



Improving Lives Through Bicycling

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Board of Directors Meeting

Cascade Bicycle Club

January 20, 2016

Present: *Sandi Navarro, Daniel Weise, John Pope, Jim Stanton, Ed Yoshida, Charles Ruthford, Don Volta, Alexa Volwiler, Bill Montero, Catherine Hennings, Kevin McDonald, Haley Keller, Sandi Navarro, Ted Inkley, Merlin Rainwater*

Via videoconference: *Marie Dymkoski*

Not present: *Nate Glissmeyer, George Durham, Tamara Schmautz*

Meeting called to order by Cascade Board President Catherine Hennings at 5:40 pm

1. Welcome, Introductions and Appointments of New Directors (Catherine)

- Icebreaker
- *Elected Members:*
Bill Montero; Tamara Schmautz; Kevin McDonald; Sandi Navarro; Haley Keller
- *Appointed Members:*
Daniel moves to appoint Ted Inkley, John Pope, and Marie Dymkoski to the Cascade Bicycle Club Board for one year; Charles seconds. Motion passes unanimously.

2. Election of Officers and Appointment of Executive Committee At-Large Member (Daniel)

- *Proposed Officer list:*
President: Catherine Hennings
Vice President: Nate Glissmeyer
Treasurer: Alexa Volwiler
Secretary: Sandi Navarro
- *Proposed Executive Committee Member:*
At-Large: Charles Ruthford

Daniel moves that we elect Catherine Hennings as President, Nate Glissmeyer as Vice President, Alexa Volwiler as Treasurer, Sandi Navarro as Secretary and Charles Ruthford as at-large member of the Executive Committee. Ed seconds. Motion passes unanimously.

3. Announcement of Committee Chairs (Catherine):

- *Committee Chair list:*
Governance: Nate Glissmeyer
Finance: Alexa Volwiler
Development: Bill Montero
Compliance: Charles Ruthford; Charles solicited others to participate; contact him if interested. Ed and Kevin offered to join.

4. Appointment of the Washington Bikes (c4) Board (Nate presented by Daniel)

- *Update on process for putting together slate by governance committee:*
The governance committee met in January. Our primary goal was to put together a set of board members for the c4 board. Each committee member brought names of individuals they thought would be appropriate and we reviewed those names, their experience, their suitability, etc. We then looked at categories, such as statewide representation or drawing on expertise in various political and advocacy circles. The committee members were then assigned the task to update a small amount of biographical information about the candidates they know best. Then the full committee will review these bios and develop their own opinions about what their ideal c4 board would be. These materials will be online this weekend and committee members will have a week to respond.
Next steps will be to reconvene after each committee member has had a chance to review and then begin speaking with these candidates.
- *Discussion:* Ted indicated that it would be a good idea for us to reach out to some of our constituents. Historically, we have had statewide constituency; can now do this with larger bicycle company.
- *Question:* How many members do we want on this Board? Daniel: Can be between 4 and 9 members on c4 board. c3 board elects c4 board. EC appointed interim c4 board. Incoming EC is interim c4 board. The Board members for the c4 serve for a single year at a time. Catherine indicated that there would be some overlap, but not majority. Goal: Make the two organizations separate.
- Merlin: not too late to suggest names to the Governance committee.
- Ted: Having trouble understanding relationship between c3 and c4. Requested briefing. Daniel: powerpoint slides; do's and don'ts. When speaking it should be clear whether we are speaking for WA bikes or CBC. We were a c4 with a controlled c3, and we considered the club to be the sum of these two entities. The "big swap" of c3 for c4 requires us to stop thinking of the club as the sum of two entities and instead simply as Cascade Bicycle Club. The c4 is a separate organization. c4 has electoral activities, c3 cannot. No more us or we, we are separate organizations. Where we intersect, we need an agreement. The organizations share employees – so we have an Administrative Services Agreement (ASA) for those intersections. STP is a co-fundraiser thus, we need an agreement to ensure we are acting as exempt status and outline who does what. Agreement will be forthcoming. Question raised: In the meantime, should those of us on c3 interested in political activities watch out for anything? Daniel: When participating in community political activities, it is safe for Board members because we are not getting paid.

- Discussion on branding. Branding – politically c4; WA bikes never endorsed political candidates and now will be the arm doing political endorsements. CBC was always recognized as doing it and now won't be the political entity. We are switching roles and it will take some time for all of us to get used to, but will be best in the long run.

5. Report from the Executive Committee (Daniel)

- Using the powers given to it in the bylaws to act on behalf of the full Board when needed, the Executive Committee elected Nate, Charles, Catherine, Sandi, and Alexa to the Washington Bikes Board. The intention is that their election shall be temporary and that they will be replaced as soon as a more diverse slate can be identified and recruited to serve.

6. Administrative Services Agreement (Catherine)

- The ASA was provided to Board members to review prior to meeting. Kevin commented that the substance provides for the protection of overlap but has questions regarding inconsistencies and wanted clarification. Suggested in recital – that we switch how the single sentence is arranged. Both employee/personnel and will/shall used and he thinks personnel and shall should be used throughout; both hours/salary mentioned. Memorandum and agreement – should be only one word.

Jim moves to approve the ASA subject to re-ordering of recital, change of employee to personnel, memorandum to agreement, and renumbering starting at section 2.3 (duplicative), all non-substantive changes, but not change will versus shall, or hours/salary calculation, as suggested by Kevin; Charles seconds. Vote – motion passes unanimously

7. Financial Update (Alexa)

- November financials; will discuss year end results in next meeting
- No notable changes; met cash in hand requirements at the end of the year

8. Staff Updates

- Elizabeth: Recognized challenges with c3/c4 switch for employees; a lot of labor.
- Various staff gave updates on team activities

9. Annual ED Review (Catherine)

- Nate was assigned responsibility for administering the feedback survey process for the Executive Director. New questions were proposed to augment the current questionnaire and the committee debated widening the recipients to include all staff. After debate, the committee settled on the final set of questions and recipients (Directs of the ED, including anyone who was a direct report in 2015). The questions are being transferred to an online form for ease of access and analysis and will be sent out to those providing feedback by Sunday, Jan 24th.
- Update: Given all that was going on in 4th quarter, we are behind in getting ED process reviewed, but it will be forthcoming.

- Merlin asked if there was a general satisfaction survey for staff. Elizabeth says yes, middle of the year – admin by HR but didn't happen this year because of all of the restructuring/changes.
- Catherine: one of the most important duties of the Board is to evaluate ED performance.

10. Strategic Planning Process (Catherine/Charles)

- Catherine: Had a large number of Board members step forward. Administer the process – all Board members, but only some on the committee.
- Desire to include all of former WA Bike Board members. Challenge for the committee how to incorporate this process.
- Charles: Committee met last Thursday. Want to work with facilitator to help us in process; Conversations with two consultants, but not satisfied. Invited more and expecting input back Monday.
- Elizabeth mentioned that staff went from 2003-2014 without a strategic plan, then undertook a thorough process expending enormous amount of time on the plan, and are vested in past work. In contrast, with the addition of WA bikes and CBC being a c3, we need a new plan to incorporate goals and statewide plan, so we are going to expand current plan to incorporate both, e.g., "Refresh".

Meeting adjourns at 7:50pm