

**MORC Board of Directors Meeting – Agenda
Meeting Minutes (Preliminary)
3/13/2018, 6:30 – 8:30pm
Phone Conference (641-715-0700 Access Code 502129)**



Meeting Attendees:

Directors: Anne Clark, Matt Andrews, Graydon Betts, Ryan Lieske, Brandon Gallagher-Watson, Mark Borman, John Kelly, Aron Braggans, CJ Lindor, Sam Pond, Gunnar Carlson, Andy Thieman, Chris Grieger, Jason Schmidt

Excused Absent BoD Members: Sheila Roering

Unexcused Absent BoD Members: *none*

Welcome & Call to Order (Anne Clark)

5 mins

Consent Agenda (VOTE)

10 mins

1. Approve March 2018 ED Report. *No vote, unapproved as of end of meeting.*

Executive Director Briefing (Matt Andrews)

30 mins

1. Matt has noticed the exceptional involvement lately and is very grateful for this. He would like to specifically recognize the Membership Committee for their initiatives and being proactive.
2. Matt summarized his current short and long-term goals for this year:
 - a. Dig 'em All Challenge – figuring out the scheduling and infrastructure.
 - b. Found two good grant applications: REI Grant (due end of the month), and North Face Explorer Grant.
 - c. Trails Festival Celebration – did that last year at the end of the Ride 'em all Challenge. Matt is working on figuring out how to perhaps split this up into a couple events for more fundraising opportunities.
 - d. Working on getting communication out to members and LBS's well in advance of Memorial Day, which is the single busiest day of the year for LBS's.
 - e. Gala – Matt and Anne working on this. Looking into different venue options.
 - f. Dirt Boss Education Program

MORC Business (Anne Clark, Sam Pond)

10 mins

1. Anne has noticed all of the hard work everyone is doing and has been reading through all of the emails. She is also very appreciative and would like to make sure everyone knows it's ok to slow down so they don't burn out.
2. Sam has been working on writing for the two upcoming grants. He reached out to Reed Schmidt to find out what exactly their plans are at CLP.

Committee Reports (Committee Chairs) ** to be rotated monthly **

60 mins

1. Gala
 - a. Anne has contacted 21 different facilities, but unfortunately most have not been within our budget or cannot support the number of estimated attendees, or have other issues that put them out of our budget such as security or set catering we'd be required to use. Looking at a spot around the West Bank of the U of MN.
 - b. Current Gala date is 10/20/2018.
 - c. Graydon set the 2018 budget for an approximate \$6000 net income. Matt is looking for \$10,000 partner donations.
 - d. To make the event more accessible, currently thinking tickets between \$40-50 with a 50% discount for trail volunteers.
 - e. Gunnar is friends with the Tuttle family whom owns a few bowling alleys, and just bought an event center. He will check to see what they suggest.
2. Executive and Governance
 - a. (Mark Borman) Committee made revisions to MORC Bylaws and the Directors' Manual and would like board to vote.
 - i. Mark, Gunnar, and John are the committee members.
 - ii. Gunnar brought up an issue he saw with a recent online vote. The President, Anne, had not recognized the vote or authenticated the outcome. The risk with this current policy, in conjunction with only requiring a majority of board members present, could cause a problem where a quick vote when other potential challengers are absent would result in a conflict on the board. However, this might be an acceptable risk for the board, which is ok, as long as they are aware of it.
 1. John agreed that is a non-zero probability.
 2. Gunnar added that he is very familiar with Robert's Rules, which is why he noticed this. They require the President to recognize a motion before a vote can take place. He said whatever the board decides should be clearly indicated in our policy.
 3. Graydon sees one large potential problem with this proposed change to the voting policy. There have been numerous instances, recent as 2017, where only a small minority of board members were present at a board meeting. With this change we would not be able to vote on anything and effectively make the meeting irrelevant from a procedural perspective. Would we have to postpone the meeting in that case?
 4. Mark replied to Graydon's concern saying an option could be to allow those present to vote, then call for additional votes afterward. John said another option would be to set the policy for perhaps only 80% of board members need to be present instead of all.
 5. Gunnar said he completely understands Graydon's concerns, but at some point in the future, as the organization, it will likely become a problem at some point.
 6. Anne said she is cautious about this rule change with Graydon's concern in mind, but would accept these proposed changes if we understand that it makes attendance even more crucial and applicants would need to know the positions need to be taken more seriously.
 7. Anne has a concern with the absentee policy change and would like to keep the current, more restrictive, policy in effect. The reason is that with the change, a board member could potentially only attend every other meeting and we would not have the needed basis to fire them. Have been meetings last year with some board members having consecutive unexcused absences.
 8. Gunnar said since this discussion has been quite in-depth, so we should take this offline, revisit the changes, and bring it back to a vote next month.
 - iii. Anne said the vote to approve the Director's Manual will take place online.
3. Finance and Fundraising
 - a. Graydon has posted the financial report to Basecamp.
 - b. Graydon purchased a CD expiring in December for the Theo project funds. He can revisit extending this in closer to expiration.

