

JS called meeting to order at 8:18 am
JS begins discussion from yesterday about board restructure. PM provides input as she wasn’t here yesterday. EP clarifies that M for “Member” on Board Restructure schematic is any member. Will edit in schematic for further reference.

JS steps back to approve meeting minutes from April. MF motions to pass minutes. PM seconds. Minutes approved.

Strategy & Development (S&D)
Board Restructure Vote
NB has question about Bylaw change logistics. JM and BR explain that Bylaw edits will be made over the next week. Then, GB can examine proposed changes before a special meeting that will be held Tuesday, July 25, 2017 @ 5:00pm Mountain Time. The only agenda item for this meeting will be Bylaw changes. Then, once GB votes, we can then send to General Membership for review. GM can ask Board members if they have questions prior to a a GM vote to approve (or not) Bylaw changes. This allows time to digest proposed Bylaw changes before a GM vote some time in Sept.
Further discussion about yesterday’s board restructure meeting. NS raises point about making one At-Large position an appointed member in order to accommodate potential partners/donors that would hold an At-Large position. Discussion about changing one of the At-Large (E,P) to At-Large (A,M). Straw Poll with those present: All in favor for changing one of the At-Large (E,P) to At-Large (A,M).

EP motions to improve the accountability of the GB to members, increase direct representation of members on GB, and allow for more diverse skills and experience amongst GB members the AAA will proceed with developing Bylaw changes necessary to support a revised GB structure, as shown in Figure 1. MF seconds motion. All in favor: 8 present, 3 on call, 6 proxies. None opposed. *ST joined call later and wanted the record to show that if he were present for the vote, ST, DH, and Damian Jackson (no official proxy for DJ) would have opposed the motion.

Proposed AAA Governing Board Structure- 11 Voting Trustees Total

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<thead>
<tr>
<th>Exec. Comm. (5)</th>
<th>Other Trustees (6)</th>
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<tbody>
<tr>
<td>President (E,P)</td>
<td>Publication (A,M)</td>
<td>Governance (E,M)</td>
<td>At-Large (A,M)</td>
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<tr>
<td>V.P. (E,P)</td>
<td>Education (A,P)</td>
<td>Member Affiliate (E,MA)</td>
<td>At-Large (E,P)</td>
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<tr>
<td>Treasurer (A,M)</td>
<td>Secretary (E,M)</td>
<td>Membership (E,P)</td>
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7 Elected
4 Appointed
5 Pro
5 Member
1 Member Affiliate

Key
E=Elected
A=Appointed (by whole board)
P=Pro
M=Member (Any AAA member)
MA=Member Affiliate

- Term Limits for appointed or elected positions: 2 year terms/3 consecutive terms. Reqd 2 year off.
- 6 meetings/year - 4 remote and 2 in-person (one mandatory)
- All AAA trustees are AAA members
- Bylaws allow for changes in board size with accompanying professional member representation.

Figure 1: Proposed AAA Governing Board Structure

JS raises point that JM has never officially been recognized in any Minutes. BR motions to officially acknowledge Jaime Musnicki as Executive Director as of Sep. 1, 2013, and to retroactively complete any specific legal requirements. JH seconds motion. All in favor.

Timeline for GB Restructure Changes
BR, JM, AJB, and Scott Savage to provide Bylaw changes in draft form to legal counsel for review prior to distribution on July 1 to GB. There will be an online conference call discussion/FAQ period prior to July 25 vote on Bylaws. MF will be POC and lead effort to provide answers for questions from GB. MF available July 13 at 5:00 pm Mountain Time. This would be an open online forum for GB. Please submit questions prior to this so that MF can field questions during the forum.
Tasks for transition:
Bylaws - discussed above - BR, AJB, SS, JM
Position Descriptions -
  -EC
  -Trustees
Presentation/Messaging to Membership - NS
  -overview package - concise online deck in addition to the entire doc for membership to review.
MF to provide another online forum/FAQ session for Membership.

Discussion with legal counsel (Preston Regar) via phone re: Bylaw changes and Special Elections. PR relayed information about ability to achieve proposed changes to Section 3.03 of Bylaws in terms of Special Election.

Proposed Timeline:
July 1 FAQ forum on Bylaw changes
July 25 GB vote on Bylaw changes
~ Sep. 1 Membership vote on Bylaw changes
  -this allows for At-Large appointed position to be filled

ST (commented via phone) that he and DJ would like to see 4 GB meetings/year as opposed to 6 GB meetings/year.

S&D Internal Updates and Discussions
JM providing update on budget.
FY to date (6-9-2017) shortfall of $9,563, but reality this is larger because of pass throughs by ISSW, Divas and NAC.

