



FINGER LAKES RUNNERS CLUB
BOARD OF DIRECTORS MEETING

July 8, 2020 at 5:30 PM
Virtual meeting held via Zoom

Attendance

- **Present:** Sue Aigen, Mike Allinger, Heather Cobb, Pete Dady, Adam Engst, Tonya Engst, Jullien Flynn, Nancy Kleinrock, Pete Kresock, Gary McCheyne, Mickie Sanders-Jauquet, Steve Shaum, Charlie Trautmann, Bill Watson
- **Absent:** Charlie Fay, Gerrit Van Loon
- **Club members and guests:**

Introduction (5:30–5:34)

- Welcome of the board
- Revisions to the agenda
- Approval of the [June meeting minutes](#)
 - The board accepts the June 2020 minutes as submitted.
- Acknowledgment of notable volunteer efforts:
 - Thanks go to Charlie Trautmann for his work on the Governance Committee.

Reports & Discussion (5:34–6:52)

Administration (Adam Engst)—10 minutes

- Emily Funk has resigned from the FLRC board due to moving to California. See [her post](#).
- Should we have future board meetings outside? What would be necessary for that to happen? Would it require that everyone be comfortable with meeting in person? See [online comments](#).
 - Despite Pete D.'s positive comments about an outdoor meeting he has attended, enough others on the board don't feel comfortable being out and about, given the ongoing COVID pandemic.

Finance (Mike Allinger)—5 minutes

- Report on the club's financial position as of July 2020.
- Should FLRC support the Friends of Hammond Hill (FoHH) by taking tax-deductible donations and passing the money on? (The Finance Committee discussed this during its July 7 meeting.)
 - The board is of the opinion that, if serving as a conduit for donations to FoHH doesn't generate work for either the board or the Finance Committee, the club is amenable to enabling donations to FoHH to be tax deductible for donors and for FoHH to avoid incurring a 5% surcharge on each donation made.
 - Charlie T. notes that the Center for Transformative Action at Cornell performs this service, as well.
 - Adam suggests holding off on voting to move forward on this for the time being.

Group Runs (Adam Engst and Heather Cobb)—15 minutes

- Should FLRC restart group runs, and if so, with what precautions and requirements? See [online comments](#).

- Heather thinks that if we were to hold group runs, we would have to limit the number of attendees.
- It was discussed in the forum that there would have to be some sort of health screening and to limit participants to only local people or to those from similarly low-risk communities.
- There is concern about the number of people using the Black Diamond Trail (assuming that would be the location for group runs).
- Tonya suggests running elsewhere than the Black Diamond Trail due to its heavy usage.
- Steve suggests not starting any group runs from Cornell's campus, due to university restrictions on on-campus activities during the pandemic.
- Given that local health risks will rise once college students return to Ithaca, is it worth doing group runs just the few intervening weeks?
- If we as a board consider moving forward with group runs, we should poll the membership for interest.
- Steve notes that FLRC doesn't need to officially sponsor group runs, while instead Heather (or another run leader) could post a personal group run in the forum.
- Is anyone comfortable leading group runs? Heather says that she is willing; Gary, as well.
- Charlie T. googled "safe to run in groups" and found a [recent Runner's World article](#); we would do well with following existing guidelines.
 - Takeaways from the article:
 - Restrict group size to one-to-four people, all of whom have been diligent with personal safety.
 - Do the group run where you expect to encounter few others.
- In response to Adam's question of whether the club should initiate group runs, one person says no; four people are iffy; seven people say yes.
- It is decided not to formally sponsor group runs, but if a board member wishes to lead group runs and post them on the forum, the board would put together guidelines and a waiver.

Governance (Charlie Trautmann)—20 minutes

- Introduction of the draft [Conflict of Interest & Confidentiality Policy](#) (appended below) for board discussion.
 - Charlie T. presents the document the Governance Committee has put together for consideration, with request for comments and the hope of voting on it during the August 2020 board meeting.
 - Charlie specifically notes that in item 2.E we need to specify the dollar amount defining a potential conflict of interest.
- Discussion:
 - Adam seeks to address the compensation amount in 2.E.
 - Sue notes that NYS regulations specify people working in the financial services industry must not accept gifts in excess of \$25.
 - Bill notes that when researching this he did not encounter a regulation regarding nonprofits.
 - Adam suggests \$250; Sue suggests keeping it purposefully low (\$100).
 - Example conflict of interest, a board member being paid by an outside firm to time a race; how much payment should be considered a conflict of interest, i.e., something that the club should be aware of.
 - The consensus is that this amount should be set at \$100.
 - Steve seeks clarification of "key person," as whether our bookkeeper (currently Chris Irving) should have to sign a conflict of interest/confidentiality form.
 - Bill notes that, as a club contractor, the board oversees the bookkeeper, whereas the conflict-of-interest policy is designed for self-oversight of/by the board.
 - Sue notes that we do not have a written contract with Chris.
 - It is determined that the club should have a written contract/letter-of-agreement with the bookkeeper and will address this with Chris.
- Adam encourages everyone to read through the policy, and we will vote on it in August.

