

**Lakeside Association Board of Directors
Meeting Minutes
February 16th, 2024
9:00 a.m. – 2:45 p.m. via Zoom**

The Lakeside Mission

To enrich the quality of life for all people, to foster traditional Christian values and nurture relationships through opportunities for renewal and growth...spiritual, intellectual, cultural, and physical...while preserving Lakeside's heritage.

Adopted 5/18/02

Call to Order 9:00

Opening Prayer – Karen Graham

MaryAnn Kelmer, LPOA President, introduced by Jane Anderson

Roll Call

Members Present:

Jane Anderson - Chair
Jane Marx – Vice-Chair
Rev. Rachel Miller – Secretary
Todd Fowler – Treasurer
Rev. Scott Low – East Ohio Conference Appointee
Kay Panovec – West Ohio Conference Appointee
Rev. Karen Graham – Lakeside United Methodist Church Representative
Paul Hubbard – Lakeside Chautauqua Foundation President
MaryAnn Kelmer – LPOA President
Elizabeth Erwin – LPOA Representative
Jack Allen
Greg Buehler excused 11:45 and returned 12:30
Jim Hackbarth
Cindy Mahl
Greg Moore
Gwen Nichols
Michael Peterson joined for afternoon session
Rev. Doug Winner
Charles Allen – President & CEO

Members absent:

Rob Huntington

Staff Present:



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Dawn Drew
Walter Himmelman, Focus CFO
Samuel Chelliah, V.P. of Finance

Approval of Agenda

Upon Motion duly made by Greg Moore and seconded by Doug Winner the Meeting Agenda was accepted with the following changes:

Under Action Items:

- Motion to adopt 2024-2025 Board Goals
- Motion to reapply for accreditation for Standards of Excellence
- Motion to elect 2024-2025 Association Board Officers
- Motion to confirm MaryAnn Kelmer, President of the LPOA, as ex officio member of the Association Board, with voting privileges
- Motion to elect Rachel Miller to second three-year term on the Association Board, with term beginning 4.1.2024
- Staff Present during Management Report:
Walter Himmelman, Focus CFO
Samuel Chelliah, V.P. of Finance

Approval of Minutes

Upon Motion duly made by Todd Fowler and seconded by Karen Graham the following minutes were approved.

10.25.2023 Special Board Meeting
11.10.2023 Quarterly Board Meeting
12.15.2023 Special Board Meeting
1.25.2024 Special Board Meeting

Consent Agenda

Upon Motion duly made by Doug Winner and seconded by Greg Buehler the Consent Agenda was adopted.

Lakeside Board of Directors Meeting Calendar Feb. 2024- Feb. 2025
Report of the Executive Committee
Report of the Finance Committee
Vote by Executive Committee to approve Employment Agreement for CEO
Land Management & Development Task Force Minutes
Religious Life Advisory Team Minutes and Contact Information
Action taken by MSC on Memorial Garden Labyrinth Project
Action taken by full Board on 12.20.2023 to approve gate fees

Chair Report – Jane Anderson

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Reviewed Association Board decision-making principles:

- Does this activity or transaction advance the mission of Lakeside?
- Is this decision in the best interest of the corporation, not just the best interest of an individual or constituent group?
- Is this decision based on the law, our bylaws, and adhering to our Mission and Vision?
- Is this decision based on sound financial management practices, ensuring prudent use of all assets?

Proposed 2024-2025 Board Goals to be voted on under action items:

1. Promote, preserve and support the mission of the Lakeside Association.
2. Support President/CEO Charles Allen and the Lakeside Management Team in completing the Strategic Priorities.
3. Lead with aligned conviction and positivity.
4. Communicate with intention and clarity.
5. Identify the strategic imperatives for the long-term sustainability of the Lakeside Association.

Management Report

Charles Allen, CEO, reported on Strategic Priorities progress. He provided a review of cash position, payroll update, West Shoreline, and Orchestra Hall (supply chain issues mean restrooms and stage will be completed in fall). Fred Seling was hired to oversee the streets and drainage project. Solar Eclipse and Walleye Festival at beginning of April along with Davis Besse shutdown has resulted in shortage of accommodations on the peninsula, resulting on increased reservations at Fountain Inn and Cottage Rentals.

