

Director Ousted in Vail Resorts Board Dustup Speaks Out

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Rick Bowmer/Associated Press

Richard Kincaid was on vacation with his family in Mexico earlier this month when he got an email from Robert Katz, chief executive of Vail Resorts Inc. “I know you’re out of the country,” Mr. Katz wrote one of his longest-serving board members. “But I need to talk to you.”

Mr. Kincaid first thought maybe Vail was doing an M&A deal. But when the two men connected, the CEO wanted to discuss something else: Mr. Kincaid’s involvement in an activist fight at [MGM Resorts International](#) [MGM -2.37%](#).

Two weeks earlier, Mr. Kincaid had joined a board slate put up by activist Jonathan Litt at the casino operator. That was ruffling some feathers on Vail’s board, Mr. Katz said, especially given that Vail and MGM share a lead independent director.

“He said, ‘The rest of the board isn’t going to like this,’ and I said, ‘I don’t work for the rest of the board,’” Mr. Kincaid said in an interview Friday after [The Wall Street Journal](#) detailed the dustup.

Five days later, Mr. Kincaid resigned from Vail’s board. “It’s a terrific company, but I’m not going to be pushed out simply because they don’t think it’s a good idea to be involved with an activist,” he said.

A Vail Resorts spokeswoman declined to comment on confidential board discussions. “We take very seriously the governance guidelines for our board of directors, which are there to protect the interests of Vail Resorts shareholders,” she said in an email.

The brouhaha hints at a challenge for activist investors like Mr. Litt. Hoping to win votes from other investors, activists are increasingly recruiting corporate veterans like Mr. Kincaid, who was CEO of Equity Office Properties Trust, the commercial landlord founded by real-estate mogul [Sam Zell](#).

But that pedigree comes with corporate roots and relationships that may be strained by a decision to align with an activist.

Mr. Kincaid said he is selective when signing onto activist campaigns and looked closely at Mr. Litt’s plan for MGM to separate its casino properties into a real-estate investment trust. Mr. Kincaid had worked in REITs since the early 1990s and recently oversaw such a spinoff at Rayonier Inc., where he is chairman.

He said Mr. Litt’s plan at MGM made sense to him. And shareholders had welcomed it, bidding the stock up 16% in the few days after Mr. Litt went public. That his involvement sparked a backlash among Vail’s directors came as a surprise, he said.

“God forbid I aligned myself with a value-enhancing proposal that shareholders are embracing.” Mr. Kincaid said. “What am I doing that’s anti-shareholder here?”

Since shepherding the sale of Equity Office to Blackstone Group LP in 2007, Mr. Kincaid has made the rounds as a corporate director. In addition to Vail, the 53-year-old sits on the boards of Rayonier and Strategic Hotels & Resorts Inc., and has been discussed as a potential candidate at Macerich Cos., the mall owner where Mr. Litt is also seeking board seats.

He has also pursued a series of what he calls “bucket list” activities: starting a foundation that uses documentary films to shed light on social problems; launching an online crowd-funding platform to raise money for scholarships; and releasing several adult contemporary music tracks.