

**Meeting of Board Members with Alpine and Nordic Steering Committee Members**  
**April 27, 2022 @ 7:00 pm**  
**Zoom Meeting**

**Present:**

**BOARD MEMBERS:**

Mike McManus, OISRA President  
Eric Martin, OISRA Vice-President  
Laura Gentry, OISRA Board Member (Alpine Liaison)  
Ryan Rooper, OISRA Treasurer  
John Collins, OISRA Board Member (Nordic Liaison)

**NORDIC STEERING COMMITTEE MEMBERS:**

Eric Martin, Nordic Director  
Pete Reinhardt, Assistant Nordic Director  
Gene Hyde, Nordic Commissioner  
Sarah Swaney, Nordic Southern League Rep  
J D Downing, Nordic Northern League Rep

**ALPINE STEERING COMMITTEE MEMBERS:**

Gary King, Alpine Director  
Jesse Scroggins, Assistant Alpine Director  
Todd McNabb, Alpine Commissioner  
Cedric Bousquet, Alpine Metro League Rep  
Dane Klindt, Alpine Mt. Hood League Rep  
Matt Galli, Alpine Southern League Rep  
Spencer Raymond, Alpine Three Rivers League Rep  
Scott Pohlschneider, Alpine Emerald League Rep

**OTHER:**

Dave Munson, OISRA Executive Director  
Nora Semonsen, Administrative Officer  
Jinny Martin, Board Secretary

**Purpose of Meeting:** Discuss the Board's recommendation for splitting the OISRA organization into two separate entities.

In preparation for the meeting, the documents in the Appendices were sent to all.

Dave Munson, the OISRA Executive Director, reviewed the reasons for calling the meeting: to get the members of the Steering Committees of both Divisions together for discussion, because they will be representing these ideas to their member coaches.

**Questions that were addressed:**

- 1) Are Jinny, Dave, and Nora going to be available to help through a transition? Yes, all three are committed to helping the transition go as smoothly as possible and will be available to train others.
- 2) Will each separate entity for Alpine and Nordic need to have a legal structure that includes oversight for the League operations? Yes. Getting adequate insurance and being able to run money for the state meet through such a legal structure are two reasons to have it.

- 3) Will either of the new entities for Alpine or Nordic be able to use the OISRA Bylaws as they are currently written? No. Each new entity will need to have legal advice on how to write new Bylaws that fit their new organizational structures.
- Nordic can use the structure of an Association, similar to the current OISRA structure, but the Nordic Steering Committee would become the Board of Directors, effectively dropping one layer of administrative oversight.
  - Alpine might want to use the structure of a Federation. The Alpine Leagues could become members of a Federation, which is recognized as a central governing authority that is given power over the things the Leagues would want the Federation to make rules for, such as the rules governing the state meet. Leagues, as separate legal entities, would become members of the Federation. The Federation would take on the role of the current Alpine Steering Committee, effectively dropping the layer of oversight of the current Board of Directors.
- 4) Will Alpine and Nordic each have a need for an Executive Director of some sort? Most likely. It is helpful to have a point person for administrative issues. In the future, finding new people to be Executive Directors of each separate entity will be easier than finding an Executive Director who handles the workload of both parties.
- 5) What are the assets of the OISRA organization?
- The separate bank accounts of the Alpine Division and the Nordic Division were not considered, though they technically are assets of OISRA.
  - The race equipment and supplies owned by separate Nordic leagues and the Nordic Division were not considered, though they are technically assets of OISRA.
  - The website was acknowledged but not given a value.
  - There was a suggestion to assign a value to the entity of the OISRA name and organization, so that this numeric value could be used when distributing assets
  - The “mother” bank account for OISRA has approx. \$34,000.00.

**Questions left unanswered:**

- 1) Which group should keep using the OISRA name?
- a. Nordic President said he is the only Nordic coach with a strong attachment to the name. He was an OISRA Alpine racer in high school. He has been an OISRA Nordic coach for 21 years and advocated staying in OISRA as a Nordic coach when a break-away group of coaches chose to leave OISRA in the past. He has not talked to all the Nordic coaches yet, but the ones he has talked to are in favor of the split, and they are OK with not using the OISRA name.
  - b. Several Alpine coaches wanted to keep using the OISRA name. The only problem is that the name currently includes the word “Association,” and their organizational structure might end up being a Federation rather than an Association. Will need an attorney to help figure out the details of the structure that will work best for them. Can they retain the name? Can they keep the acronym and change the words to something different, such as Oregon Interscholastic Ski Racing Alpine, for example?
  - c. The Alpine group will be the ones who decide which entity will use the OISRA name.

