

MINUTES OF THE BOARD OF DIRECTORS MEETING

ROAD RUNNERS CLUB OF AMERICA

Friday, January 18, 2008

In-person meeting, Millennium Hotel, Cincinnati, Ohio, site of 2008 convention

President McLeod called the meeting to order at 8:48 am EST.

Present: President Bee McLeod, Eastern Region Director Brent Ayer, Western Region Director David Epstein, Central Region Director Beth Onines, Southern Region Director Ken Bendy, At-Large Director Bob Holmes, At-Large Director and Secretary Lisa Paige, Treasurer Dennis Novak, and Executive Director Jean Knaack. Vice-President Tom Downing joined via teleconference from 8:53 am to 12:13 pm.

President McLeod requested a motion to approve the minutes from the November meeting. Two amendments were provided. Director Bendy moved to approve the minutes as amended. The motion passed unanimously.

At 9:00 am President McLeod requested the board move into Executive Session for the purposes of discussing the annual performance and compensation review of Executive Director Knaack. Executive Director Knaack exited the meeting.

At 12:13 pm, the Board emerged from Executive Session and went into recess for lunch. At this time, Vice-President Downing left the meeting.

At 12:49 pm, President McLeod called the meeting back to order and provided a brief overview of the results of the executive session which included the finalizing of feedback on the performance review, awarding of an annual bonus, and finalizing executive compensation increase for 2008. She informed the board that written documentation would be provided to and reviewed with Executive Director Knaack.

Executive Director Knaack presented the Draft 2008 Budget and Objectives. The Board reviewed the 2006 Board survey results which listed the top five priorities as designated by the Board: 1) convention; 2) state rep program; 3) membership; 4) youth running; and 5) championships. The 2006 Board survey also listed the following as priorities: awards program; Women's Distance Festival; coaching certification program; women's running; Run@Work Day; and the Personal Fitness Program. Executive Director Knaack presented a review of the previous year's status of each program. She gave a detailed presentation of challenges and options, potential strategies, ideas for immediate implementation, and suggestions for retooling and revitalization. The Board engaged Executive Director Knaack with questions and feedback.

At 1:46 pm, discussion on the objectives for 2008 stopped in order to begin the scheduled discussion on the proposed changes to the By-Laws submitted by the By-Laws Revision Task Force which included Jeff Darman (Chair), Gar Williams, John Farrow, Tom Downing, Bob Holmes, and Don Kardong. Task Force Chair Jeff Darman and Task Force member Gar Williams, author of the committee's final report, joined the meeting via teleconference. Todd Hofacre, president of the Runners Club of Greater Cincinnati also joined the meeting as a guest.

Task Force Chair Darman referred the Board to the proposed changes approved by the Bylaws Revision Task Force. He recommended the proposed changes to the Bylaws be accepted by the Board and presented to the membership as a whole document rather than approved section by section by the various changes. The Board reviewed the proposed bylaws page by page. Each proposed change was discussed by the Board with the Task Force members present. Director Onines moved to amend the proposed Article V.D.5 to add "with the exception that person is the club president or executive director of each organization". Discussion followed. The motion failed with three in favor and five against.

Director Epstein moved to revise the proposed Section VI to include the following: "There is created the ex officio position of immediate past president. If the incumbent president so desires, this individual will serve one two-year term to assist his or her successor. S/he will not have voting privileges in board deliberations." Discussion followed. The motion failed with two in favor, five against, and one abstention. Director Ayer moved to amend the proposed Article VIII.B.3 to include nominations from the floor for open board positions. Discussion followed regarding the historical practice of the organization to accept floor nominations. During this, Director Ayer moved to accept the revised By-Laws as proposed. This motion passed unanimously and the revised bylaws as presented by the Bylaws Revision Task Force were approved and will be presented at the annual business meeting May 2, 2008 for membership approval/disapproval. The board then voted on the original motion by Director Ayer to include the provision for nominations from the floor. The original motion passed with seven in favor and one against. At this point, President McLeod concluded the discussion on the revised Bylaws. She thanked the members of the Task Force and the Board for the productive discussion.

