

**MINUTES OF THE BOARD OF DIRECTORS MEETING**  
**ROAD RUNNERS CLUB OF AMERICA**  
Wednesday August 15, 2007  
Via teleconference

President McLeod called the meeting to order at 7:05 PM Eastern.

**Present**

President Bee McLeod, Treasurer Dennis Novak, Western Region Director David Epstein, Central Region Director Beth Onines, Southern Region Director Ken Bendy, Eastern Region Director Brent Ayer, At-Large Director & Secretary Lisa Paige (joined at 7:45PM), and Executive Director Jean Knaack.

**Absent**

Vice President Tom Downing, At-Large Director Bob Holmes

As Secretary Paige was absent at the commencement of the meeting, President McLeod instructed Executive Director Knaack to take the meeting minutes.

**Approval of the Minutes**

President McLeod requested a motion to approve the minutes from the July 14, 2007 meeting. Director Bendy provided amendments to the minutes. Director Epstein moved to approve the proposed amendments to the minutes. The motion to approve the edits was passed unanimously. Director Epstein then read verbatim the email sent by Director Holmes's on August 15, 2007 which outlined requested edits to the July 14, 2007 minutes. Director Epstein moved to consider the requested edits proposed via email by Director Holmes. Discussion followed. The motion to amend the minutes failed unanimously. Director Epstein moved to approve the July 14, 2007 minutes as presented with the approved edits made by Director Bendy. The motion to approve the July 14, 2007 minutes passed unanimously.

**Officers & Directors Reports**

President McLeod noted that she along with Executive Director Knaack and Program Director Jessica Sleight will represent the organization at the RRCA National Half Marathon hosted by the Parkersburg News & Sentinel Half Marathon. She thanked Executive Director Knaack for representing the RRCA at the Debbie Green 5K which was our National 5K Championship.

President McLeod noted the importance of communicating information to one another in a timely manner before Board meetings. She reminded the members that not everyone is on email up to the last minute before the board call so important items for consideration need to be submitted in advance of meetings.

She informed everyone that the next in-person meeting date will be October 20<sup>th</sup> as a result of board member availability but she requested that members hold off on booking travel until the meeting details are finalized, which will happen in early September.

Director Bendy reported that he will represent the RRCA at the Southern Region Championship on August 18<sup>th</sup> which is the Maggie Valley Moonlight Run 8K. The next Southern Region Championship is the Dallas Running Club Half Marathon. Director

Bendy announced that the Southern Region has achieved its State Champ Challenge goal by having a State Championship in all eleven states in the Southern Region. He also announced Betsy Boudreaux was appointed as the Louisiana State Rep.

Beth Onines reported that she held a Central Region meeting in conjunction with the Bix 7 race. This meeting and an RRCA expo table was sponsored by the Cornbelt Running Club. She is also planning a Central Region teleconference with her State Reps in October.

David Epstein reported that he met in person with State Rep Michelle Biagioni to talk about RRCA goals for the Southern California area. He is still recruiting for Idaho and Washington State Reps. He attended the RRCA National Ultra Championship hosted by the Tahoe Mountain Milers and Sagebrush Stompers Running Clubs.

Treasurer Novak reviewed the RRCA Balance Sheet and Income and Expense Statement with the Board and commented things look on track. He noted a few minor questions he will review off-line with Executive Director Knaack. President McLeod explained that the Bylaws Review Task Force would be meeting in September in Washington, DC and costs associated with this meeting are reflected in the year-end projections. We are still projecting a net profit by the end of the year.

Director Paige joined the meeting at 7:45 PM Eastern.

Executive Director Knaack reported on materials and banners for expos and quantity issues. She and Program Director Sleight are outlining a plan for expo participation as part of the 2008 Objectives and Budget.

She reported on the status of the 2008 RRCA Calendar project and how it is time sensitive so it has taken priority over the revision of the Kids Run the Nation materials. She outlined the sales plan for the calendar which includes providing calendars to clubs at cost so they can sell them for a profit or provide them as a membership benefit. The National Office will sell calendars via the RRCA website and will also sell calendars at the RRCA table at the Marine Corps Marathon Expo. The Board and the members will be sent a letter about the Calendar sales process along with a complimentary copy. We expect a print date of late September. Executive Director Knaack will circulate the Kids Run the National Fund grant criteria for Board review by August 31<sup>st</sup>.

### **Disclosure of Information Policy**

President McLeod opened the discussion of the Disclosure of Information Policy which was tabled from the March 21, 2007 and the July 14, 2007 meetings. She introduced the draft policy written by Director Epstein and based on board feedback from prior meeting discussions. She acknowledged that Director Holmes had requested via his email from August 15, 2007 that the discussion be tabled until the next meeting. The consensus was to move forward with the discussion.

Director Bendy read the email that Director Holmes sent to the Board on August 14, 2007 outlining Director Holmes's opinion on the Disclosure of Information Policy drafted by Director Epstein. Discussion followed.

Director Novak moved to approve the Disclosure of Information Policy as presented. Discussion followed focusing on the prudent use of executive sessions and the

importance of transparency. Treasurer Novak thanked Director Epstein for his leadership in drafting the proposed disclosure policy. The motion passed unanimously.

Director Epstein moved to amend the Board Approved Ethics Policy to include the Disclosure of Information Policy. Discussion followed. The motion passed unanimously. President McLeod instructed Executive Director Knaack to update and post the Board Approved Ethics Policy on the RRCA website.

Being no further business, Director Epstein moved to adjourn. The motion passed unanimously and the meeting adjourned at 8:23 PM Eastern.

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### **Board Approved Ethics Policy**

RRCA Board, Staff and Volunteers must:

- Be honest and ethical in their conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships that may benefit an individual at the expense of the RRCA – The RRCA has a board approved Conflict of Interest Policy that all Board Members and staff are required to sign and comply with. Any new conflicts should be reported.
- Comply with applicable laws, rule and regulations governing the organization.
- Deal fairly with RRCA staff, members, sponsors, and volunteers – expectations should be clearly outlined and communicated.
- Address conflicts that arise proactively and professionally and adhere to the Board approved Whistleblower Policy.
- Provide information that is accurate, objective, relevant, timely, and understandable. Proactively promote ethical behavior as a responsible partner among peers in the work environment.
- Protect and ensure the proper use of company assets.
- Prohibit improper or fraudulent influence over the external auditor.
- Matters discussed in an executive session of the Board shall not be disclosed to others.

Matters discussed in open session that are determined by the Board to be confidential, proprietary, sensitive, or valuable may only be disclosed to others when authorized by the RRCA President. Documents marked confidential and/or "for internal use only" shall not be given to unauthorized persons.

A Board or office staff member may not agree with the outcome of every decision made by the Board as a whole. In such cases, the member may express his or

her personal views on the issue. This should be balanced with acknowledgment that the outcome is the decision of the Board and is accepted by the member.