



## Board of Directors Meeting

February 9th, 2022 at 6:30 PM

Virtual meeting held via Zoom

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### Attendance

- **Present:** Mike Allinger, Heather Cobb, Adam Engst, Tonya Engst, Ian Golden, Nancy Kleinrock, Pete Kresock, Tim Logue, Becca Lovenheim, Mickie Sanders-Jauquet, Steve Shaum, Charlie Trautmann, Bill Watson
- **Absent:** Charlie Fay
- **Club members and guests:** Gerrit Van Loon

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### Reports & Discussion (6:30–8:00)

#### *Welcome of the Board (Adam Engst)—5 minutes*

- Revisions to the agenda
- Acceptance of the [January meeting minutes](#)
- Acknowledgment of notable volunteer efforts
  - Thanks to Sarah Drumheller for directing Winter Chill!
  - Thanks to Charlie Trautmann for his work on the bylaws revision!
- Uncategorized action item report:
  - FLRC Trail Circuit leaderboard underway with a launch soon
  - Dryden Rail Trail measurement task is on hold until completion of the trail
  - Dion snowshoe order has been received and is being distributed

#### *Philanthropy (Mickie Sanders-Jauquet)—5 minutes*

- Philanthropy Committee voted to approve a request for funding from Girls on the Run with a \$2000 donation that is in the committee budget and matches previous years
  - The Philanthropy Committee has about \$3000 left in its budget for this year and is discussing how to use it.
  - The Finance Committee is opening a new checking account for philanthropic expenditures.

## **Finance (Adam Engst)—15 minutes**

- Finance Committee is updating FLRC's [Financial Policies and Procedures](#) from 2015 to clarify what expenditures need what sort of approval
  - Questions have arisen about what expenditures need approval (e.g., philanthropic expenditures or the small expense for Backstretch Bingo).
  - Under the current bylaws, the board must approve all “events.” The question is what counts as an event. The board needs more clarity in this regard.
  - **Action Item:** The Finance Committee will start the process of drawing up a policy regarding when expenditures need board approval.
  - **Action Item:** The Governance Committee will start the process of drawing up a policy regarding what constitutes an event for the purposes of requiring board approval.
- Report on the club's [financial position](#) and [financial activity](#) as of January 2022
  - Registration revenue for Finger Lakes 50s has started to come in. Keep in mind that some of that will have to be spent for the race.
  - Revenue for Winter Chill includes revenue from new memberships. Categorizing the membership revenue this way shows how valuable Winter Chill is.
- Introduction to the FLRC Budget Tool for use in budgeting, race planning, and reporting
  - The Budget Tool includes tabs for each race. Race directors can use these tabs to see how changes to expenditures would affect their race's bottom-line profit.
    - There was a suggestion that these tabs could be put in the order that the races take place over the calendar year rather than alphabetical order.
    - You can use the Budget Tool to create graphs showing trends in profits for each race (e.g., Monster has been making less money in recent years).
  - There is also a tab for the Club's total budget.
- Any more discussion of the Tompkins Outdoors grant?
  - We had previously discussed applying for a grant to get a groomer for the trails at Hammond Hill. We have since learned that members of the ski club expressed opposition to groomed trails in the past, which makes that idea less appealing.
- For other business, see the [notes from the February 3rd Finance Committee meeting](#).

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

- Thanks to everyone for filling out the Ethics Statement and the Conflict of Interest form, and for signing up for committees—let Adam know if you're not sure you're on one.
- Discussion of publishing a regular invitation to board meetings to encourage members to participate in club governance.
  - We could announce each board meeting on the Forum ahead of time for members to see.

- Posting the agenda could be difficult because it is often not ready until a couple days in advance and many of the links are restricted to board members only.
- We would likely not post the Zoom link for the meeting on the Forum, due to security issues. We would instead send the link to anyone who expresses an interest in coming.
- There may also be software available that we could use that would allow interested members to sign up for the meeting and receive a Zoom link.
- There could be a standing item on the agenda for club members to make presentations or comments to the board. But club members could also join the meeting just to listen in.
- **Action item:** Adam will begin posting notices of board meetings to the Forum.
- Discussion of [remaining open points in our bylaws revision](#) after legal review (Charlie T)
  - Our bylaws were last updated in 2016. In December 2021, the board voted to move forward with legal review of revised bylaws.
  - An attorney has reviewed the proposed bylaws and made suggestions. The Governance Committee made revisions in response, and the attorney then reviewed the proposed bylaws again.
  - The Governance Committee has made some changes to the proposed bylaws since the board last met in December:
    - Most of the committees have been removed from the bylaws to accord with best practice. The bylaws now only refer to the most important committees.
    - The term limit for President is now four years, with the possibility of two one-year extensions (i.e., maximum of six years).
    - The membership structure hasn't changed since December, but it has been reworded after legal review.
      - In short, everyone in the club is a "member," and there are two types of members: voting members (who are board members), and nonvoting members (who are not on the board).
    - Officer positions may be shared.
    - The indemnification section has been improved.
  - The proposed bylaws will ultimately need to be approved by the club membership, per the current bylaws.
  - There was concern that future board members may not understand that they are not required to serve the entirety of their three year term. This can be addressed by adding language to the bylaws to clarify that resigning is permitted.
    - **Action item:** The Governance Committee will add this language.
  - The proposed bylaws currently say that the Secretary has to serve on the Communications Team, but the Communications Team is no longer in the bylaws.

