

DATE: 2/1/25

TO: BOARD OF DIRECTORS

FROM: SUCCESSION PLANNING WORKING GROUP

RE: SUCCESSION PLANNING

Last summer, the KFI Board of Directors established a working group to begin to identify potential future Directors and officers (especially the President's position). The working group is comprised of: Kim Kilkenny, Chris Baye, Joyce Cameron, Jeanne Turk, Macaire Kilkenny Eileen Trentini, and Anne Kilkenny (Alaska). The group met on January 11, 2024.

The KFI Board of Directors is currently composed of:

Branch	Member	Elected	Office
Anthony*	Kim John Kilkenny (<i>John L.</i>)	2024	President
Herbert L.	Chris Baye	2022	Vice President
Tobias D.	Carolyn Cadlioni	2022	Director
John L.	Katie Kilkenny	2023	Director
Thomas A.	Eileen Trentini	2023	Director
James J.*	Mary Laursen (<i>Thomas A.</i>)	2024	Director
Lucas E.	Taylor Rothgeb	2024	Director

**No living descendants.*

Phillip Barry is the Camp Manager and Macaire Kilkenny is the Secretary-Treasurer.

BYLAWS:

The Bylaws provide:

Six of the Directorships shall be named after the founding brothers: These Directors shall be elected by the Trust Membership, two (2) at each spring meeting. Their terms shall begin immediately upon election and shall continue for three (3) years or until a successor is elected, and shall be staggered so that only two (2) terms will expire each year. ... Any Trust Member in good standing may nominate for Director any Trust Member in good standing, however nominees from the named seat's descendants are encouraged.

The seventh Director shall be nominated and elected by the six-seated Directors, or the seated Directors may Direct the nomination and election of the seventh Director by the Trust Membership. This seat shall be named after Anthony. The Director so elected shall assume office immediately upon election and shall serve for three (3) years or until a successor is elected.

BACKGROUND:

At the time of the creation of the corporation, all branches had living descendants, except Anthony. By tradition, the seventh Director has served as President. Since Kim Kilkenny

has been President, the seventh Director/Anthony seat has not served for a three-year term but has been annually elected Director and President by the six-seated Directors.

It has been the practice that the membership routinely elect Directors nominated by the descendants of the named seat. This has worked well.

Today, the James J. (Shellhamer/Eames) and Anthony branches have no living descendants. As a result, recently, two of the branches have held two Director seats, while the other three branches held one. Since Kim Kilkenny has served as President (Anthony seat), the John L. branch has had two Directors. The James J seat has informally rotated between the Thomas A. and the Herbert L. branches. Lucas E. and Herbert L. descendants have not, to date, objected to routinely being represented by a single Director.

To avoid potential awkwardness and hard feelings, the membership/Board may want to consider a policy to clarify the process for electing Directors to the seats where there are no living descendants.

PRESIDENTIAL SUCCESSION:

Of immediate concern is the office of President. Kim Kilkenny has occupied the position for 19 years and is 73 years old. It is prudent to consider plans for a successor.

The work group discussed presidential tasks as follows:

- Chair meetings
- Schedule corporate meetings.
- Appoint committees or work groups, usually but not necessarily with the concurrence of the Directors.
- Authorize unusual or unbudgeted expenditures.
- Work with the Camp Manager to implement capital improvements and major maintenance projects.
- Respond to communications from family members.
- Respond to external communications.
- Assist in resolving actual or potential family disputes.
- Work with family branches to prepare for Director elections.
- Work with Secretary/Treasurer to perform the following tasks:
 - Draft meeting agendas
 - Prepare and review minutes.
 - Prepare the recommended budget.
 - Prepare and mail meeting packages and invoices.
 - Respond to family inquiries regarding doing corporate activities.
 - Respond to family inquiries regarding requests for memberships.
 - Notify family members of deaths within the family or other major events.
 - Prepare recommended budget.

While not reaching a firm conclusion or final recommendation, the working group tentatively identified current Vice President Chris Baye as a potential new President. The groups also contemplated that summer 2026 would be an appropriate time to transition to a new leadership.

POTENTIAL DIRECTORS:

The working group discussed desirable Director characteristics, as follows:

- Ability to work well with others
- Passion for the family
- Experience working with an organization managed by a Board of Directors
- Knowledge of Kilkenny Valley
- Knowledge of construction/maintenance
- Clear thinker
- Articulate
- Time available to meaningfully contribute

The working group identified some potential “next-generation” Directors and committed to having appropriate conversations with both candidates and cousins.

OTHER:

The working group also discussed the desirability of Board considering:

1. communicating family history and traditions to the younger generations, and
2. providing opportunities for interested family members to learn the workings of Kilkenny Valley operations.