YTD Assets $150,382.72. YTD projected assets are $140, 819.82. Will be dipping into reserve pool of $50,000.00 by approx. $20,000 this year. JS - highlight what AAA has invested in variety of projects like PTC, Snowy Torrents, SWAG, etc. NS - we not only need to advertise the good things the AAA does, but also to potential members, donors.

NS and JM will use Figure 2 internally as basis for development.
Figure 2: Foundational internal structure/pillars as used by NS and JM.

Outreach: avalanche.org redesign with Clark Corey, Simon Trautman (of NAC), and Chris Lundy. More transparency with finances.

Now able to track and present financial info by pillar (see above) or project. NS - Important to have quarterly reports for members and donors.

Discussion re: AAA public profile and past perceptions as it relates to av pros, donors, strategic partners, and competing orgs

Next steps: **NS seeking input from Board (new board) from top 3 connections for potential major donors.** AAA could act as fundraising umbrella with other avalanche orgs, includes Friends groups.

MF - important to look at success over the past decade for some perspective.

Potential for increased member benefits with more development and fundraising.
Recent success and developing board leadership skills
JM - important to take time to recognize successes
Recent achievements (past few years):
- Recent financial success in terms of obtaining funded grants and asks
- Education
- Development of resilience
- Board restructure
- avalanche.org
- progression/redesign of TAR
- Snowy Torrents and SWAG
- support of SAWs
- increase in membership #s
- the GB success and commitment
- previous associations have now become partnerships (NAC, CAIC)
- outreach video

-Leadership development
- important to help the board develop skills necessary to work effectively
- one way: time at each meeting to focus on developing leadership skills and intra- and inter- personal dynamics
- developing position descriptions

Board culture brainstorm - What culture do we want to develop and support amongst the AAA Board? - rewarding, professional, commitment, fun, enriching, effective, connected, efficient, dynamic, evolving, passionate, relevant, contributing - will refer back to this in future to continue to develop/support a Board environment that folks are psyched on and further clarify what these broad concepts look like in practice on the AAA Board.

Education
JM - Pro Training Program Update and Considerations
- hire 2 co-PTCs: Josh Hirshberg (guide, educator with AIARE, pro training workshop in A-Basin, former forecaster with CAIC) and John Fitzgerald (Teton Valley, guide, educator with AAI, former forecaster with CNFAIC, pro training workshop in Jackson). Working hourly for AAA as ind. contractors. Both understand that this is currently an interim position. Likely to be in place until at least fall. Ed. Comm. has concerns with any one individual (not specific to the current two interim) in this position for long-term. JH discusses. Ed. Comm. would like to see separation from any specific provider in the future, and objectivity. Ed. Comm. would like to see review of curriculum is neutral and confidential. JM - ways to mitigate concerns: JM followed up with both providers to hear concerns. Re-evaluating pro course reviewer quals. Brainstorming individuals who could be ind. reviewers. Actively working to find reviewers. Discussion re: AAI and AIARE reviews. JS - how long do we keep 2 interim co-PTCs? BR - maybe we have one trainer and one reviewer. No new needs between now and August meeting for GB on this.
Discussion re: reassessing JM’s time to supervise co-PTCs. Other things will need to be redelegated. JM will reassess.
Avalanche Awareness - guidelines? JH - diverse courses. Approval comes from Ed. Comm. first, then out to ACs for review. Deadline?

Publication
-$88,000 of AAA expenses are publications (about 37% of expenses).
-SWAG - prod. Costs $2900 more than expected. However, sold 1560 more than expected. E-book? Doug Krause looked into options. No numbers on costs yet.
-TAR - expenses are about $40,000. Revenues and subscriptions are 10% ($2900) less than expected. In-store sales? NS and JM - needs a more focused effort.
-The Snowy Torrents, 1996-2004 - E-book is out. BR focused on this since fall 2016. Production is $2400 less than expected, but not all bills included (including a $9xxx bill). BR - long, difficult, but incredibly rewarding process. CAIC should be acknowledged for their resources devoted to compensate BR.

-Next steps: Likely Knox’s last contribution to avalanche industry. Spencer Logan (lead author), BR (co-author), Emma (project manager/editing), and MacKenzie (graphics) began to work on Vol. 2. July 1 decision to determine if July 15. Goal to publish by fall. JM - given CAIC’s role, BR was great fit for his current position in Snowy Torrents. AAA has contract with BR and Emma for their work. CAIC compensates SL. BR - messaging and advertising for Snowy Torrents necessary (NS - strategy necessary).


