

# LEAGUE OF AMERICAN BICYCLISTS

Board of Directors Meeting

Sheraton Airport Hotel

Portland, Oregon

15 September 2005

## Minutes

### Board Members Present

Preston Tyree, John Allen, Ellen Jones, Michael Abrams, Harry Brull, Lisa Falvy, Don Sparks, Martha Roskowski, Mike Greehan, Amanda Jones Eichstaedt (limited conference call), Gary Brustin (limited conference call), Paul Wessel (limited conference call).

### Board Members Absent

Chris Kegel, Joe Stafford, Phyllis Harmon

### Staff Present

Andy Clarke, Anthony Yoder, Elizabeth Preston, Marthea Wilson

### Other Members Present

Judy Murphy, Scott Bricker

8.00 Preston opened the meeting with a brief introduction

Preston made a motion to accept the minutes of March 19, 2005, August 8, 2005, and August 29, 2006, as amended. Michael moved to accept, John seconded, and the minutes as amended were accepted.

New board members (Ellen Jones, Lisa Falvy, and Harry Brull) introduced themselves.

Preston suggested revisiting the mission. What do we want to accomplish using this mission?

Martha, as Nominating Committee Chair, described the election procedures for Directors, and explained the staggered terms. Terms ending next year (2006) will be John, region 1, Amanda, region 6, Michael, region 4, and Paul, who is Board-appointed. Terms ending the following year (2007): Lisa, Mike, Martha, and Gary, all Board-appointed.

The next item of business was the election of officers, and there was a lengthy discussion of procedure. Two separate issues were discussed:

1. Whether Board members who were not present could vote by proxy, there being no specific provision in the Bylaws allowing votes by proxy
2. Whether Board members who were participating in the meeting by telephone (who are clearly entitled to vote) could vote by secret ballot

After some discussion, it was determined that the first issue was moot, as all Board members were present either in person or by telephone.

Martha and Harry moved that board members participating by telephone be allowed to vote in confidence by giving a “proxy” to another Board member who was present in person (who would then cast a secret, paper ballot representing the votes of the Board member participating by phone). This motion was passed unanimously.

Gary and Paul gave such “proxies” to Don; Amanda gave her “proxy” to Ellen. Members Judy Murphy and Anthony counted the votes

A secret ballot was held for President, with the candidates being Preston and Mike. Mike was elected.

A secret ballot was also held for the “at large” member of the Executive Committee. Candidates were John and Don; Don was elected.

The following candidates were unopposed and were unanimously elected by voice vote:

|                |         |
|----------------|---------|
| Vice President | Preston |
| Secretary      | Amanda  |
| Treasurer      | Paul    |

Consent agenda items were considered. Mike raised the conflict of interest policy, and a discussion ensued. Ellen suggested a detailed study in the context of by-laws changes. Mike suggested full board disclosure. Martha suggested this as a topic for future discussion. Preston made a motion that board sign the statement and send to LAB office, Mike seconded. Passed unanimously

Vote of consent agenda items, except for conflict of interest policy. Martha moved to accept, Amanda seconded. Passed unanimously.

Paul (via speakerphone) was asked to review the financials. He noted that we cannot squeeze any more out of expenses without serious harm to Programs; we need to focus on revenues.

Paul had several questions for Andy. First, what information do we have that bears on the financial projection for the full year? Andy replied: August numbers show continued progress, especially renewals. The note payable to the bank declined. Andy suggested that September financial numbers will be worse than budget for acquisitions and Interbike. NHTSA funding will come through. We have not had final word from RWJ, but the grant looks good. Two appeals look promising, and we need the Interbike auction to be a success. Andy stressed need to keep renewals strong as well as club appeals, end of year appeal, and early Summit registrations and sponsorships. He anticipates

additional corporate appeals. Andy suggested that we are on track toward the projected year-end financial result, and there is still a chance to achieve the “best case” projections.

Harry asked about the status of Board participation; Preston asked status of the \$20,000 goal for Board fund raising (of which \$1,200 has been collected). Harry has agreed to match board contributions up to \$10,000. Mike thanked Harry for this effort. Michael expressed gratitude for the participation of former board members.

