



Minutes of the January 4th, 2016 DBC Board of Directors Meeting

PRESENT:

President: Phil Coleman

Vice President: Barbara Anderson

Treasurer: Wil Uecker

Secretary: Jack Berger

Race Team Director: Fred Schaars

Philanthropy Director: Jackie Phillips

Tour and Ride Director: Dave Joshel

Membership Director: Jason Fearing

Director-at-Large, Double Century: Robin Neuman

Director-at-Large, Foxy's Fall Century: Richard Waters

Director-at-Large, Ultra Cycling Events: Dan Shadoan

Members Absent:

Newsletter/Outreach director: Martha Gegan

Also Present:

- **Quartermaster: Richard Mansfield**

Meeting Convened at Tandem Properties at 7:04 pm

Reports of Officers, Directors, and Appointees (as needed)

President, Phil Coleman

- Phil called the meeting to order and asked that the new board members introduce themselves.
- Phil also mentioned that we will be departing from Robert's Rules of Order and will use the "Report by Exception" format, with the President giving his report last. See the addendum to these minutes for an explanation of this concept.
- Phil introduced the topic of the 2016 budget, as prepared by the 2015 Board, and asked Wil to present it for the Board's consideration.

Treasurer, Wil Uecker

- Will presented the 2015 actual income and expenses, as well as the 2016 proposed budget.
- He pointed out that most of the membership expense in the 2015 actuals (\$3742.00) is due to the purchase of a two year subscription to our software system (Wild Apricot). Thus the allotted budget for 2016 for this item is much smaller at \$360.00.
- The membership income in the 2015 actuals is higher than budgeted at \$9279.00. It turns out that this anomaly is due to the inclusion of Race Team memberships, as well as a surge in membership renewals in response to renewal notices sent out toward the end of 2015.
- Phil mentioned that members who have not been current in their dues are now being reminded to renew by the new system, adding to the surge.
- Fred remarked that he would like to see the funds raised by Russ in sponsorships specifically for the juniors program, included in the 2016 proposed budget in the Jr. Race team line item.
- There was a general discussion of whether funds generated by various DBC events should be "encumbered" ...i.e. designated in whole or part for the support of the event producing the income. Phil mentioned that there is currently no DBC policy that allows for encumbered funds, but by majority vote of the board, a policy for the adoption of an encumbered funds formula could be initiated.
- Fred pointed out that income from sponsorships is solicited for a specific program and cannot in good faith be used to support other club expenses. Phil reflected that Race Team sponsorship funds have historically been returned to the Race Team to support their activities exclusively.
- Dan proposed that \$5,500.00 be added to the Junior Race Team expense allocation, bringing it up to \$7500.00., and that the income portion of the Jr. Race Team budget be changed to \$5500.00.
- A motion was made by Barb and seconded by Robin to approve the 2016 budget with the amendment that the Jr. Race Team expenses be increased to \$7500.00 and the Jr. Race Team income be changed to \$5500.00. The motion passed unanimously. The extra funds will be distributed from our reserve account.

Membership, Jason Fearing

- Jason presented membership information: we have 557 actual paying members. We have a number of members who pre-paid five year memberships who are not captured in our

software. Jason is attempting to reconcile these. The vast majority of our memberships are on the annual renewal tract.

- At the moment we show 156 memberships overdue, but this figure will be modified as the surge in renewals is digested in the next few weeks.
- Phil mentioned that we have been charged by the 2015 board to review the membership pricing structure as this has been in place unaltered since circa 2004. He proposes that we defer consideration of membership fees to a future meeting. Any proposed increase will apply to 2017 fees.

Vice President, Barbara Anderson

- Barbara discussed the need to change the venue for our monthly membership meetings.
- She has checked into the Senior Center and the Vets Memorial. Vets Memorial is a City of Davis venue, which would be serviced for us by the city. The room is set up with audio-visual and possibly Wi-Fi capabilities. The cost is \$141/meeting. (47\$/hour for three hours). For this year, the expense for meetings beyond this month would be \$1269.00. The holiday party rental expense at the Sr. Center will be an additional expense.
- A motion was made by Dan and seconded by Robin that the Board empower the Vice President to negotiate the change of our meeting venue to the Vets Memorial Center as soon as possible, and that the administrative budget be increased by 10% to cover the expense.
- The motion passed unanimously.
- Phil mentioned that the meeting cost can be absorbed by the Presidents administrative funds.
- Barbara made an appeal for board members to attend the next general membership meeting to be introduced to the members.

Secretary, Jack Berger

- Jack reported that the December minutes, as corrected, are ready for archiving.
- There were no other changes suggested for the minutes.

