



Adventure Cycling Association

Board of Directors Meeting
September 16-17, 2022
Missoula, MT

Summary of Minutes

Attendance:

Board Members: Joyce Casey, Erick Cedeño, Elizabeth Kiker, Noel Kegel, Jenny Park, M.E. Price, Rich Tauer (via Zoom), Scott Edwards

Staff: Jennifer O'Dell, Nicki Bailey, Brian Bonham. Others via Zoom.

Guests: Board prospects: Ricky Albores, Daniel Kanter

Board President M.E. Price calls meeting to order at 8:34am

Orders of Business:

A) Welcome Board Prospects:

- a) Daniel Kanter: Unitarian Universalist minister from Dallas, TX, avid bike traveler and experienced non-profit executive and organizer
- b) Ricky Albores: Attorney with the EPA from Washington HDC, lifelong bike enthusiast, commuter, and supporter of bikes

B) Staff Session:

- a) Mission moments
 - i) Jen Hamelman (USBRS): Quick overview of work. Introducing Oklahoma's first USBR. Now over 18,000 miles, 32 states in USBRS
 - ii) Nathan Taylor (Routes): Quick overview of department. Story of a rider originally from MT, now in MN and shared his story on how ACA helped him live a dream.
 - iii) Mike Lessard (Tours/Experiences): Brief intro to department- shared new Whitefish to Missoula gravel route.
 - iv) Brian Bonham (Engagement): Overview of the department (sales, membership, marketing, magazine): building relationships with the bike travel community.
 - v) Caroline Whelan (Magazine): Overview of the department, continued feedback from readers that LOVE the magazine
 - vi) Jeffrey Mizell (Development): Overview of the department. Shares story of Steven, a new member celebrating '50 years of biking' anniversary, wanted to include ACA in estate planning.

- vii) Carmen Aiken (Bike Overnights): Overview of the program. Shift to more in-person activation, showing up at events is more effective than simply providing stipends to local groups. Non-trip related meetups really effective to expose ACA to new people.

C) Diversity, Equity, Inclusion, Justice (DEIJ) Workshop

- a) Introductions with Ava and Aparna - doing DEIJ with outdoor industry and groups
- b) Provided an update on a Culture Assessments (mostly qualitative), informs what further information to gather, focused internally on culture.
- c) Breakout discussions to reflect on consensus around the “whys” of doing DEIJ work

D) Board Business

- a) Welcome to prospective Directors Ricky Albores (MD) and Daniel Kanter (TX).
- b) Motion and second to approve Board Meeting Minutes from the April 2022 meeting. Passes unanimously.
- c) Finance Report
 - i) Review of year-to-date financial statements. With one more month in the fiscal year, overall change to net assets is expected to be on budget.
 - ii) Board housekeeping actions:
 - (1) Motion by Noel and second by M.E. to approve Jennifer, Nicki, Cliff, and Brian as authorized persons to sign checks and authorize electronic payments on behalf of ACA. Passes unanimously.
 - (2) Motion by Noel and second by M.E. to approve Jennifer to sign on behalf of ACA for renewal of the existing line of credit. Passes unanimously.
- d) Governance Committee Report
 - i) Proposed bylaws update. Discussion of process and forum for membership participation.
 - ii) Discussion of meeting frequency and format.

E) Executive Director Report - Organizational direction and structure

- a) Jen reviewed the Northstar framework program work that staff has been working on.
- b) Goal was to work with staff and Board to inform objectives and priorities to support focusing the programming work at ACA
 - i) Purpose: EPIC experiences through access (spectrum of programming to meet spectrum of epic)
 - (1) Objectives: Routes (where), Experiences (what), Innovation & Discovery (who)
 - (a) Values->How: EPIC = Empowering, professional, inclusive, community-minded
 - ii) Through this lens, looking at all existing programs, and evaluate/align programming with mission and purpose.

- c) New organizational structure also now in place. Allows ACA to put the roadmap into action. Coupled with staff training on more effective communication. Favorable initial feedback from staff
 - i) Board signaled approval and appreciation for the ‘reset’ and clarity on structure and programming going forward—excited to see progress in creating focus.

F) Executive Session -

G) Board Business:

- a) Board action to review Jen’s performance: Joyce motions, Scott seconds to appoint Jennifer O’Dell as the organization’s Executive Director after reviewing staff survey results and performance.
- b) Board invites Jen into the room to announce the appointment, which she accepts.

Meeting adjourned at 4:30 pm

----- **END DAY 1** -----

----- **BEGIN DAY 2** -----

Board President M.E. Price calls meeting to order at 9:05 am

H) Strategy Session

- a) Welcome to Laurie Wolf from Foraker Group
 - i) Discussion on the lifecycle of an organization (journey, not destination). No value judgment on any stage of lifecycle→fluidity moving between stages.
 - (1) Entrepreneurial->Stability-Resilient-Innovative
 - (2) Reflections on where ACA is in the life cycle. Somewhere in the Stability<—>Resilience space but a lot of the programming and infrastructure lives in the Entrepreneurial stage.

I) Financial Management & FY2023 Budget

- a) Brief introduction to Brooke with Your Part Time Controller (YPTC)
- b) Review of current state of the organization
 - i) Need to spend more time in the stability stage to update accounting practices, set up streamlined systems, procedures across the organization to analyze programs so we can make better programming decisions.
 - (1) Financial best practices
 - (a) Taking the time now to reset the financial reporting workflows to reflect new best practices and minimize manual tasks.
 - (b) Ongoing trend of increasing expenses at a faster rate than revenue growth.
 - (c) Allocation of funds from membership needs to be updated.

- c) Review of budget process
 - i) Leadership asking to run next 6 months as-is, and make adjustments with better information. Then re-submit a budget for the last part of 2023 to manage the deficit projection.
 - (1) Discussion
 - (a) Clarification on balances for life member funds, endowment, operating reserve

J) Thinktank Session

- a) Jen presents activity to solicit Board input on questions that leadership has been hearing from stakeholders
- b) Discussion what 'community engagement' means - spectrum of meaning and something to truly dig into. But this part is what resonates most, more community engagement will support our mission.

K) Executive Session

L) Board Business

- a) Motion by Noel and second by M.E. to approve Ricky Albores to the ACA Board of Directors, with a term starting January, 2023. Passes unanimously.
- b) Motion by Scott and second by Jenny to approve Daniel Kanter to the ACA Board of Directors, with a term starting January, 2023. Passes unanimously.
- c) Confirm date for next meeting: February 3, 2023. This will be a half-day, virtual meeting

Meeting adjourned at 4:05 pm.

----- **END DAY 2** -----

----- **POST-MEETING FOLLOW UP** -----

September 29, 2022

- A. Leadership presents a budget for FY2023 for approval via email.
 - a. A memo is sent to the Board with the proposed budget and summary of changes since the Board meeting.
 - b. Via email. Noel motions, and Jenny seconds approval of a motion to approve the proposed budget for fiscal year 2023 as presented with understandings that 1) a re - forecasted budget will be presented in the second quarter of the fiscal year reflecting a lower annual deficit, and 2) any monies borrowed from the Board-restricted Operating Reserve Fund are returned. Passes unanimously.

Minutes by Noel Kegel, Secretary