

## LAB Board meeting 12/8/09 by telephone, start at 2:08 PM EST

Attendance: Hans VanNaerssen, Gary Brustin, Jeff Lynne, Tim Young, Amanda Eichstaedt, Mike Nix, Rob Sadowsky, Lisa Falvy, Bill Hoffman, John Siemiatkoski at 2:13, Harry Brull and Eric Swanson at 3:01; Andy Clarke, Elizabeth Preston.

Agenda:

- Introductions
- Approve previous minutes
- Board Appointments
- Proposal for subcommittees on long term strategic planning
- Financials: Audit recap, 2010 budget process and discussion
- National Policy update
- Bylaws update and status
- Summit – update and logistics/time for board meeting and annual meeting
- January meeting date/time

**Minutes:** Tim moved, Lisa second to approve Oct.14 minutes. Unanimously approved except Jeff, who abstained.

**Board appointments:** Hans sent the Nominating Committee's list of highest ranked candidates. Amanda said changes in the process should be done for future elections, not this one, for anyone who wants changes. (John joined here.) Top 4 candidates of NomComm (not all directors have voted yet): Mike 5 votes, Tim 4, Gary & Gail Spann 3 each, Sue Prant & Tim Rove 2 each, Branam Cooper 1. Hans impressed with the quality of the candidates. Amanda asked the Board to vote today on their top 4 via email to Lorna Green. Rob said what's missing is how each candidate helps LAB move forward. Hans said a matrix of each candidate vs. the list of qualifications sent out in October. Rob: matrix not "populated". Hans: each director was to do that themselves, then rank the results and submit their votes.

**Subcommittee on long-range planning:** Hans asked the Board to decide where we want to be in 10 years (qv). Hans moved: Board will put in place 10-yr. strategic plan. Jeff second. Mike: 10 years too far out; 5 is better. Rob: they have 20-yr. plan at his organization. Also have 3-5 yr. and 0-2 yr. plans but they don't change the 20 yr. plan. Hans said 10 yr. plan has some specifics, not just general ideals. John sees need for 5-yr. plan before 10-yr. but also need 10-yr. vision. Gary asked Andy what his peers are doing. Andy: there is about an equal number of organizations with 3-5 and 10-20-yr. plans. Hans asked who's interested in serving on committee to do long-range plan: Jeff, Mike, Tim, Hans, John, Amanda. Vote: unanimously approved.

**National transportation policy update:** Rob asked staff to do this regularly—to communicate our positions to Board, members, partners. Bill asked Rob if he wants LAB to develop positions on trans. issues. Rob: he's on NCBW's Board; they hold monthly calls on national trans. policies. Jeff: this should be part of short- and long-term strategic plans. Tim supports this; had to leave at this point (2:46PM). Amanda: discussing topics like this is hard on phone. Hans: we have Advocacy Committee; maybe monthly updates from staff should go there. **(No firm decision regarding methodology appears to be made)**

**Bylaws:** Bill summarized latest status of bylaws draft. Amanda asked rest of Board to go through latest mark-up and send in comments. Hans: method of voting should be in policy, not in bylaws. Bill: method of voting should be in bylaws, because of the seriousness of the issue. If it's in a policy, a simple majority of the Board can change it. In the bylaws, it takes a 2/3 vote to change. Amanda and Gary agreed, and Gary said counsel should review. (Harry & Eric joined 3:01PM.) Eric said voting method should be in bylaws. **Deadline set of 12/18 for comments on bylaws.**

**Financials:** Andy: 2008 audit is on PowerPoint, 2009 EOY projections, 2010 budget are to be discussed. Eric: 08 audit was unqualified, but some deficiencies were noted. 09 audit to start in March.- hope to complete by June. Rob: Board should approve audit and Form 990 per Sarbanes-Oxley. Rob moved to approve audit, Mike second. Vote: unanimously approved. **Form 990 to be sent and voted on at next meeting.**

**Budget:** Bill had some questions on Y/E projections. Jeff said Boca Raton BC will give \$5000 annually.  
Q: Bill asked about salaries vs. benefits--% that benefits represent of total salaries changed from 08 to 09.  
A: **Andy: he'll check and get back to Bill.**  
Q: Gary: what are 2 new staff positions & salaries?  
A: Andy: these are funded by SRAM, salaries \$50-55K range.

Hans supports Tim's request for development director. Before making motion on same, what does Andy think of its impact on budget? Hans: Board is inactive in fund-raising. Harry: look at getting development services on a consulting basis. He knows people in the field, maybe do an RFP. John: development is shared responsibility of Board and staff, but need strategy and plan first. First is to do audit of what we're currently doing, then look at potential. A single development person may not have all the needed skills, so we should focus on what aspects of fund-raising we want to do. Andy: we've tried staff and consultants in the past, neither worked well. Andy not comfortable looking at taking \$100K out of other expenses to fund development person. Gary: not looking to add expenses at time of having debt, but willing to take careful risks; he agrees with Harry's idea. Rob: difficult to bring consultant in; better to hire internally. Andy prefers to have staffer rather than consultant. Hans: **John, Andy, others should make recommendations on development for Jan. mtg.**

Amanda thanked Lisa for her service on the Board.

**Summit:** when will we meet? Orientation/registration opens 5PM Tues., then dinner 6:30-8:30. Annual mtg. for members will be on Tues. evening instead of Wed. evening. Board can meet Tues. or Fri. Hans asked for social for evening before Board mtg. Amanda prefers Tues. (Jeff left at this point—3:58PM.) Eric offered to host dinner Mon. Bill asked for Mon. mtg. Amanda: allow 4-5 hrs. for mtg., say, 1-5PM. but not at HQ. For Jan. mtg., we'll use an online mtg. planner.

Second in-person mtg: Amanda: Interbike could be good place; Rob said that's one week after Pro-Bike/Pro-Walk. Hans: would like to meet in a BFC platinum city. Mike: not meeting at Interbike would mean an extra trip for him and any other directors who are going at Interbike anyway.

Budget: Andy asked if development position is the only "open" item on budget?

Mike moved to adjourn, Bill second; approved. Adjourned 4:10PM.

Respectfully submitted – Harry  
(but kudos to Bill for doing the actual heavy lifting!)