



## FINGER LAKES RUNNERS CLUB

### BOARD OF DIRECTORS MEETING

October 14, 2015 5:30 pm

105 Kennedy Hall, Cornell University

*Robert's Rules Tip of the Month:* The most common way to do business in a meeting is to make a main motion. The idea is not discussed first and then a motion made; instead a motion is made, seconded and then the question stated to the assembly before the motion is open for debate and becomes pending.

In attendance:

Board members: Sue Aigen, KC Bennett, Michael Allinger, Denice Cassaro, Joel Cisne, Maria Costanzo, Adam Engst, Chris Irving, Mickie Jauquet, Nancy Kleinrock, Alan Lockett, Gary McCheyne, Steve Shaum, Katie Stettler, Lorrie Tily, Scott Wehrwein, Gerrit Van Loon  
Club members and guests: Henry Deitcher, Scott Heyman

(5:31) Welcome of Board

- Mickie requests that people feel comfortable bringing new ideas to the board or committees for discussion and that all feel comfortable speaking up, contributing, and respectfully embrace disagreements.

(5:32) Review of Meeting Materials; Revisions to the Agenda

- Agenda additions:
  - Hiring a bookkeeper
  - Webscorer renewal

(5:35) Approval of the July, August and September Meeting Minutes

- Joel moves to approve July minutes; seconded. Approved.
- Gary moves to accept Aug and Sep minutes; seconded. Approved.

#### **Unfinished Business (5:40)**

Reminder to RDs: Please get dates confirmed for 2016 Race Calendar—Maria Costanzo

- Maria has yet to receive confirmation on dates for many races. Please give Maria dates no later than Nov 4, 2015.

Retreat Update—Mickie Sanders-Jauquet

- Mickie has looked into facilitators and does not yet have someone lined up. Her concept is to take a big-picture look at the structure of the club before digging deep into the details.
  - It is suggested to consider the following as a topic of discussion at the retreat: generating ideas for how to manage our large pool of money.
- It is suggested that, instead of using an outside facilitator, to again enlist the services of Denice, given the excellent job she did during the 2015 retreat; she should be considered along with other candidate.

Election Process Update—Mickie Sanders-Jauquet

- Denice and Joel constitute this year's nominating committee.
- There exist two openings for elected (non-at-large) positions: treasurer (held until recently by Bruce Dunham), VP of trails (held until recently by Rusty Russell); also Pam Miller (at-large) has stepped down.
  - Sophia is willing to stay on as treasurer, but only until we find a replacement.
- There have been complaints that the board bickers too much.

- A comment is made that the board experience isn't expected to be overtly fun, but rather a matter of conducting a business, and any prospective board member should have appropriate expectations.
- The nominating committee is tasked with finding a treasurer, as well as people to fill other empty positions.

#### Hiring a bookkeeper:

- The intention is to relieve responsibility and onus from the treasurer to make the position manageable by a volunteer. The treasurer's new role would have to review books and sign checks, rather than to attend to the nitty-gritty of bookkeeping, as well.
- It is recommended to have the bookkeeper, whomever it might be, keep the books in QuickBooks in the cloud, with the goal of maintaining appropriate transparency.
- The finance committee is tasked with finding a viable prospect for the paid role of bookkeeper and reporting back to the board how much it will cost.

#### Board Governance—Lorrie Tily

- The Governance Committee suggests implementing the following policies:
  - Any major change from historical precedence in an existing event has to be presented to and approved by the board and aligned with the club's mission prior to any commitment made. When in doubt bring it to the Board.
    - It is determined that this item will be added to the RD job description appended to the bylaws.
  - Elected Officials are expected to attend the majority of board meetings.
    - It is suggested that this be incorporated into an amended version of the bylaws, a project that the Governance Committee will soon address (see New Business, below).
  - At a minimum, race directors are expected to attend the meeting immediately before and after the race they direct. If this is not possible a written report submitted to the board prior to each respective board meeting is required.
    - This will also be incorporated into an amended version of the bylaws.
  - Any board member present is permitted to request private voting.
    - Katie moves to accept this proposal as policy. Seconded; approved.
- It is noted that a prior proposal regarding online voting does not conform with NY state law and is being omitted from consideration.
- Additional discussion:
  - It is suggested that the finance committee comes up an annual financial plan to accommodate expected types of fees to remove the nitty-gritty discussions in board meetings that, in effect, serve to constrain board members from smoothly conducting the business of their respective roles in the club.
    - It is noted that there are annual expenses that are routinely paid (e.g., Webscorer membership, RRCA membership, club insurance).
      - It is suggested that this set of assumed expenses should also cover payments for non-FLRC races, such as aid stations at Red Newt Racing races.
        - It is conversely noted that the types of expenses that fall into this area can have philosophical components that the board has yet to resolve, notably contributing to events put on a for-profit company.
      - It is considered—and the finance committee has discussed this—to provide a budget cap to each committee that incurs expenditures, and if such a committee wishes to put on a new event or purchase a new item it must bring it to the board for approval.