Membership
Summary/Trends - JM - Membership has not grown as much over the past year. Overall, growth was about 6%. 1,383 members. Just over 800 pros., 282 affiliates, 217 subscribers. TAR gets distributed to 1438 recipients. 5% growth in pro members, 12% growth in affiliates, 1% for subscribers.

Proposal for graduated dues increases in coming years. Last year voted to increase Mem dues, but no concrete scale yet. Pro dues to increase to $60, affiliate to $50, sub to $35. This will take effect July 2017. JS - highlighting successes over past 3 years for AAA for Membership. JM - encourages us to reconsider dues rates at graduated steps based upon value we provide to members.

Does board want to focus energy on updating/clarifying membership levels and qualifications? This could potentially go along with Bylaw changes. Issues with current member levels were wordsmithing and clarification of qualifications. Wordsmithing “subscriber” level so that it could be more associated with member for more inclusion/buy-in. This will be put on warm burner. Corporate member category was put in website by NS. Continue working on general discussion and qualifications for later.

ST-members.

MF motions for SP (pro applicant who has a more involved in-depth review than typical) for Professional Member. JH seconded. 1 yes, 6 against (present), 1 abstain. Not approved due to insufficient number of days. EP will work with applicant on clarifying number of days to potentially re-apply in the future. ST will pursue with other reference about her into the future.
Pros to ratify:

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<th>Morales, Rodrigo</th>
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<tr>
<td>Fayer, Marcelo</td>
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<td>Braumberger, Douglas</td>
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<td>Burks, Nick</td>
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Collin Mitchell (via BR) - general sense that Rodrigo could document his days more accurately, and Marcelo is well qualified. Collin will work with Rodrigo to better document.

**MF motions to approve Marcelo, Douglas, and Nick. PM seconds motion. All in favor. None opposed.**

**Outreach**

Pro Development Workshop:
- requests from all SAWs. Total requested: $15,600. SE AK stated any amount. Every request granted. SE AK granted $750. Total: $15,850 granted. MF - MF coordinated workshop in spring. Went to SAC meeting in Nov. Tried to get SAC board to shift pro only workshop into the fall. CA Snow and Aval Workshop held in fall. MF encouraging them to merge into one workshop.

- Sawtooth - 600
- Gallatin - 1000
- Northern Rockies (Whitefish) - 1000
- Chugach - 1000
- SE AK - 750
- USAW - 1500
- CSAW - 3000
- SAC - 1000
- MSU SAW - 500
- WYSAW - 2000
- ESAW - 1000
- California AW - 1000
- NSAW - 1500

**Awards & Memorials**

**Memorials**

BR motions to approve Joe Zuiches and Johanna Carlsson for the Memorial List. PM seconds. All for.

None opposed.

**Awards**

**Kingery Award**
- Nominee X does good work, but not necessarily a "lion" of the industry like all previous recipients of this award. People who all have decades of significant achievement before being awarded this honor. Nominee X could be a strong candidate for the Kingery Award in the future, but typical is about 10-30 years of solid to spectacular work away.
The "nominators" are not diverse, all from same org. While org has done a lot of great things, many of them because of Nominee X, a Kingery Awardee should have broad support with citation signees from multiple segments of the industry.

Substantial discussion surrounding this nominee. The feeling and intent is his work is good, but not necessarily substantial or diverse enough yet. **JH makes motion to vote Nominee X for the Kingery Award. MF seconds. None in favor. 7 against. Not approved.** Discussion about revising and clarifying Kingery Award language.

Research
JH stepping down. Ned Bair is only formal app. Ed Adams said he would help if no other submissions. **MF motions to appoint NB as Research Chair. EP seconds. 7 for, 0 against. Motion passes.** JH is relieved of duties.

ISSW 2018
ISSW reached out for support as they put together sponsorship package. Level of sponsorship to be determined. JM to create travel budget for ED's role.

Next in-person meeting at CSAW in Breckenridge. CSAW is Friday, so AAA GB meeting will be Sat., October 7, 2017.

Request all Board members to donate to Tin Cup Challenge for fundraiser for AAA by June 21st. Matching grant of additional ~50% of funds raised through event/program. [www.tincupchallenge.org](http://www.tincupchallenge.org)

Avalanche Worker Safety update from Scott:
- AWS is now incorporated in Colorado and has 501(c)3 status
- The web-based database at [www.avalanchenearmiss.org](http://www.avalanchenearmiss.org) is currently password protected and is not accepting real near miss data. We did this while we continue to work with the NSAA to attempt to address their concerns with the project. Username:password is demo:avalanche
- With the exception of the NSAA, industry organizations we've met with generally support the near miss database project.
- We expect to formally launch the site this September before the "SAW's"

HM motions to adjourn meeting. PM seconds. 7 in favor. 0 opposed. Approved.