Walter Himmelman, Focus CFO, discussed insurance renewals.

Samuel Chelliah, VP of Finance, shared the Objectives of the 2024-25 Budget.

Motion duly made by Todd Fowler and seconded by Greg Buehler to approve Lakeside Association 2024-2025 Budget. Motion carried.

Board Actions

Campground Expansion Project - Gwen Nichols shared an overview of the work conducted by LMDTF regarding the campground extension proposal and a discussion followed.

Motion made by Greg Moore and seconded by Cindy Mahl, to approve the Campground Expansion Project as presented by the LMDTF, including:

- The East side expansion targeted to begin at the end of 2024 season,
- Lakeside staff leadership to determine start of the West side expansion,

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- Funding to be provided from other LMDTF projects, such as Oak Street lot sales as an example, but funding is not limited to LMDTF projects,
- Approval is contingent upon final approvals by the Finance Committee and the Municipal Services Committee, the latter of which is already received.

Motion to approve Campground Expansion project carried.

Motion made by Jane Marx and seconded by Doug Winner to adopt 2024-2025 Annual Board Goals. Motion carried.

2024-2025 Association Board Goals

1. Promote, preserve and support the mission of the Lakeside Association.
2. Support President/CEO Charles Allen and the Lakeside Management Team in completing the Strategic Priorities.
3. Lead with aligned conviction and positivity.
4. Communicate with intention and clarity.
5. Identify the strategic imperatives for the long-term sustainability of the Lakeside Association.

Motion made by Jack Allen and seconded by Scott Low to elect Rachel Miller to a second 3-year term on the Lakeside Association Board of Directors, with the term beginning 4.1.2024.

Motion passed.

Motion made by Jack Allen and seconded by Kay Panovec to elect 2024-2025 Officers for a term of one year to begin 4.1.2024:

Jane Higgins Marx, Chair

Gwen Nichols, Vice-chair and Treasurer

Rachel Miller, Secretary

Motion carried.

Motion made by Gwen Nichols and seconded by Cindy Mahl to confirm MaryAnn Kelmer, President of the LPOA, as ex officio member of the Association Board, with voting privileges.

Motion carried.

Prior to electing new Foundation and Association Board members, the Board reviewed pledges all Association and Foundation Board members make annually:

1. To come prepared to discuss the issues and business to be addressed at scheduled meetings.
2. To work with and respect the opinions of my peers who serve this Board.

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3. To always act for the good of the organization.
4. To represent this organization in a positive and supportive manner.
5. To observe the parliamentary procedure and display courteous conduct at all meetings.
6. To refrain from intruding on administrative issues that are the responsibility of management.
7. To avoid conflict of interest between my position as a Board member and my personal life. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on such matters.
8. To support in a positive manner actions taken by the Board of Directors.
9. To participate in (1) strategic planning, (2) Board self-evaluation, (3) Board development workshops, seminars and other educational events that enhance my skill as a Board member.
10. To keep confidential information confidential.
11. To never exercise my authority as a Board member except when acting in a meeting with the full Board or as delegated by the Board.
12. To financially support Lakeside, on an annual basis, as I am able.

Vote to confirm Foundation Board members

Motion made by Paul Hubbard and seconded by Greg Buehler to confirm Linda Ruttencutter as a member of the Lakeside Chautauqua Foundation Board of Directors for a term of three years beginning 4.1.2024. Motion carried.

Motion made by Paul Hubbard and seconded by Cindy Mahl to confirm Doug Talbott as a member of the Lakeside Chautauqua Foundation Board of Directors for a term of three years beginning 4.1.2024. Motion carried.

Motion made by Paul Hubbard and seconded by Gwen Nichols to confirm Dwight King as a member of the Lakeside Chautauqua Foundation Board of Directors for a term of three years beginning 4.1.2024. Motion carried.

