



Board of Directors Meeting

December 8th, 2021 at 5:30 PM

Virtual meeting held via Zoom

Attendance

- **Board members present:** Mike Allinger, Heather Cobb, Adam Engst, Tonya Engst, Charlie Fay, Pete Kresock, Gary McCheyne, Mickie Sanders-Jauquet, Steve Shaum, Charlie Trautmann, Bill Watson
- **Board members absent:** Nancy Kleinrock
- **Club members and guests present:** Ian Golden, Becca Lovenheim, Suzanne Aigen, Chris Irving, Lorrie Tily, Gerrit Van Loon

Reports & Discussion (5:30–7:00)

Welcome of the Board (Adam Engst)—5 minutes

- Revisions to the agenda
 - No revisions
- Acceptance of the November meeting minutes (coming soon)
 - We will accept the November meeting minutes at the next board meeting.
- Acknowledgment of notable volunteer efforts
 - Thanks to Tonya for her help with the cross-country team!

Road, Trails, Track (Adam Engst)—15 minutes

- Quick presentation of the Uber Calendar (Heather Cobb)
 - The goal is to have in one spot all of the major dates for each race (dates to get permits, announce registration, promote the race, etc.).
- Update on FLRC Challenge (Adam)
 - 193 participants in the FLRC Challenge (up 1 from October)
 - 67 people have completed all 10 FLRC Challenge courses
 - 10 people have now completed the FLRC 100K Ultra Challenge
- Turkey Trot
 - Turnout seemed good and came in at 289
 - Christina Culver reported that we raised \$4251 for Loaves & Fishes.

- There were significant organizational lapses behind the scenes that luckily did not affect runners.
- The solution may be to find an assistant race director for next year (Bruce's planned last year) who can learn the ropes and take over in 2023.
- Winter Chill
 - Sarah Drumheller has received permits and registration is now open.
- Hartshorne Memorial Masters Mile
 - Cornell was unable to guarantee that we could have the track or piggyback on the Upstate Challenge meet, so we are forced to cancel the event.
 - **Motion:** Adam moves that we officially cancel the Hartshorne Memorial Masters Mile for 2022.
 - Tonya seconds. Passes unanimously.
- Winter Track
 - There's a possibility of holding a meet at Ithaca College on January 22nd before an Ithaca College meet. Adam is investigating what that will involve.
 - There's also some discussion about holding a meet at SUNY Cortland, which would require donating the proceeds to the Cortland track team as a fundraiser.
 - **Action:** Becca says that renting the track at Cortland may not be expensive, maybe as low as \$150. She will look into it further.
- Skunk Cabbage
 - Working with Cornell on reserving the Schoellkopf Crescent for Skunk; Sandy Gregorich is representing FLRC for the Athletics Department.
 - There's no way we can get access to Barton, which is why we're trying to get the Schoellkopf Crescent.
- **Action:** Discussion of new event ideas should be scheduled
 - In light of all that we have to discuss tonight, we will have to table discussion of these ideas for a future date.
 - Tuesday Night Time Trial in late August (August 23)
 - Wildcard race on a July/August weekend day (August 6th?)
 - Downhill mile idea from Ian
 - New Virgil trail race idea from Nancy
 - South Hill Cider Summer Series (Ian adding into agenda)

Finance (Charlie Fay)—30 minutes

- Report on the [club's financial position](#) as of November 2021. Please review the financial documents in advance and prepare questions.
 - We inadvertently paid RRCA dues and insurance twice. Chris got the double payment back, but that hasn't been reflected yet in the financial report.
 - Consistent with the Board's vote in November, the Finance Committee moved around \$7,000 out of our checking accounts and into our investment accounts.