Preston noted that, year-to-date, the League’s net financial result is actually positive. Paul pointed out that we are nevertheless still behind Budget, and that we will need to greatly exceed the Budget over the remaining months of the year, in order to achieve the original budget for the full year. Mike asked Andy about potential red flag items: Renewals need to be watched, but we cannot do anything this late in the year to significantly affect the renewals. Andy also mentioned the Summit (as discussed above), end of year appeal and Interbike auction. Marthea reminded us that the appeal letter went out just as Hurricane Katrina appeals were coming out; we did not mail into zip codes for the affected Gulf State areas. Michael asked about program reductions and Andy responded that program cuts are not anticipated.

Andy discussed membership survey results, especially for the League to fight for cyclists’ rights. Suggested we need to be more proactive in this area, including alliances with local and national organizations (eg. MADD). Establish a legal defense fund and a mechanism for prompt response. Harry suggested the need for attorney training. Gary urged that we not expose the League to liability, and the program would have to be done carefully. Gary agreed that setting a legal defense fund is important for PR as well as actual good, as is legislation. He brought up a number of potential ideas, such as a professional services section in the league magazine. John suggested Bike Ed for attorneys. Mike suggested this effort fits all of the strategic priorities. Ellen warned against trying to endow a defense fund, but providing professional services would be more effective, such as pro bono state coordinators. There was a discussion about an appropriate direction to take. Michael suggested the American Motorcycle Assn as an ally. Amanda agreed and had other suggestions. Martha asked for direction, and Andy suggested that staff could start after board direction. Gary offered to lead any task force, and Amanda expressed interest in working on this as well.

Mike suggested that we focus on retiring the debt and on what we do better than anyone else or that they don’t do. He urged that committees be established only if there is passion about the results. We should refer to the Strategic Plan when setting our future agendas.

Andy brought up opportunities for brainstorming. For example, how could the League support Katrina victims who need bicycles; Fuji donated 50 bikes for distribution to EMS in LA. A general discussion of the pros and cons of acting as a clearinghouse for bicyclists’ needs. Questions were brought up about how to use bicycles as part of strategic input. What opportunities does the \$3.00 gas present? Harry suggested engaging employers to support cycling to work; Martha and Scott spoke about the importance of

personal interest stories and media opportunities and recognizing opportunities (eg, Bicycle Friendly Communities). There are opportunities in education, PR, etc.

Andy presented his ED report for March-August 2005.

There was a general discussion about the BFC, especially Portland and Denver's "go platinum" strategies. Martha asked if the program could grow into other areas, such as states or districts. Andy responded that there are on-going discussions with a variety of potential programs (eg, the state of Wisconsin).

Thomas Prehn, International Cycle Works, summarized the LAB membership survey (attached).

Mike opened discussion on board elections. Martha suggested nominating committee selection with a skill matrix and reviewed recent nominations. Don suggested that current process is not a fair reflection of members' views and that only one person be placed on the ballot for election. John suggested that changing the current process would be difficult. Mike explained the current process. Martha explained the revised petition process and ballot competition. A spirited discussion resulted. Martha suggested that the system be left in place.

Michael made a motion to amend Article III, Section 4 with the following sentences: "A cancellation of a special meeting of the Board may be cancelled upon demand of the President any time, or 4 directors at least 14 days in advance of the meeting. Notice of any meeting or cancellation of a meeting shall be sent to each Director at least ten (10) days in advance of the meeting." Harry seconded. A brief discussion ensued. Ellen moved to end discussion, a vote was taken, 1 in favor, Preston, Martha absent. The motion failed.

Michael's other motion concerned appointing Directors to the Board. Michael moved a committee be formed to incorporate the informal process into the bylaws to have ready by the March 2006 meeting. John suggested more input into the process. There was a general agreement after Harry stressed the process should be transparent by incorporating it into the website and he suggested that the nominating committee be open to any board member. Mike suggested that the nominating committee should enumerate its process every year. Motion failed due to lack of a second.

