

## 1. CALL TO ORDER

The meeting was called to order at 9:00 A.m. by President Andy Baker

## 2. ROLL CALL

Members present were Andy Baker, Mike Jonrowe, Mike Owens, Danny Seybert, Stan Foo, Aaron Burmeister, Wade Marris, John Handeland, Rick Swenson

**Others Present:** Stan Hooley, (CEO), Chas St. George (COO), Mark Nordman, (Race Director/Marshall), Don Patterson, (Director of Finance), Stu Nelson (Chief Race Vet), Camila Porsil, Joar Ulsom, Scott Janssen, Tegan Hanlon, John Thompson, Rick Casillo, Jeff Deter,

A quorum was established

## 3. Public Comment Period –

**4. Approval of Agenda –** *John Handeland moved to approve agenda, Mike Owens seconds. Handeland requested an addition to the agenda to address each member's conflict of interest status at this and all other board meetings. Board approves amended request unanimously.*

### 4.1 Conflict of Interest Statement Status:

Andy Baker - Statement is current

Danny Seybert – Statement is current

Mike Jonrowe – Statement amended to include consultation with GCI

Aaron Burmeister – Statement is current

John Handeland – Statement is current

Wade Marris – Statement is current

Mike Owens – Statement is current

Rick Swenson – Statement is current

**5. Adoption of Minutes –** *Danny Seybert moved to accept the below meeting minutes. Wade Marris seconds. Motion passes unanimously.*

**5.1.** February 09, 2018 General Meeting

**5.2.** March 08, 2018 Special Session

**5.3.** March 09, 2018 Special Session

## 6. President's Report - Andy Baker

- Great race. Spent time with sponsors at McGrath. Great to see the new sponsors who also attended the trip to McGrath.

**7. CEO & Staff Reports –** Stan Hooley congratulates Joar Ulsom on his championship and thanked him for his appearance at the Sportsman Show.

**7.1 COO Report –** Submitted Report - Updated on Dog Lot surveillance.

**7.2 Race Director/Race Marshall Report –** Submitted report – Responded to query regarding increase in dog drop costs.

**7.3 Chief Veterinarian Report** – Submitted report – Responded to drop dog tracking program performance. 1059 dogs started the race, and 347 were dropped (32.8%) Dr. Nelson explained the reasoning for his recommendation regarding 14 dogs to start the race. That recommendation will be brought up with the rules committee.

**7.4 Finance Director Report** – Don Patterson – No questions from the BOD

**7.5 Education Director Report** – No questions from the BOD

## **8. Committee Reports -**

**8.1 Bylaws Committee** – Bylaws Committee Chair, Mike Jonrowe referenced with requests made in the McMillian Report specific to IOFC position and conflicts of interest with existing board members.

**8.2 Nominating Committee** – Andy Baker - Committee has not met yet. Wilson Hughes, Joe Everhart, and possibly Stan Foo will make up the nominating committee. Stan Foo accepted the position at the meeting.

**8.3 Kennel Standards Committee - (Mike Jonrowe/Andy Baker)** The kennel Standards committee met on April 4. They are recommending the Mush with Pride guidelines as a template. The committee has additional recommendations that will go before the Rules Committee later this month.

**8.4 Rules Committee** – (Zack Steer) Rules Committee will be meeting on April 26 to discuss recommendations to move forward to the Board for deliberation at their next meeting. The meeting will be open to the public.

**9. IOFC Report** – (Wade Marrs) Addressed the issue with the foot salve with Stu Nelson. Addressed the issue of straw. Mark Nordman stated there would be a bale of straw for each team in each checkpoint in 2019. Recommending Southern Route run in 2019 and Northern Route in 2020. Recommendations for remote checkpoints will go to the Rules Committee. Recommending Board build in more specific wording on Rule 39.

**Motion to move into Executive Session** – *Board went in to executive session at 11 am to discuss the following: A self-perpetuating board, IOFC director position, board conflicts of interest, and composition of the board of directors.*

### **Executive Session ends at 2:40 pm –**

*The ITC board of directors approved the following highlighted changes specific to A self-perpetuating board, IOFC director position, board conflicts of interest, and composition of the board of directors.*

5.1. Board of Directors. The Corporation shall be governed by a Board of Directors which shall have and exercise all the power and authority granted by law. **The Board of Directors shall consist of a total of ten (10) Directors, one of which is designated as the ex-officio, non-voting IOFC Director described in Section 5.2 of these Bylaws, and the remaining nine (9) of which shall be elected by the Board of Directors.** The Board of Directors honors and recognizes the historic importance of the role Joe Redington, Sr., the "Father" of the Iditarod, played prior to his death.

5.2 IOFC Director. The Iditarod Official Finishers Club ("IOFC") shall provide the name of one of its members to the Board of Directors at least thirty (30) days prior to the expiration of the term of the person currently serving in this capacity on the Board of Directors or not more than thirty (30) days after the resignation, death or removal of the person then serving in this position. If the IOFC Director is unable for any reason to complete a three (3) year term, it is the responsibility of the IOFC to provide the Board of Directors with the name of the person selected to fill the unexpired term of the IOFC Director. The IOFC Director shall be advisory only, shall not have the right to vote on any matter coming before the Board of Directors and shall not be counted for quorum purposes.

5.3 Director Conflicts of Interest. All ten (10) Directors owe a duty of loyalty to the ITC, which includes a duty to advance the ITC's legitimate interests when the opportunity to do so arises and the obligation to comply with the Corporation's Statement of Principles on Ethical Behavior and Conflict of Interest policy. Accordingly, a Director may not use his or her position, or the ITC's name, property, information or good will, for personal gain or for the gain of a family member (as such term is defined by the Internal Revenue Service from time to time) or entity in which such Director has a legal or financial interest. Each Director is further prohibited from taking advantage, at any time, of an opportunity that is discovered while a Director is serving on the Board of Directors. A Director may not be the legal owner or have a financial interest in [any dog][more than\_ dogs] that will run in the next race. [Except for the IOFC Director,] a Director may not participate as a musher in a race sponsored by the Corporation or be a family member of a musher who has paid an entry fee to run in the next race.

5.5 Composition of the Board of Directors. The Board of Directors will seek out qualified candidates in various professional fields. Professional fields will emphasize legal, accounting, public relations, governmental and other needs as determined by the Board of Directors. When considering candidates of equal talent for a Director's seat, diversity in the makeup of the Board of Directors will be the deciding factor. The Board of Directors shall endeavor to ensure at all times that at least one Director is a resident of the City of Nome.

*The ITC board of directors also moved that the board secretary and CEO ensure that the Bylaws be reviewed and updated to reflect the above highlighted changes by legal counsel.*

**12. Adjournment:** *The meeting was adjourned at 2:45 P.M.*