Diversity (Adam Engst)—5 minutes

- Who's interested in serving on a Diversity Committee that can start the brainstorming for how to increase diversity in FLRC membership and events? Who wants to be the chair?
 - Interested individuals include , Gary, Adam, and if the time commitment is not deemed onerous, Jullien (who is Canadian) and her husband Mo (who is Syrian–Canadian).
 - Retrospectively, Nancy would also like to be involved.

Events (Adam Engst)—10 minutes

- Results from [our survey about virtual events](#)
 - The survey included roughly six-dozen responses; with most people expressing an interest in participating in athletic solo activities and/or online educational sessions; interest is greatest in sharing the material via the forum or video.
- Who's up for coordinating an event?
 - Adam is interested in coordinating a video event with Jason Tuori; no one else is ready to take on the coordination of an event.
- Tonya also adds that there might be others in the club (nonboard members) might be interested in taking on an event, suggesting a benefit in putting the question out to the forum.

Communication (Adam Engst and Pete Dady)—5 minutes

- Footnotes has been on hold due to no (good) news
- Our COVID-19 Fund Run got coverage in Tompkins Weekly, and FL50s was mentioned in the New York Times Running newsletter.
- Update from Pete Dady on the idea FLRC patch for running the trail race courses
 - Pete D. left the Zoom early, so no update on this matter.

Philanthropy (Mickie Sanders-Jauquet)—5 minutes

- Generated [Grant Program Introduction](#) draft
 - Mickie reports that the Philanthropy Committee has been working on formalizing the process of running the grant application.
 - The drafts include a tentative grant application and a document clarifying what FLRC grant making will look like.

Web/Tech Team (Adam Engst)—5 minutes

- Who would be interested in a Google Drive/Google Docs training session that Adam would give live over Zoom and make available after the fact via recording?
 - Adam would like to do an hour-long training session on best practices for working in Google Docs, if anyone on the board might be interested.
 - Enough people express interest, so Adam will put out a Doodle poll to establish a date/time.
- Discourse community engagement report
 - Currently has 703 users, 218 posts in the past 30 days, and 8500 pageviews

Membership (Adam Engst)—No need for discussion

- [Members](#): 624 members, up from 593 at this time last year
- Memberships: 384 memberships, same as last year
- [Breakdown](#): 283 individual, 331 family members

Road, Trails, Track (Mickie Sanders-Jauquet, Gary McCheyne, Adam Engst)

- Skip unless a report is submitted or time is requested

Equipment (Gary McCheyne)

- Skip unless a report is submitted or time is requested.

Volunteer (Sue Aigen and Adam Engst)

- Skip unless a report is submitted or time is requested.

Gary moves to adjourn at 6:52 pm; seconded, and unanimously

Planned 2020 Board Meeting Dates

- Aug 12, 2020
- Sept 9, 2020
- Oct 14, 2020

- Nov 11, 2020
 - Dec 9, 2020
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DRAFT CONFLICT OF INTEREST AND CONFIDENTIALITY POLICY, as of Jul 8, 2020:

CONFLICT OF INTEREST & CONFIDENTIALITY

1. REASON AND PURPOSE FOR THIS POLICY

It is important that those who work with or for the Finger Lakes Runners Club (FLRC) conduct themselves in an ethical and transparent manner. The decisions and actions of the leadership of the FLRC can have a direct and significant impact on the reputation of the club, its supporters, and the general public.

This policy is intended to help directors of the Board of Directors and any key persons identify situations that present potential conflicts of interest. It is also intended to provide FLRC with a procedure to identify, report, review, and manage real and apparent conflicts of interest in accordance with legal requirements and the goals of accountability and transparency in FLRC operations.

2. DEFINITIONS

A. Conflict of Interest

Any circumstance in which a director on the Board of Directors, or any key person or family member of the foregoing, either:

- a. Has a direct or indirect material financial interest or other material interest or relationship that impairs or might appear to impair the individual's independence and objectivity in the discharge of their responsibilities to the FLRC, or
- b. May receive a financial or other material benefit from information confidential to the FLRC.