Andy suggested a brief discussion of membership survey, and the possibility of "mass membership" move. Andy believes that a "million member" organization is possible, and support may well be out there. Preston and John expressed some reservations. Lisa cautioned that the industry is not unified (yet). Don expressed support of Andy's mass membership suggestion. Martha reminded us that special interests have propelled other national organizations and we need a specific "threat" to rally around. Ellen moved that the board request a detailed proposal for the next board meeting. Mike seconded. Harry asked Andy what he needed to get this started. Andy wanted more thought and input from the board. Martha asked for the board to look at the items 1-7 enumerated in the Sept 15

memo, and would be hesitant to devise a program before the next meeting. Ellen accepted the friendly amendment to the motion to ask the staff for a framework for discussion for the next meeting. Martha urged more discussion on refining our message. Harry asked how we could expand the membership given past restraints. Mike suggested an incremental approach. Martha suggested a two-tiered approach, setting a realistic goal and develops a better vision/brand/dream for the League. John agreed with Michael's suggestion that we stick to our core membership. Martha moved to end discussion, Preston seconded, and the vote was unanimous.

Mike led a discussion about the Strategic Plan update and the Program and Activity Plan. He began by discussing the Financial Prowess. Marthea said board would be needed for membership and major gifts. We need a development officer in house, and suggested a board committee to help. Michael stressed the need for increased board involvement for fund raising. Harry, Lisa and Michael agreed to serve on the Development Committee.

Marthea suggested that we form an audit committee, with Paul chairing (as well as chairing the finance committee). Ellen agreed to serve.

Andy introduced the "brand development" topic. Andy funded the membership survey; Martha argued that while appreciated, it was not appropriate. Mike suggested a Communications Committee (with a focus on brand development), headed by Martha, Elizabeth, and John.

Mike introduced "more people riding safely more often". Preston reminded us that he chairs the committee and will develop a strategy. Preston expressed concern over BELC and wants to make sure it does not lose money again. Lisa suggested that the legal issues be folded into this committee. Mike suggested that each committee include membership involvement, while eliminating Member Involvement Committee.

Mike led the discussion of advocacy, voice and policy. We need to either establish a committee or divide the roles into existing committees. Ellen suggested an Advocacy Committee, Ellen to chair, including Gary, John, Martha, Amanda, Don. Legal issues would be included in this committee.

Other committees: Preston to head the Personnel Committee, with Harry also serving. This committee will set the goals and criteria. Martha expressed concern that such criteria be quickly established, and Preston agreed. Ellen suggested that the executive committee be the committee.

Mike recommended deleting Strategic Planning Committee, the Positions Committee, Finance Committee, Awards Committee, LAB Reform Committee, affirmed the Life Trust Committee (Mike), Ethics Committee (Don), and Nominating Committee, chaired by Martha, other members Harry, Paul, and Lisa. Mike made the motion to approve the above, Harry makes the motion, Ellen seconded, passed unanimously.

Michael suggested that each committee meet by the end of October and develop a mission statement. Lisa suggested committee email lists.

Martha suggested that the Executive Committee meet regularly to keep abreast.

John summarized the library holdings issue. He suggested that the old minutes be returned to the League office (in paper or scanned). John recommended that the items be sorted for appropriate action and would submit a plan.

Lisa made a motion that the Executive Committee to serve as the Bylaws committee, Preston seconded, it was passed unanimously.

The meeting schedule was approved, March 1 after the Summit, and a budget approval meeting in late November/December. Andy outlined the strategy for next year, and the regional director (region 5) would be tasked with the national rally, building on the current model. Martha raised the question about changing the model to have the national meeting with the Summit.

Don made motion to adjourn to executive session, Michael seconded, passed unanimously.

The board went into executive session to discuss ED performance. Harry gave an introduction of his report. Harry moved that the Personnel Committee be tasked with setting Andy's professional development goal. Harry asked what Andy needs from the board to help him. Don made a motion that the board expresses their confidence in his leadership and that the board is committed to working with him and staff to achieve the League's vision. Second, Preston. Passed unanimously.

Session ended at 4.45pm.

Submitted by Don Sparks, for Amanda.