- Charlie F. reports that the club is in sound financial shape.
- **Motion:** Charlie F. moves that we renew our corporate membership with the Finger Lakes Trail Conference for a cost of \$1,000.
 - Heather seconds. Passes unanimously.
 - **Action:** Chris Irving will renew our membership with FLTC.
- **Motion:** Adam moves that we renew our corporate membership with the Finger Lakes Trail Conference each year going forward.
 - Tonya seconds. Passes: 8 in favor; 1 against.
 - **Action:** The Finance Committee will discuss when to schedule the annual payment and alert the board the month before.
- Report on the [2022 budget](#) proposed by the Finance Committee
 - See the [backgrounder](#) for more details
 - Thank you to the Finance Committee for their hard work on the 2022 budget!
 - Adam explains that the budget is a tool for helping us manage our expenses. Next year, we hope to show comparisons of budget-versus-actuals at board meetings.
 - Adam talked through his 2022 Budget Worksheet (linked above); he already has ideas for how to make the worksheet better.
 - Tonya asks how cross-country generates revenue. Adam answers that the PGXC series will give some money back to clubs at least this year.
 - Fewer expenses are budgeted for Ithaca 5 & 10 on the assumption that we won't hire Leone timing. But Gary says that he's not sure about this.
 - The budget for Thom B currently assumes paying \$750 to Camp Earth Connection. But we may decide not to use Camp Earth Connection, and that would save some money.
 - Under "General Club," the "Other Contributions" line item is for money that is budgeted for the Philanthropy Committee.
 - The \$5,000 for "Advertising & Marketing" is to hire photographers for races, consistent with the Board's earlier decision.
 - The \$1,000 for "Development" is for developing a leaderboard (similar to the FLRC Challenge leaderboard) for the trail series.
 - The anticipated legal fees are for the bylaws revision.
 - Ian asks whether the budget worksheet reflects the Board's decision to raise race fees for community races by \$5. Adam says it does not.
 - Tonya explains that the term "community races" denotes that these races are primarily meant for the Finger Lakes community; the goal is not to draw outside runners (though, of course, we're happy to have outside runners).

- Ian asks about cumulative race revenues versus expenditures. Charlie F. notes that next year's budget summary can build in a few lines showing that information.
 - **Motion:** The Finance Committee moves that FLRC adopt the Finance Committee's budget proposal for 2022.
 - Passes unanimously.
- For other business, see the [notes from the December 3rd Finance Committee meeting](#).

Board/Governance (Adam Engst, Charlie Trautmann)—30 minutes

- Decision about when to have board meetings in 2022 based on the [Doodle poll](#) (Adam)
 - The board will meet on the second Wednesday of the month at 6:30 p.m. starting in January 2022.
- **Action:** Discussion of the Volunteer of the Year award should be scheduled (Adam)
 - Adam started a spreadsheet to calculate who has volunteered the most this year, but this will have to be tabled for future discussion.
- Presentation of the [bylaws revision](#) proposed by the Governance Committee (CharlieT)
 - See the [backgrounder](#) for more details
 - Thank you to the Governance Committee for their hard work on the bylaws revision over the past year!
 - Charlie T. explains that there are two main substantive issues to discuss. There are also many other minor issues that are unlikely to be controversial.
 - The first issue concerns how the new board is voted in. The second concerns term limits for board members.
 - The Governance Committee is not unanimous in advancing the proposed bylaws. Four members of the committee support the proposed bylaws, and one member is against them.
 - Nancy is opposed to the proposed bylaws. She has shared a letter summarizing her thoughts (available on the [Forum](#) and appended hereto).
 - Adam supports the proposed bylaws.
 - Rather than taking an “if it ain't broke, don't fix it” attitude, we should strive for continual improvement.
 - There are problems with our current method of electing the board: voters are not informed, elections are not anonymous, there are no clear rules for what happens if the proposed slate is not voted up, and based on available data, it seems that less than 10% of the membership votes (and that includes board members voting).
 - With respect to term limits: it's important that organizations have changes in leadership; and term limits encourage the board to look for new members that will bring new skills to the club.
 - Keep in mind that the bylaws can be amended again in the future.