- 2) What kinds of insurance should each group get?
  - a. Currently each Alpine league has its own liability insurance. Some leagues also have D&O insurance.
  - b. Currently the OISRA has D&O, cyber, Nordic general liability, and operational insurance (necessary because Alpine leagues have a business relationship with OISRA as a service provider)
  - c. Alpine needs to talk to an insurance agent to discuss multiple options.
  - d. Nordic would keep the same insurance coverage now being purchased for OISRA, except would not be getting the operational insurance.
- 3) What is the proper legal process for splitting the two groups? Eventually, member coaches will need to vote on any change to the organizational structure. Do not know if all member coaches will need to vote or only member coaches in one division. The Steering Committees can meet separately and get back to the Board with their ideas about what they want the restructuring to look like; and the Board, with the help of an attorney, can create a proposal that coaches will vote on.
  - Alpine Steering Committee will meet on Wednesday, May 5<sup>th</sup> @ 7:00 pm by Zoom.
  - Nordic Steering Committee will meet on Thursday, May 6<sup>th</sup> @ 7:00 pm by Zoom.

**Information requested:**

- 1) To understand how this restructuring will reduce workload, would like to know which tasks would disappear when there is no longer an OISRA Board; and which tasks would still need to be done by officers or staff in each group once the groups are separate.
- 2) To plan for how to get administrative jobs done in a newly structured entity, would like to know how the current administrative job duties are assigned, so people can decide how to reassign these duties.

Respectfully submitted,

Jinny Martin  
OISRA Board Secretary

**Appendix A**

**Factors Affecting Current OISRA Organization (Dave Munson, April 2022)**

In my Emerging Activity Vote Recap communication, I expressed a need to reassess who OISRA is and our future. I realize that an examination of certain aspects of OISRA would now be helpful as a foundation to proceed with our next steps. I believe there are four significant factors that have shaped OISRA into its present-day structure and have greatly complicated the way it operates. You may be well aware of these factors but may not be aware how they affect our present situation.

**Oregon State Board of Education action in 2012:** When the Oregon State Board of Education stopped vetting providers of high school interscholastic extra-curricular activities, school relationships changed on a school district basis. Although a few Alpine teams have continued to be fully supported, school-

sanctioned activities, the majority of the Alpine teams are now club teams with little or no school support. No Nordic teams are fully school-supported activities; some are club teams, but many have completely lost their school relationships and had to form as community teams. OISRA changed its basic structure and added complex policies to accommodate this full range of relationships with schools.

**Loss of organizational insurance for the Alpine Leagues in 2019.** As all are aware, Alpine Leagues had to procure individual league insurance to save the Alpine season. Currently, the Alpine Leagues are five independent business entities. None of these entities use the OISRA name to avoid the damaged insurance recognition. The Alpine Leagues relationship with the parent OISRA is now a business arrangement requiring a contract for services provided.

What may not be well known is that the Nordic Division still operates the same as before this event, including their use of the OISRA 501(c)3 status and tax ID. OISRA procures Nordic insurance in addition to organizational coverage for General Liability, Directors and Officers, Cyber and a new Operational insurance, which is now required due to the service provider relationship with the Alpine Leagues.

The net result is that OISRA is now structured as a hybrid business model; half association and half federation. This is no small matter. An association is defined as an organization or grouping of people for a common purpose or cause. A federation can be broadly defined as large body of groups or entities that have acknowledged a central authority governing them but still have the power to exercise control over their own groups. Thus, the Executive Board and the Nordic Division operates as the original association, while the Executive Board and the Alpine Division is structured more like a federation. While the creation of this hybrid business model was needed to keep Alpine operating, it has left OISRA structured in a manner that no lawyer would ever recommend. It is very complex and there is governance legal work that is actually still needed on the Alpine side to acknowledge this structure. Administratively, this new reality has also created numerous challenges and added workload in governance.

**Recognition that our administrative workload is outstripping our resources:** In a document titled "Organizational Crossroad Assessment," I identified the organization's awareness that we need help with our administrative workload, which is borne by a few; and some had expressed a desire to reduce their commitment in the near future. It was understood that the OISRA executive and administrative support would be difficult to replace and replicate for numerous reasons. In that same document, I advocated for applying for OSAA's new Emerging Activity program as a step that could lead to transferring a portion of administrative workload, governance, and responsibilities to the OSAA and the schools. Additionally, insurance issues could be resolved and hopefully school relationships could be restored. Recognizing these potential benefits, the Executive Board approved submittal of application to OSAA in the Fall of 2021.

**OSAA denies ski racing as an OSAA Activity in April 2022:** The recent reality that OISRA will not become an OSAA activity leaves us with the same problems we had prior to applying to OSAA. However, the whole application process has served as a wakeup call to notice how some of our policies and organizational structure may be contributing to our problems.

Although OISRA chose to mimic many OSAA policies for very valid reasons in the past, it became obvious that those policies were not factors for how the OSAA Delegate Assembly evaluated ski racing. Additionally, we learned those policies do not affect school relationships with ski teams. OSAA student

eligibility and coach training policies, for example, are not uniformly required of club/community teams; and where they are required, the school chooses which policies they require for clubs and the school enforces those policies for their internal reasons.