B. Interested person

Any director on the Board of Directors, or any key person who has a direct or indirect material financial interest, as defined below.

C. Key Person

Any person deemed by the Board of Directors to be essential to the operation of the club and the club's events.

D. Family member

A spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister.

E. Material Financial Interest

A person who has, either directly or indirectly, through a business, an investment, or a family member:

- a. An ownership or investment interest in any entity with which FLRC has a transaction or contract,
- b. A compensation arrangement with FLRC or with any entity or individual with which FLRC has a transaction or contract, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FLRC is negotiating a transaction or contract.

Compensation includes direct and indirect remuneration, as well as gifts or favors worth more than \$25.

A financial interest is not necessarily a conflict of interest.

F. Transaction or Contract

Any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization.

A donation of money, goods, or services or any other gift to FLRC is not a transaction or contract.

3. RESPONSIBILITIES

Every director on the Board of Directors and all key persons are required to sign the FLRC Conflict of Interest Disclosure & Confidentiality Statement annually.

The FLRC President is responsible for ensuring that directors and any key persons sign the FLRC Conflict of Interest Disclosure & Confidentiality Statement annually. Signed disclosure statements will be archived with other club records.

4. PROCEDURES

A. Duty to Disclose

The President will request that directors on the Board of Directors and all key persons complete the FLRC Conflict of Interest Disclosure & Confidentiality Statement. This will be done annually at the first meeting of the Board each calendar year or whenever a new director or key person assumes their position. A director or other key person refusing to sign a disclosure form will leave their position.

B. Determining Whether a Conflict of Interest Exists

The President will review all disclosure statements; the Secretary will review the President's disclosure statement.

- a. Signed disclosure statements indicating no real or perceived conflict of interest require no further action.

- b.** For any signed disclosure statements indicating awareness of relationships, interests, or situations that could result in, or give the appearance of being, a conflict of interest for FLRC, the President
 - i.** May discuss with the interested person the conflict of interest being disclosed and gather all material facts relevant to the situation;
 - ii.** Will present the situation at the next meeting of the Board of Directors for a vote in the manner described below. The interested person may be present at the meeting to give information as background or answer questions. However, the interested person is not permitted to vote and must not be present in the meeting during deliberations or voting.

The fact that the interested person was not present at and did not participate in or attempt to influence the deliberation or voting must be documented in the records or minutes of any meeting at which the matter giving rise to the conflict was discussed or voted upon.

C. Procedures for Addressing the Conflict of Interest

By vote of the Board of Directors, it will be determined that

- a.** No real or potential conflict exists, in which case no further action is required, or
- b.** A real or potential conflict exists that can be managed, in which case the President will assign a director on the Board to oversee the management of the conflict so that the interested person's participation in relevant matters may be modified or avoided or, in appropriate circumstances, discontinued, or
- c.** A real or potential conflict exists that cannot be managed, in which case
 - i.** The interested person may act to eliminate the conflict in a manner deemed satisfactory to the President, or
 - ii.** The interested person must step down from their FLRC position.

5. CONFIDENTIALITY

All directors on the Board of Directors and all key persons shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts that might be brought before the Board of Directors.

Directors and key persons shall not disclose or use information acquired in connection with disclosure of conflicts of interest for their personal profit, benefit, or advantage.

Furthermore, directors and key persons shall exercise appropriate discretion in matters concerning finance, philanthropy, health, and other privileged information.

6. FORMS

FLRC Conflict of Interest Disclosure & Confidentiality Statement (see Appendix)

7. RELATED INFORMATION

New York Consolidated Laws, Not-For-Profit Corporation Law - NPC §715-A
New York State law governing not-for-profit corporations, Article 7, section 715A pertaining to conflict of interest policy.

Finger Lakes Runners Club

Conflict of Interest Disclosure & Confidentiality Statement

Each year, board members of non-profit organizations in New York State are required to sign a Conflict of Interest Disclosure statement. Please fill out, sign, and return this form to the FLRC President.

CERTIFICATION

___ I HAVE READ the FLRC Conflict of Interest and Confidentiality policy and agree to abide by it. I will promptly inform the President of FLRC of any change in circumstance that may affect the information provided below. *(You must check this item for the form to be valid.)*

___ I AM NOT aware of any relationship, interest, or situation involving me or my family that might result in, or give the appearance of being, a conflict of interest for the FLRC.

___ I AM aware of relationships, interests, or situations involving me or my family that could result in, or give the appearance of being, a conflict of interest for the FLRC, as described below:

Printed name:

Signature:

Date:
