



Minutes of the Feb 5, 2018 DBC Board of Directors Meeting

Present:

- Treasurer: Wil Uecker
- Secretary: Darell Dickey
- Race Team Director: Atac Tuli
- Tour and Ride Director: Bill McCamy
- Membership Director: Brian Gegan
- Director-at-Large, Double Century: Bill Bernheim
- Director-at-Large, Foxy's Fall Century: Dave Joshel
- Ultra Cycling director, Deb Banks
- Outreach director, Hector Galura

Absent:

- Philanthropy Director: Dick Mansfield

Also Present:

- Phil Coleman
- Mark Tebbutt

Meeting Convened at 19:02.

Darell called meeting to order and volunteered to be the meeting chairperson.

1. Agenda Modifications:

- Darell: Add discussion of board emails, remove discussion of Don Saylor visit from tonight's agenda, move CR 32A discussion up to item 7(a).

2. Proposal to engage a professional bookkeeper

- See Appendix 1. Wil related that he and Mark interviewed several bookkeepers. The bookkeeping should be somewhere accessible to everybody (in the cloud) - not just on the treasurer's personal computer as it is now. This would make the bookkeeping more secure, easier to transfer, and more stable if something happens to the treasurer. Wil suggested that Pamela Manini, CPA, who already prepares the Club's form 990 today should do the initial setup work on QuickBooks. Then we can take it to any service we want after the first year. First year cost will be approximately \$4000. Ongoing costs would be less.

- Separation of duties allows one person to keep the records (bookkeeper) while another handles the assets (treasurer). This is how most organizations handle the system, so the treasurer is not burdened with the book keeping.
- Bill M. moved that we hire a bookkeeper to make this transition. Brian seconded. Passed unanimously.

3. Does the board receive emails?

- Discussion about which board members are still having trouble seeing board emails. Hector and Darell will continue working on it.

4. Next membership meeting: Touring.

- Bill M. Discussed encouraging membership to lead tours. General agreement with that idea.
- General discussion about setting up and running membership meetings. Tickets, food, beverages, room.

5. Role of Outreach Director.

- Hector suggested a Facebook Group to allow better interaction. People tend to respond better to FB events compared to online calendared items. There may be a way to automate a connection between FB and our online calendar.
- Deb talked about having an integrated or stand-alone Rando FB page as well.
- Darell discussed the INFO@ email address and how the Outreach Director should deal with those messages. Also discussed how we need to streamline our email system.
- Hector wishes to create a Wiki so board members can add all of their duties and “how-to’s” for future board members.
- Brian mentioned that Membership and Outreach should work hand-in-hand. Brian also informed the board about the distinction between the “Announce” list (sent to every paid member, to the email address they included on their membership application), and the general club list (sent to everybody who signs up for the email list, and some members do not sign up).
- We have 600 paid members. 120 recently lapsed.

6. Confirm roles for next board meeting and future membership meetings.

- Dave will pick up the key for March board meeting.
- Wil will assemble the agenda and chair the March board meeting.
- We only have one open slot on the passed-around sign-up sheet for September membership meeting. We have time to decide on a topic and leader for that.
- Holiday party is Dec 3 to avoid Hanukkah. Phil is in charge of holiday party.

7. Support for CR 32A safety improvements (Darell Dickey).

- See Appendix 2.
- Discussion about how much the DBC supports advocacy.
- Wil moved that the board supports creating a letter of support for Bike Davis’ position on CR 32A improvements. Brian seconded. Passed unanimously.

8. March Madness

- Dave mentioned that Andre Hamel sent a message to the DBC list. Andre was looking for interest in this year’s running of March Madness, and shared some anecdotes from years past.

- Discussion about Dave Shadoan having run the registration software many years in the past. Adam Bridge has organized the event recently.
- Wil suggested making March Madness awards as part of a regular membership meeting instead of a separate event. There was appreciation and there was general agreement with the concept.
- Wil will talk to Adam, Deb will talk to Dan, Dave will talk to Andre, and we will figure out who will do what for March Madness.