The process of visualizing how ski racing would be governed if OSAA took over the role of OISRA's Executive Board made us question if this layer of administration in OISRA is necessary. The structure of our organization adds complexities that are time-consuming and often seemingly redundant. The legal structure dictates that the Board is accountable for, and must have oversight over, the operations of both Divisions.

**In summary:**

- The variety of school relationships and the associated expectations is not conducive or effective to govern at a high level.
- The Alpine and Nordic Divisions are structured and operating very differently as well as their relationship to the Executive Board. This is a legal challenge and creates added risk, administrative complexities, and work.
- Numerous policies now appear to be unnecessary and are a burden to the membership and the administration.
- Administrative workload needs to be reduced and the other factors are all contributing to the problem.

Obviously, there is far more complexity to each of these factors than what is presented here but understanding their impacts on our present-day situation is what is needed. Considering the scope of our activities, present-day OISRA is defeating itself by having complex operational processes that are unmanageable.

In consideration of the body of challenges facing the OISRA organization, a major re-structuring should be considered. Separating the Alpine and Nordic Divisions into independent self-governing organizations can facilitate opportunities to address these deficiencies. It corrects the hybrid organization problem and allows each division to operate in the manner best suited for them. It places decision making closer to those impacted and disperses workload. Each group can make the needed policy changes that works best for their leagues and teams. This major change will allow the new organizations to be far more efficient in the primary objective of keeping the kids skiing.

**Appendix B**

Summary of OISRA Board meeting April 11, 2022

Dave and Jinny reviewed the OSAA denial of OISRA's application for acceptance of skiing as an Emerging Activity under OSAA. While we were being encouraged by the Executive Director of the OSAA and the AD's to submit this application, we did not know that the actual OSAA Delegate Assembly, composed of school district superintendents and principals, would take an absolutely negative and critical view of our application and turn it down so quickly and decisively. There appears to be no way to reapply that would change this outcome.

Our Board discussion turned to “What do we do now?” We concluded that the current status of OISRA does not allow us to return to “business as usual.” In a document titled “Factors Affecting Current OISRA Organization,” the Executive Director has offered a historical, logical progression of events that fleshes out the factors that have shaped our present structure. Reading his document prior to reading the following suggestions from the Board can help you understand why the Board is considering a major re-structuring.

The Board agreed to present to the Divisions several possible pathways for forming two separate entities. We will need legal advice on how to reshape our organization in any of these ways:

- 1) One of the two divisions could continue to operate as OISRA
  - a. If the Alpine division voted to withdraw from OISRA and form their own organization, Nordic could continue to operate under the OISRA name. At this time Nordic is not a separate entity. Remaining under the OISRA parent would allow Nordic to avoid registering a new 501 (c) 3 entity and the Nordic Leagues’ equipment would remain under this ownership. Alpine already has several independent entities (for each league) making it fairly easy for Alpine to form a new entity. Preliminary research suggests a Federation structure.
  - b. Nordic could withdraw from OISRA. Alpine could operate under the OISRA name. Nordic would need to form a new entity and transfer ownership of equipment;
- 2) Both divisions could withdraw and shut down OISRA.

The OISRA Board believes that pathway #1 would be beneficial to both divisions and would involve the least work to reorganize. The OISRA Board that exists now would no longer be needed. In both cases, each division would need to figure out how to handle administrative tasks that are currently being handled by the OISRA Board. The Alpine Division Steering Committee would take over sole leadership of governing Alpine skiing, and the Nordic Steering Committee would take over sole leadership of governing Nordic skiing.

Considering the Board’s suggestions, at this juncture, the decisions about how to move forward must be made by the Nordic and Alpine Division Steering Committees – not by the Board. The Board’s authority extends ONLY to offering suggestions.

Some Board discussion points about the freedoms and responsibilities for the new, separate governing bodies were:

- They will each decide a unique set of policies for themselves
  - Their policies must meet federal and state laws. They will need to understand which state laws apply only to public schools, which federal laws apply only to intra-state organizations.
  - New policies do not have to mimic OSAA policies for coaches’ training and student eligibility.

The process of applying to OSAA clearly demonstrated that OISRA policies that mimicked OSAA policies were not a factor for how OSAA Delegate Assembly evaluated ski racing. Additionally, this process clarified that OISRA policies do not affect school relationships with teams.

- They will each decide what type of organization works best for them: an association or a Federation. What are the pros and cons for each?
- They will each generate the income for their needs, likely by assessing dues as is currently done by OISRA.
- They will each assess the skills and abilities they need for their new governing bodies
  - Legal advice
  - Registration and other administrative tasks (Paying an administrative person worked well for OISRA)
  - Treasurer will additionally be handling financial reporting to the IRS
  - Website maintenance
  - Communicating with insurance providers

In summary, this will require some up-front reorganization work during the summer, but the result can be streamlined and efficient organizations for both Alpine and Nordic high school skiing in Oregon. Each division gets to run their own ships. They just have to agree on how to move forward toward those goals.

All of that said, a lot of decisions must be made in a relative short period of time. We need input, feedback and votes from Steering Committees and coaches. We look forward to the discussion on 4/27/22.