

VMBA Board Meeting Minutes
 December 19, 2018 6:00-8:00 pm
 The Reservoir Restaurant & Tap, Waterbury

Members present:

x	Michael Bell, Chapter Representative	x	Karly Moore
x	Judy Boyd via phone	x	Danielle Poirier
x	Brad DeBoer, Chapter Representative	x	John Ringer
x	Hilary DelRoss, Vice-Chair	x	Alex Showerman
x	Jeff Dickson, Secretary		Adam St. Germain
x	Nancy Lukes	x	Tom Stuessy, Executive Director

Guest:

Agenda Item	Discussion	Action Items
Welcome, Intros, & Ground Rules	<ul style="list-style-type: none"> ● Hilary welcomed new members ● Discussed establishing ground rules/guidelines around how we want to conduct meetings 	
Overview of Meeting Format	<ul style="list-style-type: none"> ● Jeff discussed process for making and passing Motions ● Executive Reports <ul style="list-style-type: none"> ○ ED ○ Treasurer ● Approval of Meeting Minutes <ul style="list-style-type: none"> ○ October 17, 2018 <ul style="list-style-type: none"> ■ Hilary moved to approve, Mike seconded, all approved, none opposed, new members abstained. ○ October 30, 2018 <ul style="list-style-type: none"> ■ Hilary moved to approve, Mike seconded, all approved, none opposed, new members abstained ● Action Items <ul style="list-style-type: none"> ○ October - All provide Tom 5-7 names of potential annual fund donors, or personalize and send the document directly: https://drive.google.com/drive/u/1/folders/1UUQEA0U7h8Xj-Uyb9clARv-RTI4RxUvJ?ogsrc=32 ● Committee Reports ● New Business 	<p>ALL - Provide Tom with 5-7 names of potential annual fund donors, or personalize and send the document directly:</p> <p>https://drive.google.com/drive/u/1/folders/1UUQEA0U7h8Xj-Uyb9clARv-RTI4RxUvJ?ogsrc=32</p>

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<p>Defining Accountability</p>	<ul style="list-style-type: none"> ● Hilary discussed shifting the culture of the Board to improve our processes and productivity, and intentionality about follow through and defining our commitments is essential to that ● Individual accountability <ul style="list-style-type: none"> ○ What are our expectations for ourselves and others on the team? ○ Sharing feedback about progress and roadblocks early and often relative to how we are meeting goals is key to keeping everyone informed, handling conflicts, maintaining respect and consistency ● Board accountability <ul style="list-style-type: none"> ○ What are the expectations for the Board with respect to the external mountain bike community? ● Nancy explained quarterly “results-based accountability” as an option <ul style="list-style-type: none"> ○ What did we say we’d do ○ How much did we do ○ How well did we do it <ul style="list-style-type: none"> ■ What worked ■ What didn’t ● Nancy suggested including “What’s happening in the office” in a BOD calendar so we know what is going on along with what we are doing ● Karly discussed using “yes and” as a tool for discussing ideas, enhancing ideas you may disagree with rather than shooting down ideas ● Alex proposed including action items in email sending out agenda prior to meetings ● Danielle suggested using an online tool for planning and accountability, such as Base Camp or other digital tools <ul style="list-style-type: none"> ○ Alex and Karly like Slack for organizing group work 	<p>Alex - set up Slack for the BOD to use</p>
<p>Committees</p>	<ul style="list-style-type: none"> ● Executive Committee <ul style="list-style-type: none"> ○ Hilary expressed some apprehension about continuing to serve as Vice-Chair given upcoming increase in grad school workload ○ Michael noted he is no longer on the STAB board and therefore can no longer serve as a Chapter Liaison <ul style="list-style-type: none"> ■ Alex is on the WATA board and expressed an interest in taking Michael’s place as Chapter Liaison 	<p>Karly, John, Danielle, and Nancy - think about which subcommittees you would like to serve on</p>