9. Solution to DBC's Leadership Crisis. (Phil Coleman)

- See Appendix 3.
- Goal is finding a replacement for president. Finding suitable candidates who are qualified and willing to serve is proving to be difficult if not impossible.
- The DBC is among the last of a dwindling group of volunteer organizations that are led by volunteers. Suggestion is to hire a paid Executive Director to lead the board.
- Revision of bylaws would be required to move toward an Executive Director, and those revisions require many time-consuming hurdles. Phil has already begun the task of revising the bylaws.
- Next we would need a job description for Executive Director. Then a job announcement. Then a process to receive and review applications. The board would need to decide upon a salary package.
- After filtering down to 3-5 finalists, the board would need to meet in executive session to choose a director to hire.
- Deb asked about the July 1 timeframe in the proposal. Phil responded that the urgency is real and needs a timeline to avoid extended suffering - and mentioned that his assistance has calendar limits due to other commitments later in the year.
- Wil asked what the new structure would look like. Phil responded by taking us back to 1972 when Richard Nixon was president. That is when the DBC bylaws were created. The only way to effectively communicate was to have management in the same room at the same time, and to mail a newsletter to the membership. The internet and email did not exist. Back in the day, operational and policy responsibilities were shouldered by the same person due to the communication limitations of the day. Those tasks should now be separated. A board of directors is intended to be a policy-making body.
- Phil posed the question: Why do people say "no" to being on the board? High quality people said "I would be willing to take over this job or that job, but to have to sit on the board and make policy is a non-starter." We need to make a board of directors of 3-5 people who meet when it is required, and separate that from the operational directors. Policy makers are not the same as operational directors. The one does not wish to do the other task.
- Discussion about why people generally say "no" to being on the board. Is it resistance to monthly board meetings and policy-setting? Or is it resistance to the long hours required to put on our events?
- Phil: Operational managers should be appointed, and not be tasked with policy. Board of directors should be elected and not be tasked with operational duties.
- Phil was asked about Executive Director compensation. After consulting with experts, and performing online research, Phil found that the median income for a full-time ED is \$72,000/yr. Our director would be part time. 10 hours per month @ \$100/hr. Suggested cost would be \$12,000/yr. The Director would be hired "at will" and not under contract.
- Management is the same everywhere. We have many "retired" managers in our area. They can come from any industry, and don't need to necessarily understand cycling.

Executive Session Entered at 20:38

Adjourn 21:07

Respectfully submitted,
Darell Dickey
Secretary, DBC Board of Directors

Next membership meeting: March 12, 2018, 7pm Club Room, Veterans Memorial Building, Davis, CA.

Next board meeting: Monday March 5, 2018, 7pm Tandem Properties, 3500 Anderson Road, Davis, CA.

Appendix 1

Proposal for Bookkeeping Services for DBC

Wil Uecker and Mark Tebbutt

The current system of bookkeeping for the DBC exposes the Club to significant risks. The Club financial records reside on the Treasurer's computer. If the Treasurer becomes incapacitated, access to records and continued operation of the Treasury function in a timely fashion will be difficult. A preferred solution is to have records online with access by multiple users. The present system does not provide any separation of duties which is the foundation of good internal control. The Treasurer has control of assets as well as financial records. A preferred solution is to have a bookkeeper maintain financial records and reconcile bank accounts while the Treasurer maintains control of assets and receipts and disbursements. The current system is too time consuming (5 - 7 hours a week) to expect a volunteer to take on the Treasurer's role. The volunteer must also have a basic understanding of accounting and be familiar with Quicken in addition to having a current version of Quicken on their personal computer. With a bookkeeper, the volunteer Treasurer's required knowledge of accounting and the accounting software is reduced and software and records are online.

We propose to engage as the Club's bookkeeper, Pamela Manini, CPA, who has been preparing the Club's required 990 return with the IRS for years. She is familiar with the Club's financial records and uses the online QuickBooks software. She would work with the Treasurer to set up the accounts and transfer data from Quicken. Her fee would be \$300 per month. The Club would also have to purchase access to QuickBooks Online at cost of \$35 per month after an initial half price discount for three months. Total cost for the year would be approximately \$4,000. Once the system is operational, the Club would be able to engage another bookkeeper who might be less expensive.

Appendix 2

Proposed Letter of support for 32A improvements

To Whom It May Concern,

The Davis Bike Club Board of Directors supports the creation of a separated bikeway along CR 32A between Davis and Sacramento. Union Pacific's application to the CPUC to alter the railroad crossing presents a prime opportunity to do that and thereby improve the road for people on bicycles.