Race Team, Fred Schaars

- Fred mentioned during the budget discussion that the Dunlop Time Trial will be suspended for the current year.
- All Race Team board positions are now filled (17 of them). Margaret has stepped up again to organize the Race Team's Fall Century post ride meal, and Jason Eiserich and Atac Tuli, Assistant Race Team director, will organize the July 4th Criterium.
- In addition, the new Race Team kits have been well received by both Race Team and general club members who have seen and/or ordered them.

Ultra Distance, Dan Shadoan

- Dan reports that the 200K Last Chance Brevet on 12/31 went from Davis to Auburn and back. We had 15 starters and 14 finishers. Beginning temperature was 32 degrees. On 1/1/16 we put on the First Chance 200K Brevet from Davis to Calistoga and back. Starting temperature was 33 degrees. We had 20 starters and 18 finishers. These events were well received.
- The next brevet will be the 200K to Pope Valley and back on February 27th.

Foxy's Fall Century, Richard Waters

- Richard reviewed the status of Napa County's interest in changing their permit structure and associated fees. They are in the process of writing a new ordinance, not yet approved by the Napa Co. Board of Supervisors. Robin reports there will be no problems with this for the 2016 Davis Double Century. Any changes passed this year will apply to 2017.
- The board authorized, by acclamation, Rick to monitor this process in Napa County as an official representative of the Davis Bike Club.
- Rick reported that we currently have our general club liability insurance through LAB, and we also maintain our event insurance with them. Rick has become aware that there is an alternative insurance vendor that is cheaper, but would require payment prior to events, rather than post event as is our current practice.
- Dan much prefers paying after the fact (with our current vendor) as we are not required to pay for DBC members who participate in the events. He prefers to continue with the current vendor. Robin would like to stay with our current insurer as well.
- Event liability waivers were discussed at length. Rick reports the online waiver for the Foxy's Fall Century will need to be revised. He will look into this.

New Business

- Phil presented several topics for the board's consideration as the new year begins:
 - Duties and Authorities of the Board: Phil pointed out that DBC is directed by our bylaws, past administrative policies and also by "informal organization" i.e. rules and regulations that are unwritten (much like corporate culture). He urges us to consider these unwritten rules as candidates to be thrown out, modified, or preserved. Likewise, the bylaws and prior policies should not be treated as "sacred cows". Phil urges board members to bring up such items for consideration by the whole board if needed.
 - Conflict of interest: The club bylaws address potential conflicts of interest. While we are unlikely to face financial conflicts of interest, we can face perceived ethics and morality issues....such as nepotism in directing club business to family members. If we confront this situation, we should recuse ourselves from decision making.

- Promoting awareness of the board's actions: While the DBC Board operates very well, it does so in isolation from the awareness of most club members. This creates a problem for us in finding new board members. Phil would like to see this corrected. As a first step, we will publish the monthly board minutes on the listserve, in addition to archiving them on the website (where they are essentially never seen). Several board members felt that the minutes should go to members only, rather than the listserve. The "Announce" list was suggested as an alternative with this in mind. Jason will review all of this with Scott in hopes of having a plan ready to distribute the January minutes after the February meeting of the board. In addition, Phil asked that Wil publish the current month's financial reports on a quarterly basis.
- Committee Assignments: The DBC president has the authority to appoint committees. Phil feels that committees of one are particularly effective. First, Phil asked Wil to look into alternatives to our current budget format. Second, Phil has asked Jack to look into the stickers, intended to be placed inside of bike helmets that contain emergency contact information. Jack will look into obtaining such stickers and present a cost estimate to the board. He will also look into group discounts from Road ID.

Adjournment: at 9:00pm

Respectfully submitted,

Jack Berger

Secretary, DBC Board of Directors.

Next membership meeting: Monday, January 11th, 7pm, US Bicycling Hall of Fame, 303 3rd Street, Davis Ca.

Next Board meeting: Monday, February 1st, 7pm, Tandem Properties, 3500 Anderson Road, Davis, Ca.

Addendum:

Agenda Format (from Phil Coleman)

Robert's Rule of Order has been our loosely interpreted guideline for the conduct of Board Meetings. We'll take another liberty to Robert's format, that involving "Reports." The new streamlined process is commonly known as "Report by Exception."

For example, the Board Chair will no longer introduce “Agenda,” ask for amendments, request a motion and second to approve, then calling for a vote. The same applies for “Treasurer’s report” and all the other reports routinely listed on the beginning of a Monthly Agenda.

The term, “Report by exception” means that every Board Member is empowered to raise any of the “Pro forma” matters for discussion if they are worth discussing. No comments from any Board member will translate to tacit approval and the meeting moves on to the next Agenda item.

Traditionally, the DBC Board Agenda is a sequential listing of board members; the President speaks first, followed by some indeterminate order of all other members being asked if they wish to give a report.

Often enough a Board member has no substantive activity to report since the last Board Meeting, or a member is absent. Following the Report by Exception format, the President will simply ask for reports in no particular order and Board Members may respond, or not. The President will now speak last.