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	<ul style="list-style-type: none">■ Hilary moved to appoint Alex as a Chapter Liaison, Jeff seconded the motion, all voted in favor, none opposed○ John has discussed the Treasurer position with Melissa Moore and Tom and went over the budget with them recently, and is happy to take on the role<ul style="list-style-type: none">■ Tom explained the time requirements of the Treasurer role○ There was discussion of amending the Bylaws to eliminate requirement of one-year service prior to appointment. Judy pointed out that Bylaws do allow new BOD members to serve in Executive Committee roles○ Discussion was had that Jeff would serve as Chair, Hilary would serve as Vice-Chair, and Michael would serve as Secretary.○ Alex moved to accept that slate of candidates as Jeff (Chair), Hilary (VC), Michael (Secretary), and John (Treasurer). Karly seconded. All approved, none opposed.● Working Committees need to be established, and at prior Special Meeting members were interested in the following:<ul style="list-style-type: none">○ Marketing & PR<ul style="list-style-type: none">■ Alex (kickstarter of subcommittee)■ Hilary■ Judy (Ambassador program)○ Government Policy<ul style="list-style-type: none">■ Brad■ Jeff○ Chapter Relations<ul style="list-style-type: none">■ Alex■ Michael■ Brad○ Finance/Development<ul style="list-style-type: none">■ Brad○ ED & Peer Evaluations<ul style="list-style-type: none">■ Executive Team○ Diversity● Judy observed that the Bylaws seem to limit the Board to a Policy & Governance board rather than a working board, and whether that imposes some limitations on what subcommittees can and cannot do	
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	<ul style="list-style-type: none"> ● Danielle noted that non-BOD members can likely and may be interested in participating on subcommittees <ul style="list-style-type: none"> ○ Alex observed that we also need to ensure we are holding volunteers accountable in alignment with our agreed-upon culture shift 	
2019 Meeting Schedule	<ul style="list-style-type: none"> ● Hilary inquired about preferred meeting days, times, locations and length of meetings <ul style="list-style-type: none"> ○ Two hour meetings seem to be the best option, may need to discuss starting occasional meetings earlier or remaining later, but agreeing in advance ○ Discussed rotating the meeting locations around the state, inviting stakeholders to join meetings ● Next meeting will be Jan 7th 6-8 pm in waterbury 	<p>All - Is there a different city/town that would work well/better for meeting than Waterbury?</p> <p>Next meeting will be Jan 7th 6-8 pm in waterbury</p>
Fundraising Culture	<ul style="list-style-type: none"> ● Nancy discussed how fundraising is an important part of building VMBA capacity <ul style="list-style-type: none"> ○ Most people don't do fundraising because they don't know how or think they don't know how ○ Would like to take a portion of each meeting to train board members how to fundraise ○ Would like us to report out on where we are in meeting fundraising goals ○ Noted that Board members should be fundraising and also contributing financially <ul style="list-style-type: none"> ■ Can't ask others to donate if we are not modeling this behavior by donating ourselves ● Alex pushed back on expectation that individual board members contribute financially because it could limit the diversity of the board by excluding certain members <ul style="list-style-type: none"> ○ Nancy reinforced that there is no minimum donation expected from current members, but members should be donating <i>something</i> ○ Alex and others were on board with the expectation that we contribute whatever we are able ● Nancy noted that "stewarding" is also a critical component of fundraising 	<p>All - Go onto the G Drive and pull up the donor letter to send to your 5-7 contacts:</p> <p>https://drive.google.com/drive/u/1/folders/1UUQEAOU7h8Xj-Uyb9clARv-RTI4RxUvJ?ogsrc=32</p>

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	<ul style="list-style-type: none"> ○ Dividing up larger donors among members, and building a relationship with them by reaching out and by informing them about their impact on the community ○ John noted that keeps the revenue steady (or increasing) on a year-to-year basis as well 	
<p>Executive Director Compensation</p>	<ul style="list-style-type: none"> ● The Board previously authorized Tom to establish a 401k for himself, with 3% matching, but not for VMBA staff <ul style="list-style-type: none"> ○ Tom recently learned that nonprofits giving a 401k to one employee must give it to all employees if they have worked for 12 months and exceed 1,000 hours per year ● Tom proposed that because time has run out to restructure the 401k to include current staff, he take his 2018 3% match as a bonus and the 401k structure be agreed upon in early-2019 ● Jeff moved to allow Tom to pay himself a bonus equal to the 3% match he was authorized to receive in 2018. Hilary seconded. Tom confirmed he is OK with this arrangement. All approved. None opposed. 	<p>Executive Team- Schedule Tom's evaluation and review 2019 HR policies</p>
<p>Fest Update</p>	<ul style="list-style-type: none"> ● Michael explained to new members that the Fest has not taken off to a significant extent and doesn't provide much tangible benefit or promote VMBA ● Michael ran elimination of VMBA fest by the STAB team, which is interested in doing something less mountain bike specific ● Michael advised Tom that if VMBA wants to use the fest or fest name elsewhere, VMBA should feel free ● Tom reported that Killington is very interested in hosting the Fest and is willing to put in most of the time/resources <ul style="list-style-type: none"> ○ VMBA would essentially license the VMBA Fest name to Killington ● If Killington decides it isn't interested, the Board agrees to sunset VMBA fest 	
<p>Other business</p>	<ul style="list-style-type: none"> ● Please review the Board Contact list and make any updates to your contact information for Board related communication: 	<p>All- Please review the Board Contact list and make any</p>

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	https://docs.google.com/spreadsheets/d/1EseW8dybqC7u9Rrt7wPQvXBhOwtob695l6xjccILSbU/edit#gid=741553068	updates to your contact information for Board related communication: https://docs.google.com/spreadsheets/d/1EseW8dybqC7u9Rrt7wPQvXBhOwtob695l6xjccILSbU/edit#gid=741553068
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Next meeting: Jan 7, 6-8pm, Waterbury (Reservoir Restaurant & Tap)