The DBC Board endorses the recommendation proposed by Bike Davis to reconfigure CR 32A by converting the westbound travel lane to a two-way cycle track. The League of American Bicyclists has awarded the silver award to Sacramento in its Bicycle Friendly Community Program, while the City of Davis has earned the platinum award. It is time to upgrade the dangerous bike route that connects these two cities to allow the many bicyclists in both communities to travel comfortably and safely between them.

This regional bike route serves local bicyclists and recreational riders from around the country. Cyclists who commute between Davis and Sacramento have no alternative route, and should not have to face daily hazards on a road that is poorly designed for the mix of traffic that it serves. We hope that you recognize the positive impact that improving the safety of this important route would have for bicyclists in the region, and act with their interests in mind.

Respectfully,

Davis Bike Club Board of Directors

A Permanent Solution for DBC's Leadership Crisis

1. The Ideal Selection Process for an Administrative Leader

- Several candidates apply for consideration, with identifiable and measurable qualifications
- Candidates are motivated to serve
- Candidates are vetted and interviewed, with final selection made from among the most qualified
- Successful candidate serves in “at-will” capacity indefinitely and answers to the appointing authority
- Annual review of performance of Executive, with promise of tangible bonus for exceptional service

2. Bike Club's Longstanding and Current Dilemma

- The By-laws require that we select and fill twelve Board positions by election. The term of service is one year
 - Election defined, is voters choosing among two or more candidates
 - A contested election among the hundreds of Board members nominees has happened once or twice in Club history
- Selection of Board members are either self-appointed--or more often--chosen by the Nominations Committee soliciting candidates, and who stop when one willing nominee is recruited

- DBC has numerous past instances where Board positions remained open due to no members willing to serve among hundreds of potential nominees
- The 2018 Board has vacancies in the two top executive positions, President and Vice President. Several crucial tasks and responsibilities assigned to these roles are not being performed.

3. We Are Not Alone

- Research including other bike organizations non-profit organizations shows all of them having the same leadership void
- Few or no qualified persons willing to volunteer in a leadership role
- An aging membership and difficulty in recruiting younger leadership

4. Solution

- Club leadership be administered by an experienced and professional administrator replacing a reluctant volunteer usually pressured into acceptance
- Position of “Executive Director,” created, replacing “President”
- Existing directors and officers reclassified as Operational Managers and are relieved of responsibility of overall Club policymaker
- Board of Directors defined is: Organization-wide policy body with responsibilities for long-range planning and budgeting. Operational Managers seek guidance from, and report information updates to, the Board at their own initiative.
- Revised Board of Directors comprised of 3-5 persons, elected by Membership using existing process
- Monthly Board Meetings changed to alternating months, or quarterly
- Executive Director is compensated at professional services market scale and serves at the pleasure of the Board of Directors
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5. Procedural Requirements

- Complete revision of Club By-laws. Requirements
 1. Find somebody who will quickly and competently complete this onerous task
 2. Submit to Board for amendment and approval
 3. Approval by majority vote at General Membership Meeting in March

- Preparation suitable job description of DBC Executive Director with somebody willing to accept this task
- Determination of compensation for Executive Director. Somebody researching “market scale” for such a role and give recommendation to Board.
- Prepare and publish a job announcement and create process of receiving applications
- Screening candidates to 3-5 finalists, who would be interviewed by Board in Executive Session

6. Timeline for Completion and Implementation

- Top priority is having Executive Leader chosen and operational at earliest possible time frame
 - Leadership by committee cannot be sustained
 - Confusion and uncertainty pervades virtually every Board action
 - No compliance with the letter or the spirit of the By-laws

- DBC Executive Leader chosen and operational July 1, 2018.

Appendix 4

Membership meetings

Date	Location	Topic	Lead Person
Feb 12	VMC, Club Rm	Tours	Bill McCamy
March 12	Sr. Center, Valente Rm	Brevet, Rando	Deb
April 9	Sr. Center, Valente Rm	March Madness	Dave
May 14	Sr. Center, Valente Rm		Atac
June 11	USBHOF	Criterion	Wil
Sept 10	VMC, Club Rm		
October 8	VMC, Club Rm		Hector
November 12	VMC, Club Rm		Brian
December 3	Odd Fellows Hall	Holiday Party	Phil Coleman