



**January 14, 2019**  
**Camels Hump Nordic Skiers Association**  
**Meeting Minutes**

**6:15 pm, Brewster-Pierce School**  
(meetings are now 2<sup>nd</sup> Monday of each month)

**Summary of Actions Agreed:**

- ❖ **Mark W. to draft message to Listserve and Facebook communicating status of ski center and that draft agreement will be sent to Nils Smith**
- ❖ **Board members will have final comments/suggested revisions to draft agreement to Dave by 8:00 pm, January 16th; Dave to then send draft agreement to Nils as “our offer”**

**Past Actions Status:**

- ❖ **Barrett volunteered to look at generating a new strategic plan. No report.**
- ❖ **Snowmobile and trailer repair status. No report.**
- ❖ **Ray to have us join Ski Vermont. Reported at annual meeting that we have joined but were not in time to be part of the reciprocal program this year.**
- ❖ **Jim to design membership letter including a Card, so the Ski Vermont reciprocal program can be implemented. Done, Mark to print 160. No report on printing.**
- ❖ **Mark W to look into getting a solar charger to keep the heater battery charged, and a cosmetic cover for the battery and inverter. To be done by first week of December. Delayed by situation with Nils Smith. No update.**
- ❖ **Ray to build new sign kiosk for Nil Smith Hut and Lot area. Needs 4' holes for uprights. Ray to arrange with Nils. Some materials on hand. Delayed by situation with Nils Smith. No update.**

+++++

**Attendees:**

Dave Brautigam, President	Mark Wisniowski, Vice President
Barrett Grimm, Secretary	Jeff Price, Director
Jane Oliver, Director	

**Absent:**

Ray Mainer, Treasurer



**Guests:** John Hadden, Rebecca Ryan, Jeannette Segale, David Berg, Ernie Palola, Dori Barton, Aaron Worthley, Brett Lindemuth, Marijke Smith, Mark Smith, Paula Kelley, Casey Gianfagna, Chris Norris

Dave B called meeting to order at 6:18 pm.

**Approve minutes:** November minutes approved at December annual meeting. Annual meeting minutes to be acted on at next annual meeting.

**Treasurers report:** No report.

**Entire meeting dedicated to Nils Smith compensation proposal:**

- Dave B. began with an opening statement regarding his personal history with CHNSA and his feelings regarding the current situation. He then announced a 45 minute public comment/question session to be moderated by Director Emeritus, John Hadden.
- Dave began by outlining what he considers to be the issues involved
  - o terms of land use
  - o parking lot
  - o co-ordination of Nils Smith services and compensation including grooming, plowing, and construction
  - o easement language
- Dave related what he described as a heartfelt communication with Nils today. Dave feels that CHNSA is a community and no-one should be more included in that community than Nils. He then shared some reminiscences of Nils as a child. Says today's communication makes him feel trust can be re-established. Dave also shared that there are different visions on the direction of the ski center. A show of hands by those present revealed unanimous support for a mix of backcountry and consistently groomed trails.
- Marijke thanked Brett for his help in communicating and bringing people together
- Jeannette opened by saying that we all love Camels Hump Nordic and then proposed dissolving the non-profit and replacing it with a for-profit entity that would reserve funds for operating expenses but would then turn all other funds over to Nils Smith/Little Mule and the rest, including grooming, would be up to him. Barrett asked how the landowners present would feel about that. Mark Smith commented that a lot of effort has gone into a contract and that many issues had been dealt with but there were a couple of sticking points involving easements, ownership, and timing, which he feels are secondary issues. Mark S. feels that the issue of contention is one of collegiality and working



towards the common good. He thinks that Nils is coming around and that he (Nils) regrets some of his recent actions. Doesn't want to throw away something that has taken years to create. Mark W. asked Mark S. what in particular he fears from Jeannette's proposal. Mark S. replied that he likes non-profits and feels the mission of community is important. Jeannette responded that she appreciates community but the amount of work that goes into grants is not worth it as it just leads to more requests from Nils for additional reimbursement, citing the warming hut as an example. Dave shared some of the history of the hut and the donated materials.

- Brett noted that he lives on the ski center and that he wishes to renew his board membership. He reminded people that it's not just members of the "core" landowners but all landowners' concerns should be considered. In response to Mark Smith's comment, Brett also emphasized that "ownership" is not on the table.
- Jeff noted that in the public was surveyed in 2017 regarding the vision for the ski center, and that the potential contract comes as a surprise to the community. Feels if we were to go to a for-profit model, landowners might not go along because it's no longer "community."
- John H. noted that the ski center was re-organized as a club originally and that the decision to go non-profit was made to get grants which have been beneficial.
- Mark S. thinks the contract broke down over a failure to communicate over payments but has established a good set of ground rules and thinks they need refining. He believes in clear rules of the road and believes in compassion in an organization.
- Jeff noted one of the things that needs to be accepted is that there is no ownership.
- John reflected that we've always existed at the grace of landowners and the current situation changes that dynamic.
- Brett said that Nils has repeatedly done work for which he was not contracted and, therefore, not paid and should be compensated somehow. Jeff noted historical difficulties in ironing out agreements with Nils citing the grooming contract.
- Chris Norris said, as a landowner, he would like more information and asked what is available. Dave replied he would like to keep it confidential. Jeff noted he feels the contract is more about how things are compensated than assigning projects. In response to Chris's question, Dave said that sometimes landowners have contributed to trail construction but for the most part CHNSA has footed the bill. Maintenance is generally limited to mowing and brushing, and landowners are re-upped annually. Jeff said we generally work with landowners to assign priorities, and how to accomplish that is not envisioned changing.



- Aaron Worthley said he likes the non-profit and having a board answerable to its members. He feels some of the issues with grants isn't about the grants but other factors.
- Rebecca Ryan pointed out that all projects should be put out to bid. Jeff noted that the budget is tight but we do what we can with what's at hand.
- Chris asked for clarification regarding whether construction would come from the potential 40% assigned to Nils. Dave (and others) tried to explain the 'basis' concept in brief without indulging too much.
- Brett feels we should "turn Nils loose" with his 40%. Barrett pointed out that that creates an inurement issue. Brett replies inurement already exists and Jeannette noted that's what her proposal addresses.
- Mark S. reiterated his point regarding ground rules.
- Brett noted that a lack of participation from Nils would shrink the ski center but it would continue.

**At 8:20 pm, the Board members present then entered executive session to discuss the potential agreement with Nils Smith. Actionable items arising from that session are as follows:**

- Barrett moved and Dave seconded that Mark W. draft a message to the Listserve and Facebook communicating that the draft agreement will be sent to Nils this week to go out after Dave has communicated to Nils that the message will be going out. Passed unanimously
- Barrett moved and Jeff seconded that by Wednesday (January 16) at 8:00 pm, Board members send any last minute revisions to agreement to Dave at which point Dave will share the draft agreement with Nils as "our offer," with the caveat that the agreement will be sent to membership and landowners for review before final approval.
- Jeff moved and Mark W. seconded that minutes always be sent to Listserve and posted on website.

**Meeting adjourned at 9:25 pm**

**Next scheduled meeting is Monday, February 11, 2019**