

6:10 PM

Present: Greg McPheeters, Chris Lepe, Jerri-Ann Meyer, Paul Goldstein, Mark Eliot, David Hoag, MaryAnn Levenson, Jack Miller, Didrik Hoag, Celia Chung, Corinne Winter, Sue Young

*Introductions:*

Everyone introduced themselves

*Office Location Update:*

Paul provided a brief update on the office location situation. VTA, a sublessor to the City of PA, had initial objections to SVBC leasing office space at the PA Caltrain station, but VTA staff is working on it. City of PA is politically supportive of SVBC. SVBC currently does not yet have a lease or move in date, but the target/hope is March 1. Jerri-Ann asked if we should look into other options.

*Caltrans District 4 Quarterly Bike Meeting*

Paul attended to cover the Hwy 84 issue. There is a newer version of Deputy Directive 64 with stronger language, from 'shall' to more directive language.

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Gary Brustin arrived, and introduced himself.

Board Orientation

The 'incumbent' Board members explained briefly each of the following documents/policies of SVBC

*Articles of Incorporation – Jerri-Ann*

*By-laws – Celia:* Board can vote on issues via email, but requires 2/3 instead of majority to pass. Paul added that the subject line for email votes should include "PLEASE VOTE". There was a major amendment where SVBC became a membership organization, whose members elected Board members. Previously, the SVBC Board was self-elected.

*Governance Policies – Paul:* After a Thunderhead Alliance training on improving Board effectiveness, we learned the concept of Governance Policies being above/beyond By-Laws. We currently have some conflicts between the By-Laws and Governance Policies that we'll need to clean up. For example, the Board sets policies, the Executive Director (ED) runs the organization to meet Board goals. But there's a fuzzy line between the policies and goals. Once in a while, the Board or the ED steps over the line (it goes both ways)

Dave asked if the Exec Committee should work on cleaning it up, and the Board agreed that it would be a med-low priority for this calendar year.

Paul continued to explain that there had been turnover in Board members, as some of them wanted to be more active hands-on volunteers, rather than focus on policy issues. (Many of them are still currently active volunteers). Also, there had been a change in language stating that Board members are expected to make a substantial financial contribution to SVBC (or in-kind donation or volunteer effort in lieu of it.)

*Ends Policy (2003 retreat notes for Ends, 2007 retreat notes, 2008 Ends.) – Greg*

The By-laws need to be revised to expand focus from Santa Clara county to include San Mateo County. There's an annual Board retreat in September to discuss Ends for coming year. Board evaluates staff based on the 'Ends'; which keeps staff focused.

In 2007, the Board focused on SVBC developing as an organization, less so on advocacy, although staff did do a lot of advocacy work. For 2008 Ends, the Board will (1) try to make advocacy more effective; (2) integrate San Mateo County; (3) stimulate membership growth and involvement. Corinne added that many goals were developed at the 2007 retreat, but the Board prioritized it to current 2008 Ends.

Mark asked about the protocol for communicating with staff. The ED is responsible to the Board as a whole, but individual Board members should not ask the ED to do specific things/nor expect ED to do them.

Board meeting agenda: The Bd president will usually send out a call for agenda items and send the agenda a week in advance.

*Employee Policy Manual – Paul:* We have one. Employees are hired by/report to ED. The Board doesn't hire or fire staff. But staff and Board members communicate or work directly together sometimes. If a Board member has comments on specific staff performance, they should be conveyed to the ED.

*Current staff and roles – Corinne:*

Communications/Ops staff : Maiki, currently half-time. Includes website responsibilities.  
Program Coordinator – Shelly, started September  
Executive Assistant – Anne Winter

Staffing has been challenging- we're in Silicon Valley and have little money. Current staff situation is good; they're committed to be here at least a year. Mark asked if Board members should be on look-out for potential staff? Corinne said yes, we're looking to increase staff size.

Website: there'll be a Communications committee mtg in Feb, let Corinne know if you're interested in getting involved.