Motion made by Paul Hubbard and seconded by Jim Hackbarth to confirm Bill Drackett as a member of the Lakeside Chautauqua Foundation Board of Directors for a term of three years beginning 4.1.2024.

Motion made by Jack Allen and seconded by Jane Marx to move into Executive Session at 10:55 a.m. Motion carried. Dawn Drew was dismissed.

The Board held discussion of a sensitive and confidential issue.

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Motion made by Jane Marx and seconded by MaryAnn Kelmer to exit Executive Session at 12:04 p.m. Motion carried.

Motion to confirm Bill Drackett as a member of the Lakeside Chautauqua Foundation Board of Directors for a term of three years beginning 4.1.2024 denied.

Rev. Doug Winner closed the morning session in prayer.

Lunch break until 12:37 p.m., after which Dawn Drew re-entered the meeting.

Jack Allen discussed the Board nominations process, with 18 candidates submitting applications this year. Motion made by Jack Allen and seconded by Cindy Mahl to elect Doug Adams, Steven Brunot, Catherine Edwards, and Larry Kisabeth to the Lakeside Association Board, with terms beginning 4.1.2024.

Motion made by Todd Fowler and seconded by Jack Allen to approve the First Amended Charter for the Lakeside Association Board of Directors Streets & Drainage Advisory Task Force, approved for presentation to the Corporation by the Municipal Services Committee for approval at the February 16, 2024, Board of Directors Meeting. Motion carried.

Motion made by Paul Hubbard and seconded by Mike Peterson to approve the Gift Acceptance Policy of The Lakeside Association and Lakeside Chautauqua Foundation, adopted by the Lakeside Chautauqua Foundation on January 26, 2024. Motion carried.

Motion made by Jack Allen and seconded by Doug Winner to approve the Lakeside President/CEO Compensation Policy recommended by the Governance Committee to be adopted by the full Board on 2.16.2024. Motion passed.

Motion made by Greg Buehler and seconded by Mike Peterson to approve that The Lakeside Association Board of Directors and staff should proceed with the recertification process for the Nonprofit Standards for Excellence and begin preparation for the peer review process. Documentation supporting the 67 standards will be collected and compiled for the application and peer review process from departments, committees, and board leadership.
Motion carried.

Reports of Standing Committees

Executive – no report

Finance – no report

Governance – discussed some policies and issues that the committee is exploring, including a policy regarding reciprocal expectations of the LPOA and the Association

Municipal Services – reviewing Oak Ave lot sale, ensuring it adheres to Sale of Surplus Property Policy. Possible technical changes to the Rules are being reviewed.

Audit – recommending RFPs be sent to audit firms next year. Awaiting engagement letter from current auditors, Barnes Wendling.

HP-DRB - nothing to report.

LPOA – nothing to report.

New Business

Recognition of retiring Board members: Jane Anderson, Greg Buehler, Todd Fowler and Rev. Doug Winner.

Executive Session

Upon motion duly made by Greg Buehler and seconded by Kay Panovec the Board moved into Executive Session with Staff at 1:42 p.m. Motion carried.

A confidential personnel matter was discussed.

Upon motion duly made by Jack Allen and seconded by Cindy Mahl the Board exited Executive Session with Staff at 1:55 p.m. Motion carried.

Upon motion duly made by Jack Allen and seconded by Greg Moore the Board moved into Executive Session without Staff at 1:55 p.m. Motion carried.

Motion made by Doug Winner and seconded by Mike Peterson to approve the minutes of the 10.25.2023, 11.10.2023, 12.15.2023, and 1.25.2024 Board Meeting Executive Sessions. Motion carried.

A confidential personnel matter was discussed.

Upon motion duly made by Greg Moore and seconded by Gwen Nichols, the Board exited Executive Session without Staff at 2.40 p.m. Motion carried.

Closing Prayer – Rev. Scott Low

Adjournment

Motion made by Kay Panovec and seconded by Mike Peterson to adjourn the meeting at 2:49 p.m.

Minutes submitted by
Rachel B. Miller



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Board Secretary

With assistance from Dawn Drew, Executive Assistant

Next meeting: May 17, Drackett Hall