- c. Graydon and Todd increased the minimum cash hold to \$50k.
 - d. We had a lot of new memberships last March due organization separating from IMBA and announcing to potential members their funds go entirely toward MORC, so probably can't rely on the same volume this March.
 - e. Mark asked if last year's financials at this time of year included IMBA payments, and Graydon said that it did.
 - f. Graydon asked if the rest of the board is ok with him delaying the next financial report until later in the month and needs to be more disconnected from MORC over the upcoming few weeks, due to tax season. *No one had any objections.* Mark asked if any grants require most recent financial statement. Graydon said typically they don't and non-profits can usually submit quarterly statements.
 - g. Graydon usually prepares the "990 Form" before the May meeting because it needs to be reviewed and approved by the board, with documentation in the minutes, before it can be submitted.
4. Marketing and Communications
- a. Brandon ordered new decals for the membership packet. He's looking at some slap bracelets. He also found out we're low on brochures and needs to order 2500.
 - b. Brandon asked if other board members could provide him photos of all different types of people mountain biking that he can use in the new brochure. Would like to get these into LBSs.
5. Membership
- a. Membership Committee met a couple weeks ago. They discussed some initiatives for both 2018 and for the future.
 - b. They would like to send communication to members that were lost with the IMBA separation and did not re-signup with MORC. Some type of "please come back" email with links to becoming a member.
 - c. The Committee is working on developing a ridership survey to find out metrics about who is riding trails.
 - d. Jason talked to a couple LBSs about including a 1 year membership with purchase of a new bike. They indicated that they would be on-board with this idea. John said we could the deliver a report to them with "trails equal sales" in mind.
 - e. Mark asked if they're planning on doing an email blast to members that have expired. John said after speaking with Matt, previous direct mailing campaigns have been very successful.
 - f. John would like to work the Brandon on education members how to become a member and include that with the ridership survey.
 - g. Aron reported 452 current members.
6. Technology
- a. Aron is working on the trail conditions web app and hope to be able to present something at the TS/DB meeting this weekend.
 - b. Afterward the app is completely he will resume the work on forum migration.
7. Trails
- a. The Board discussed, on Basecamp, a partnership with Minneapolis Parks and Recreation Board concerning the Minneapolis Bike Parks project. Motion to pursue partnership initiated by Graydon on 3/1/2018 @ 3:09pm, seconded by Sam at 3:16pm. Approved with 7 yeas and 0 nays on 3/2/2018 @ 4:43pm.
 - b. The Trails Committee met.
 - i. Committee made a lot of good progress on Battle Creek, including determining whom would be funding the work.
 - ii. Ryan, Sheila and Graydon discussed a modern groomer and how to pay for and do fund raising for it.
 - iii. Also discussed the trail damage.
 - c. Construction projects:
 - i. Bertram – bids were due last Friday 3/9
 - ii. Hillside – bids are due by 3/31. Anne asked if there are any bids yet. Graydon said there are some but there's a confidentiality requirement with the bidding process so he is unable to disclose any further information.
 - d. Graydon encouraged all board members to attend the TS/DB meeting. Some of the TSs and DBs have been

involved for years, and some since the very beginning. It's great for the board to meet those people and connect with the people maintaining the trails.

e. Edina

i. We're at the stage where we need to decide if we want to partner with Edina about Braemar.

ii. Graydon proposed motion to approve. John seconded the motion. All attendees voted: 14 yeas 0 nay.

Motion passes.

8. Events and Volunteering

a. CJ said he's not sure whom is on the committee. He nominated himself for the Trails Festival event. He would like to assist the smaller event planning but not be the primary contact for it.

b. Q2 Happy Hour at ??????? Brewery.

Other Business (as submitted)

3 mins

1. Graydon discussed funding ad-hoc and unexpected non-trail projects.

a. While he thinks the ideas can be fantastic, to keep in mind that if they weren't discussed at the Planning meeting, there budget didn't take these plans into account. He would like to see the majority of the money spent on trails instead of administration, though does realize outreach and growth and import. – thought the year we come up with a lot of good ideas for priorities.

b. John asked if there's an upper limit on expenses that we need to keep in mind. Graydon said he wouldn't definite it in terms of money, but in terms of in-budget vs out-of-budget items.

c. Anne said we should always keep the purpose (business justification) of the expenditure In mind. Some poor expenditures would be: buying food for 75 community members that show up to a community meeting, or renting office space for board meetings when we have options that work and are free.

Meeting Adjourned @08:15pm