*Programs- Corinne:*

Bike to Work Day – sponsorship is key

Bike Valet Parking – we started charging, either for money or exposure

Youth Ed – deferred to next fall, since grants were delayed. SVBC is seeking funds to develop curriculum, let Corinne know if you know of any sources.

Adult Ed- Contract teaching classes with Cities, or be fee-based in the future

Trails- REI is giving us a grant to take kids on trails

Share the Road- Let Corinne know if you have ideas for expanding the program

Bike Parking is actually a way to do outreach. Sue, Jack and Shelly are leads to do outreach training February 11. Board members are encouraged to attend. This is our first try, in time for volunteering at Amgen Tour, where SVBC volunteers must be pre-trained.

Volunteers are especially needed for 2/17 Sunday Palo Alto Amgen Tour. Jerri-Ann, Paul, Mark, David, Jack, Didrik, and Celia volunteered.

*ED memos - Corinne:*

We discussed format of ED memos in the future, streamlined to reduce burden on ED.

*Treasury/Budget – David/Corinne:*

The finance committee consists of Paul, David, Corinne, and Anne Ng when she was on the board. David provided an overview of the current budget. We need to improve member retention rates to help stabilize budget over long term. Jerri-Ann requested that the directors and officers (D&O) policy be sent to all Board members. Gary asked about insurance, which is currently taken care of by staff, and offered to help with that. Mark and Gary noted that we need to develop more reserves. The budget is reviewed quarterly. Jack asked about impact of San Mateo integration on budget. Corinne responded that it would be a net loss, but BTWD will help develop future growth.

Paul mentioned that SLO bike clubs help the SLO Bike Coalition, we could look to do the same here. If Clubs raised the price of ride fees by a few dollars they could contribute very significantly to SVBC.

Other options for fundraising were to have Board members meet with corporate reps for ‘asks’/ donations. After an initial give, it’s easier to get donations in subsequent years.

Corinne noted that the first quarter of this year’s budget had the leanest cashflow; anyone who was inclined to donate should do so now.

8 PM Corinne left

*Committees and officers*

Election of officers for 2008

President: Greg stepped down and nominated Jerri-Ann, who accepted the nomination. Jack moved. The Board voted unanimously in favor of the motion, with Jerri-Ann abstaining. Jerri-Ann will take over after this meeting.

Vice president: David nominated Greg, who accepted. Paul moved. The Board voted unanimously in favor of the motion, except for Greg abstaining.

Secretary: Jerri-Ann nominated Celia, who accepted. David moved. The Board voted unanimously in favor of the motion, except for Celia abstaining.

Treasurer: Paul nominated David, who accepted. Jerri-Ann moved. The Board voted unanimously in favor of the motion, except for David abstaining.

Committees

Following some discussion, Board members variously volunteered to serve on the committee(s) of their choice. The following Advisory Committees were established as follows.

FINANCE (now to include Insurance) David Hoag (chair) Paul Goldstein Gary Brustin Mark Eliot (maybe)	BOARD DEVELOPMENT Jerri-Ann Meyer (chair) Mary Ann Levenson Sue Young
FUNDRAISING DEVELOPMENT Greg McPheeters (chair) David Hoag Jack Miller Sue Young Mary Ann Levenson Gary Brustin (will help do pitches)	POLICY POSITION Paul Goldstein(chair) Mark Eliot Didrik Hoag Chris Lepe Celia Chung

ADVISORY BOARD

To be established, pending proposal from Jerri-Ann and Paul

The chairs of each committee were requested to set a first mtg date for their committees and hopefully meet once before the February Bd mtg. It is expected that the committees will report on their activities at Bd meetings.

Other Committees include

Ad hoc: Personnel, Nominating and Executive

Staff Committees (Board members may participate): Advocacy, Communication, Membership, Events

Gray Brustin left at 8:30 PM

The meeting was adjourned at 8:35 PM

Respectfully submitted,  
Celia Chung, Secretary