- We should eliminate mention of teams that are not part of the bylaws from officers' job descriptions to preserve flexibility in how we name and structure these teams.
    - **Action item:** The Governance Committee will make this change.
  - Concern was expressed about changing the bylaws so that members no longer vote in elections for the board. Members have voted for the board since the Club was founded.
  - **Motion:** The Governance Committee moves that the board approve the revised bylaws for preparation to present to the membership.
    - Motion passes: 11 in favor, 2 opposed.
    - **Action item:** the Governance Committee will discuss how to go about presenting the proposed bylaws to the membership for a vote and will report back to the board in March.
- Discussion of Ian Golden's conflict of interest per our [Conflict of Interest & Confidentiality Policy](#) (this was both expected and we believe easily managed, but our policy requires a discussion).
  - Ian Golden is the owner of Finger Lakes Running Company and of Red Newt Racing. The Club occasionally does business with the Finger Lakes Running Company, and Red Newt Racing holds running-related events.
  - Adam will manage the conflict going forward. The board will keep the conflict in mind in its discussions. Ian will not vote on any Club decisions from which Finger Lakes Running Company or Red Newt Racing stands to profit.
  - The conflict should also be communicated to race directors and committee members who are not already on the board.
  - **Motion:** Adam moves that the Board of Directors acknowledge Ian Golden's conflict and appoint Adam to manage it. Bill seconds.
    - Motion passes unanimously.

### ***Race (Mickie Sanders-Jauquet, Adam Engst)—20 minutes***

- Winter Chill (Mickie)
  - 180 registrants overall, with 59, 85, 85, and 83 runners in the four races.
    - Not having day-of-race registrations reduced stress.
  - Everything went smoothly, apart from having to change courses to accommodate different path conditions.
- Super Frosty Loomis (Adam)
  - Everything is on track for the February 12th race date.
  - There is currently a waitlist. The problem is parking.
    - We are using a carpool website to encourage participants to carpool, which could free up parking and allow more people to race.

- A question was raised about whether we should change the venue for Loomis to eliminate the parking problem.
  - **Action item:** Adam will raise the issue of a change in venue for Loomis with the race directors.
- The race got good promotion from the Friends at Hammond Hill. We could ask for similar promotions in the future for both Loomis and Thom B.
- The race directors are getting 200 custom bibs for the race, which will last for multiple years. This could be a good idea for other races too.
- Winter Track (Adam)
  - February is canceled and March is unlikely.
  - Using the track at SUNY-Cortland seems unlikely for this year, but there is potential for future years (doing so would require contacting SUNY Cortland with more advance notice before the meet).
- Skunk Cabbage (Adam)
  - Our University Events Team presentation went very well. After Cornell told us that the national gymnastics championship would be taking place on April 10th at the same basic time and place as Skunk, we switched to April 3rd. Vinny will be opening registration on 2/10 at 8 PM with a \$10 discount for 48 hours.
- Volunteer of the Year award was discussed, but nothing was decided. (Adam)
  - **Action item:** The volunteer of the year award will be scheduled for future discussion.
- New event discussion was tabled for next month. (Adam)
  - **Action item:** New events will be scheduled for future discussion.

### ***Group Runs (Tonya Engst, Heather Cobb, Mickie Sanders-Jauquet)—10 minutes***

- Discussion of doing a Run to the Vote group run associated with voter registration (Tonya)
  - We need a point person on this. If we can't find someone, then we'll have to tell Jeff Furman that we can't do the event.
  - **Action item:** Tonya will either find a point person for this event or tell Jeff that we can't do it.
- Report on Thursday night evening runs (Mickie)
  - Thursday night evening runs have been going well. Usually about ten people show up.
- Report on Saturday group runs (Heather)
  - Saturday group runs have been taking place on either anticipated FLRC Challenge 2022 courses or wherever people want to run.
  - Heather is also hosting 12-minute mile group runs to reach out to runners who run that pace. This is not a Club event, so it doesn't require a waiver.

- We should encourage more posting of group runs on the Forum. One way for board members to encourage this is by modeling that behavior.

### **Events (Adam Engst)—5 minutes**

- Annual Picnic reservations are underway for Thursday, August 25th at 6 PM
- Backstretch Bingo underway thanks to Liz Hartman and Kristina Harrison-Savage (with tech help from Adam)
  - 30 players so far, mostly women
  - Showing increased use of the forum, much like Heather's 2022 Scavenger Hunt

### **Communication (Adam Engst)—2 minutes [Not Discussed]**

- Pickup of purchased FLRC gear at Ian's store seems to be working well
- Suggestions for the Mid-Winter Footnotes?

### **Membership (Adam Engst) [Not Discussed]**

- [Members](#): 585 members (up 19 from January), up from 415 this time last year
- Memberships: 387 memberships (up 21 from January), up from 288 last year
- [Breakdown](#): 293 individuals, 287 family members (interesting swap in the lead)
- 32 usages of our offer of free membership to those hurt by the pandemic (up 2 from December)

### **Web/Tech Team (Adam Engst) [Not Discussed]**

- Discourse community engagement report
  - Currently has 895 users (up 2 from January), 452 posts in the past 30 days (up 14), and 30,000 page views (up 100)

### **Diversity & Inclusion (Ana Riley)**

- No activity on which to report.

### **Equipment (Gary McCheyne)**

- No activity on which to report.

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## **Upcoming Board Meeting Dates**

- March 9th, 2022
- April 13th, 2022
- May 11th, 2022
- June 8th, 2022
- July 13th, 2022
- August 10th, 2022

- September 14th, 2022
- October 12th, 2022
- November 9th, 2022
- December 14th, 2022