President McLeod then welcomed Todd Hofacre, president of the Runners Club of Greater Cincinnati. Todd gave the Board a history of the club and his personal goals as president.

President McLeod then opened discussion on the complaint received by former Southern California State Rep Norm Haines. Director Holmes requested the Board adopt the grievance policy which was recommended by the Bylaws Revision Task Force to be adopted as a board policy. Director Ayer moved that

the Board adopt the grievance policy as proposed by the Bylaws Revision Task Force. His motion read as follows:

"Disputes and grievances involving an RRCA board member will be addressed as follows:

1. A grievance in this case is a written complaint filed by a member of the RRCA alleging that an action taken by the RRCA board or a member of the board is in violation of the RRCA bylaws or the stated duties of the board. Such grievances are sent to the RRCA president. Within 30 days of receiving such a complaint, the president convenes a grievance panel made up of (a) a previous (not current) RRCA board member, selected by the president, (b) a previous (not current) RRCA board member selected by the complainant, and (c) one person selected by those two panel members. One of these three panel members, as designated by the panel, serves as chair. This panel is defined as a "grievance panel" as opposed to an "arbitration panel."
2. The panel conducts interviews, gathers information and evidence, discusses the facts, and reaches a conclusion. It then issues a final report and recommendation on the merits of the complaint to the board and to the RRCA membership.
3. The panel's report and recommendations are made public, as expeditiously as possible. Some elements of a confidential nature in the report may need to be redacted for legal reasons."

Director Bendy moved to amend Director Ayer's motion with the following: "Disputes and grievances that do not involve an RRCA board member. The RRCA board adjudicates these types."

Discussion followed. President McLeod reminded the Board that our Bylaws define a member and this policy would adhere to that definition. The motion to amend the motion passed unanimously. Directors Ayer's motion passed with seven in favor and one against. The complaint brought by former Southern California State Rep Norm Haines will be adjudicated by a grievance committee as described above. President McLeod stated she would notify Mr. Haines of the Board's decision.

President McLeod then opened the floor to finish the discussion of the draft 2008 Objectives and Budget. She reminded the Board that this document forms the basis of the performance review for the Executive Director in 2008. Executive Director Knaack led the review of the objectives. President McLeod asked for a

motion to accept the 2008 Objectives as presented. Director Holmes provided the motion. The motion passed unanimously.

President McLeod turned over the floor to Treasurer Novak to present the draft 2008 Budget. Treasurer Novak made a few brief remarks then asked Executive Director Knaack to lead the presentation. Executive Director commented that the budget is a reflection of the objectives. She also remarked that the projection for investment income was conservative given the current volatility in the market. The Board praised Executive Director Knaack for the 2008 Calendar effort, but requested that a 2009 Calendar be struck from the 2008 budget due to poor sales at the club and individual level. The Board also requested Executive Director Knaack to reflect the changes in the salary line item to reflect the increase awarded as a result of the executive session discussion. President McLeod requested a motion to accept the 2008 Budget as amended. Director Bendy provided the motion. The motion passed unanimously.

There being no further business on the agenda, President McLeod requested a motion to adjourn. Director Holmes provided the motion. The motion to adjourn at 5:25 EST passed unanimously.

Submitted by Lisa Paige, Secretary.

MINUTES OF THE BOARD OF DIRECTORS MEETING

ROAD RUNNERS CLUB OF AMERICA

Saturday, January 19, 2008

In-person meeting, Millennium Hotel, Cincinnati, Ohio
site of RRCA 2008 convention

President McLeod called the meeting to order at 9:00 a.m. EST.

Present: President Bee McLeod, Eastern Region Director Brent Ayer, Western Region Director David Epstein, Central Region Director Beth Onines, Southern Region Director Ken Bendy, At-Large Director Bob Holmes, At-Large Director and Secretary Lisa Paige, Treasurer Dennis Novak, and Executive Director Jean Knaack. **Absent:** Vice-President Tom Downing.

The agenda called for a closed session in order to hear 2009 and 2010 convention bid presentations from the following bidders: Lakeland Road Runners Club; Port City Pacers; Dallas Running Club; RunGazelle; and the San Francisco Bay Consortium of RRCA Running Clubs. The Port City Pacers were absent and did not present their bid.