- Ian says that having the membership vote on the board has always seemed odd to him. With respect to term limits, having new energy is good.
- Suzanne says that, although voting for the board is a rubber-stamp process, some members care about it.
 - We can make changes to the voting process to address Adam's worries without adopting a self-perpetuating board.
 - It is important to think through how adopting a self-perpetuating board would be perceived by members, especially life members.
 - We should remember that Ithaca has a transient community, and people may not be willing to serve for three-year terms.
- Becca says that we should think about how this board can be sustainable without being dependent on any one person.
 - There is something to be said for having an election that allows members to feel involved.
 - Becca asks whether term limits would prevent someone from volunteering in other capacities. Charlie T. clarifies that term limits are only for service on the board; someone who "terms out" could still serve as a race director or in another club position.
- Lorrie asks whether term limits are only for members at large or also for officers. Charlie T. answers that term limits are for *all* board members; however, if you are an officer, then you may continue to serve as an officer with the board's year-by-year approval (the exception is the position of President, which has a stricter limit).
- Lorrie says that three-year terms may be a problem, given Ithaca's transient population. Charlie T. clarifies that no one has to finish their term; we might be happy to have some members serve for one or two years, if that's what works best for them.
- Steve says that, since it's not identified anywhere in the bylaws that someone could serve less than a full term, people may be put off from joining the board. He suggests one year terms.
- Gary asks: Why are we bringing this up in December, when we'll have a new board in January? He would like more time to reflect before voting. Charlie T. answers that the board has been discussing some of these issues for a year, but if new information comes out during tonight's meeting, then we could postpone the vote.
- Mickie is in favor of term limits. She suggests that we explain to new board members how term limits work. She doesn't feel strongly about having a self-perpetuating board. It's cumbersome how we currently do elections. Most organizations that she is a part of do voting by hand at a face-to-face annual meeting.

- Tonya says that it might help to clarify that board members do not have to finish their three-year term. She also notes that one reason to be a member of the club that has nothing to do with voting for the board is that you're supporting running in our community.
- Chris says that it's not unusual to have a self-perpetuating board. Chris also notes that none of the boards she's been on have done legal review on their bylaws. Charlie T. answers that the organizations that he has worked with have done legal review of their bylaws revisions and that it has taken about two hours and cost around \$500.
- Heather says that the one-year term helped draw her to the board. At the same time, she feels that she didn't come into her own as a board member until about a year and half in. People who are planning to leave Ithaca can always serve on a committee. She is in favor of a self-perpetuating board.
- Gerrit has talked to some club members who perceive that their vote makes them part of something. He would feel more estranged from the club without having a vote. With respect to the length of terms, if he had felt that joining the board was a three-year commitment, he would not have joined.
- Steve thinks that a 4-year limit for President is too short; we've had a hard time in the past finding someone to be President. With respect to voting, it seems problematic to take away something that the membership has had for so long. Adam's worry about anonymity can be fixed easily.
- Lorrie suggests introducing board members in a newsletter. Pete agrees.
- Heather notes that bios of board members are available on the website.
- Charlie F. says that, when he first joined the board, he found it more difficult to contribute because some members had been on the board for so long. That's one reason why he favors term limits. Charlie is also in favor of a self-perpetuating board.
- Bill is in favor of the proposed bylaws. He also supports getting legal review for the revised bylaws.
- Charlie T. is in favor of the proposed bylaws. Term limits are clearly a best practice. However, he proposes that we leave the question of the President's term limit up for future discussion.
- **Motion:** The Governance Committee moves that the board accept the current bylaws draft from the Governance Committee with the proposed changes so the Governance Committee can proceed with legal review.
 - Passes: 9 in favor; 2 against.

Communication (Adam Engst)—No time for discussion

- Suggestions for club accomplishments to list in the December Footnotes

Group Runs (Heather Cobb, Mickie Sanders-Jauquet)—No time for discussion

- Report on Saturday group runs on FLRC Challenge courses (Heather)
- Report on the Thursday night evening runs (Mickie)

Events (Gary McCheyne)—No time for discussion

- Event Report: RD dinner at Ithaca Beer (Gary)

Membership (Adam Engst)—No time for discussion

- [Members](#): 518 members (down 1 from November), down from 569 at this time last year
- Memberships: 334 memberships (up 1 from November), down from 346 last year
- [Breakdown](#): 253 individuals, 265 family members
- 23 usages of our offer of free membership to those hurt by the pandemic (no change from November)

Web/Tech Team (Adam Engst)—No time for discussion

- Discourse community engagement report
 - Currently has 878 users (up 8 from November), 388 posts in the past 30 days (up 52), and 24,900 page views (up 1900)

Philanthropy (Mickie Sanders-Jauquet)

- No activity on which to report.

Diversity & Inclusion (Ana Riley)

- No activity on which to report.

Equipment (Gary McCheyne)

- Many thanks to Gary for his years of service on the board!
- No activity on which to report.

Upcoming Board Meeting Dates

- To be determined by the discussion in this meeting.
 - The next meeting will be on the second Wednesday of January at 6:30 p.m.