

Special Board of Directors Meeting Minutes

Tuesday, March 2nd, 2021

The meeting was opened at 6:04 PM on Zoom by Kathy Winger, Council President. A quorum was present

Attendance:

Executive Board members attending: Sam Alboy, Robert Bernheim, Frank Bouchard, Becky Chambers, Jack Clements, Joyce Contrades, Roger Dahlgren, Joe Daniszewski, Jean DiMaria, Todd Jaeger, Jonathan Lang, Tom Lowell, John Mead, William Mills, Terry Newman, Steve Odenkirk, Ryan Owens, Don Riegger Jr, Bob Sommerfeld, Joe Winfield, Kathy Winger and Frank Youdelman

Excused: Bill Dickinson, Lou Salute

Guest: Fred Petersen

Staff: Jeff Hotchkiss, Tracey Smalling

Kathy Winger welcomed everyone, explained our reason for a special meeting and reminded all of the confidentiality required as signers of the JDA with the Local Council Ad Hoc Committee.

I. **Special Election of new Board of Director members** for this conversation. President Winger explained the need to elect our new members tonight, before the Annual Meeting, to have them be able to participate in this discussion. Riegger moved, Tarleton seconded that the following listed members be elected to the Board of Directors. **Approved.**

- Todd Jaeger
- Dave Gibeault
- Joseph Winfield

II. **National Bankruptcy background** – SE Hotchkiss shared a brief PowerPoint that walked through the following:

- A brief history of our involvement with this National bankruptcy
- What a “No Settlement” scenario could look like
- Reasons to move forward and agree with the Ad Hoc proposal.

III. Resolution to Approve:

The Catalina Council agrees in principle that we would contribute to a global settlement using the revised allocation formula as suggested by the Ad Hoc Committee of Local Councils of \$784,590. This is not a formal commitment to settlement. That will only be voted on when a global agreement is reached with the tort plaintiffs and the National Council.

Youdelman moved, Newman seconded. Discussion followed noting (from the PowerPoint) the bleak situation the Council will be in if we do not reach a global settlement. Bankruptcy Attorney Petersen agreed that the risk and cost of no settlement was much higher than this proposal. Legal Counsel Bernheim reminded the board that this was a step toward resolution, that this financial figure could go up and that we do not yet know what the payment details maybe. Treasurer Riegger confirmed the Ad Hoc calculations to our balance sheet, this would be thirty percent of our liquid assets or less than one half of our unrestricted endowment. The question was called. **Approved**

Council Commissioner & Chief Morale Officer Jonathan Lang reminded all of us that these claims compared to the 110 million boys who have gone through Scouting represent less than .1%. 99.9% have had a great experience with Scouting.

Kathy Winger adjourned the meeting at 7PM thanking all for their continued help and guidance for our Council.

Our next meeting March 16th, 2021 at 6 PM in conjunction with our Annual Business meeting via Zoom

Kathleen D. Winger
Council President

[Signature]
Secretary
3/14/21