

**MINUTES OF THE BOARD OF DIRECTORS MEETING
ROAD RUNNERS CLUB OF AMERICA**

December 10 – 11, 2010

Arlington, Virginia

Vice President Cotter called meeting to order at 12:10 AM at the Marriott Crystal City, Arlington, VA

Roll Call: President Brent Ayer present (arrived at 12:50)
 Vice-President David Cotter present
 Secretary and At-Large Director Dan Edwards present
 Treasurer Dennis Novak – unable to attend
 Eastern Region Director Mark Grandonico present
 Central Region Director Mitchell Garner present
 Southern Region Director Lena Hollmann present
 Western Region Director David Epstein present
 At-Large Director Kelly Richards present
 Executive Director Jean Knaack present
 Program Director Eve Mills present

Vice President Cotter called for a motion to ratify the approval of September 2010 minutes that were approved via email. Director Edwards moved to ratify the approval of the minutes. The motion passed with 8 in favor.

President's Report: Vice President Cotter reviewed the agenda and provided opening remarks.

Treasurer's Report: Efforts to coordinate a phone conference with Treasurer Novak were not successful. In his absence Jean Knack presented the RRCA Balance Sheet along with the Income and Expense Statement through October 2010, which had previously been reviewed by Treasurer Novak. No concerns were noted and there is a projection for a small increase in net assets at the end of the fiscal year. The investment account performance through December 9, 2010 was also reviewed.

Regional Directors' Reports: Each regional director commented on activities in their state including championship event updates and state representative status.

Executive Director's Report: Executive Director Knaack provided an overview of the draft 2011 objectives. The attached objectives were presented and discussed. Six of the objectives were identified as 2011 priorities: 1) completion of the race director certification program; 2) completion of new coaching certification textbook; 3) Kids Run the Nation program expansion to include two annual grant cycles; 4) Weight Watchers Walk-It Day 5K events expansion; 5)

fundraising, partnerships and sponsorship development; and 6) marketing and communications improvements. These objectives were approved by consensus of the Board.

The 2011 budget was then presented and discussed. Director Epstein moved that the proposed 2011 budget be approved, and it was passed unanimously.

In discussing the Kids Run the nation program, the proposed grants totaling \$15,000 were presented. Director Garner moved that the attached grants be approved. Motion passed unanimously.

The board held an executive session where the executive director's performance evaluation and 2011 compensation were finalized.

President Ayer thanked the Board and the staff for an exceptionally good year with the accomplishment of most of our 2010 objectives and successes with other emergent opportunities during the year.

Membership Report: Program Services Director Eve Mills presented the Board with a membership report. The RRCA membership is at 1,267 members compared 1,115 at the end of 2009. The report outlined the breakdown between clubs, events, race directing companies, and corporate members. The 1,267 includes 694 non-profit clubs, 263 non-profit events, 169 training programs, and 165 event directors. The 1,360 members that had been reported in September had not been correct. Ms. Mills also reviewed the current status of national, regional and state championship race designations. Director Hollmann raised the issue of possible residency requirements for the RRCA awards at state and regional championship races. After some discussion Director Hollmann moved that directors of regional races be authorized to require residency in the respective region for regional RRCA championship awards. The motion was defeated 2-5 with one abstention.

Insurance and Related Issues. 2011 renewals were progressing with some members opting for the now-available \$2-million insurance limit and others opting for the optional medical volunteer insurance. The issue of insuring overnight relay races was still under review by the underwriter, but the settlement of a large claim was likely to result in no coverage for these events through the RRCA group insurance policy. Proposed safety rules for overnight running events were presented by Vice President Cotter and Directors Grandonico and Garner, but action was deferred pending confirmation of the underwriter's position. Information was also presented by Director Garner on the legal aspects of race accommodations pursuant to the Americans with Disabilities Act (ADA). Meeting recessed at 5:15 PM

Saturday – Fundraising. The meeting reconvened at 9:00 AM Saturday December 11 with eight members present and Treasurer Novak absent for an informal training session. Charles Birdie from Lead2Succeed facilitated a discussion on fundraising including the criteria for successful fundraising, the internal and external process, leadership responsibilities, and potential

plan development. At 11:50 President Ayers called the Board into formal session for purposes of considering a resolution to create a task force to develop a strategic fundraising plan for the Board to consider during its May 2011 meeting. After discussion Director Garner moved that the President appoint a Task Force consisting of Board Members and non-board members to develop a written strategic fundraising plan for RRCA programs including Kids Run the Nation Fund, Roads Scholars Fund, State Reps Fund and Grassroots Fund (annual fund) for board consideration at the May, 2011 meeting. The motion passed unanimously.

Director Epstein moved that the meeting be adjourned. Motion passed unanimously. Meeting adjourned at 12:15PM.

Respectfully Submitted by Dan Edwards, Secretary.