#### **New Business (6:35)**

##### Proposal for changes to the Bylaws—Mickie Sanders-Jauquet with guest Scott Heyman, Director of Education and Training at the Human Service Coalition

- Scott H. raises compliance issues.
  - Explanatory note #1 regarding quorum in Mickie's Oct 7 proposed resolution:
    - Quorum: Instead of requiring the quorum to be no fewer than one-half of current board members, NYS law permits a quorum to be as low as 5 for each up to 15 board members plus 1 more for each additional 10 board members.
    - Scott H. notes having such a large board with many members who do not attend regularly can be problematic.
    - It is noted that if the club chooses to truncate the board to elected members only, then current nonelected board members would likely take up member-at-large positions.

- Mickie notes that her concept is that the number of members at large is substantially expandable and in fact could include all RDs and other current board members who wish to participate on the board going forward.
  - Additional work on the bylaws will move to the governance committee.
- Conflict of interest clause.
  - By 2013 NYS law, the club must have signed conflict-of-interest statement signed by all board members; it does not, however, need to be part of the bylaws (although it could be).

Resignations of Bruce Dunham, Rusty Russell and Pam Millar—Mickie Sanders-Jauquet (needs motions and vote to accept these)

- Several people need to take action to move Bruce off accounts.
- Sue moves to accept the resignations. Seconded. Approved.

### **Current Events Reports & Business (7:03)**

5&10—Alan Lockett

- The 5&10 made money, despite increased expenses.
- The number of entries were down from prior years
- 294 total finishers across all three races (5K, 5M, and 10M total)
- The club has yet to give the appropriate revenue to the Ithaca Youth Bureau.
- Fire police and sheriff helped out, as did Cornell XC and gymnastics teams.
- The amount of food ordered was spot on.
- Alan notes that there is a lack of excitement/spirit, which is discouraging to Alan.
- Alan is not interested in continuing to be RD if the race remains as 5M and 10M, due to safety hassles, but would consider staying on if change it to 5K and 10K (which would relieve the traffic issues associated with entering and exiting Stewart Park.
  - Alex Kleinerman has indicated that she might be interested in taking on the directorship of the Ithaca 5&10 and keeping it as 5M and 10M.
  - It is noted that there could be a possibility of moving it to the Black Diamond trail.

Danby Down & Dirty—Andy Jordan

- Andy will make his report in Nov
- 164 people finished the race.

### **Vice-President's Reports & Business (7:10)**

Trails—

- No report

Road—

- No report

Track—Adam Engst

Update on Indoor Track Meets

- There will be Jan, Feb, and Mar meets, but none in Dec.
- There is a lot of interest from high schools to participate in the Feb meet.
- Will have more “real” events for the Mar meet since there will be no Dec meet.
- Field events: If we get the event sanctioned by USATF, we would get USATF insurance coverage to hold track events.
  - Sanctioning would cost a few hundred dollars per race/event.
  - There would also have to be a medical plan in place.

Family Fun Day

- Adam does not wish to coordinate Family Fun Day to accompany the Mar meet; for it to take place, someone will need to volunteer to take it on.

Request to purchase a Portable Printer

- For roughly \$200–250 we can purchase a portable battery-powered printer to make it possible to print results on the spot at any race timed with software (i.e., track and smallish races).
- Sue moves allocation of up to \$500 for the purchase of such a portable printer. Seconded. Approved.

### **Committee Reports & Business (7:20)**

*Finance*—Sophia Darling

Financial Statements

- submitted

*Membership*—Katie Stettler

- 212 family, 228, individual, 27 life members; 467 total members.
- Katie notes that we have been getting many new members but not many renewals.
- Membership forms can be forwarded to me at 227 Renwick Drive, Ithaca, NY 14850. Alternatively, forms can be sent to my husband, David Deitcher, via campus mail at W125 Mudd Hall.

*Programming*—Gary McCheyne

- Gary presents a program committee report and proposal, as appended, that includes a request for \$6500 for Sep 2015–Sep 2016 to cover the cost of speakers (\$4000) as well as Denice’s youth running proposal, below.
  - This proposed allocation is not intended to cover other currently supported programs, such as the annual meeting or Girls on the Run, nor other programs that might be added going forward.
- Denice presents a proposal for the youth running program.

*Finance Committee*—Adam Engst

- Adam submits the appended document detailing a proposal to coordinate race and membership fees, but time ran out before the content was presented or discussed.

*Marketing*—Mickie Jauquet

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*Web Presence*—Maria Costanzo

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*Equipment*—Gary McCheyne

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*Volunteer*—Denice Cassaro

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*Board Governance*—Lorrie Tily

- See above

**Good of the Order** ()

Denice moves to adjourn 7:28. Seconded. Approved

**Next Board Meeting: November 11, 2015**