At approximately 12:45, President McLeod called the Board into executive session to discuss the bids and make the 2009 and 2010 selections for the convention hosts and sites.

At approximately 1:55, the Board came out of executive session and recorded the following selections: the 2009 convention was awarded to the San Francisco Consortium of RRCA Running Clubs in San Francisco, CA and the 2010 convention was awarded to the Lakeland Road Runners Club in Lakeland, FL.

The board then recessed for lunch.

At approximately 2:20, the Board went back into regular session with the Officers' and Directors' Reports.

President's Report

President McLeod outlined the proposed meetings from now until the Convention and outlined upcoming business. She reminded the Board that it will need to ratify the 2007 award recipients in the near future. She then announced the Kids Run the Nation grant recipients selected by the Kids Run the Nation selection committee and requested a motion from the Board to ratify the grant recipients which are: Salisbury Rowan Runners afterschool program (China Grove, NC), Weddington Windrunners Club (Greenville, MS), Freedom 7 Elementary School Mileage Club (Cocoa Beach, FL), Magness Creek School Running Club (Cabot, AR), Camp Glenwood Boys Ranch Cross Country Program (La Honda, CA), The

Teen Institute Coaching Program (Dublin, OH). Director Epstein provided the motion. The motion passed unanimously.

President McLeod said she is in the process of forming the 2009 National Championship and the 2008-2009 Roads Scholar committees and offered the Board the opportunity to recommend names of interested candidates. She also reported that the report from Gar Williams, the 2008 chair of the Nominating Committee is due soon.

President McLeod stated that she and Executive Director Knaack will attend the RRCA National Marathon Championship (Napa Marathon) and the 10-Mile National Championship (Cherry Blossom). She reminded the Board that it may or may not have a February teleconference depending on action needed for business. She reported that we will skip the April teleconference since the Board will meet in person on April 30th.

President McLeod reported that all board members with the exception of Vice-President Downing and Director Holmes have returned a signed copy of receipt of the RRCA adopted Ethics Policy to the office. At that time, Director Holmes presented a signed copy with his edits. She reminded the Board that expense reports must be submitted by the deadline and in proper format which means that both pages of the report must be filled out completely and receipts must be properly attached to the report.

Vice-President's Report Absent.

Regional Directors' Reports

Director Onines reported she is working to fill all the championship opportunities in her region. She said the Ohio State Rep did a fantastic job at the Ohio State meeting. She reported two upcoming championships: the Youngstown Half and the Milwaukee Lake Front Marathon.

Director Epstein reported he will have a regional meeting in February at the Kaiser Permanente San Francisco Half Marathon which is the Western Region Half-Marathon Championship. He reported the Wyoming State Rep resigned and that Dave Moore, Utah State Rep has agreed to act as the Wyoming State Rep since he travels often in that state. Director Epstein reported he continues to work on locating a State Rep for Washington. He reported the Southern California area has two regional championship applications. He also noted that the National Website Award winners are from the Western Region.

Director Ayer reported the Vermont State Rep has resigned. He also reported he met with Executive Director Knaack to discuss the panel for the 50th Anniversary Luncheon. He reported he is working on the 50th Anniversary report.

Director Bendy reported his regional awards have all been selected. He stated there was good participation in the awards program in his region.

Treasurer's Report

Treasurer Novak referred to the unaudited 2007 year end financial statements previously emailed to the Board. He asked for general questions from the Board; none were voiced. The unaudited net profit was higher than anticipated due to a delay in printing the Kids Run the Nation materials and increased membership numbers in 2007.

Executive Director's Report

Executive Director Knaack reported the 2007 financial audit will begin in February. She reported continued progress on convention planning in securing speakers and sponsors. She noted the room block is beginning to sell fast. She said the keynote speaker will soon be finalized. Executive Director Knaack said she will arrange rooms for the Board so that members will need to make plans for air and ground transport only.

President McLeod reported that Director Epstein is leading the effort to review electronic/onine voting and will present a plan to have a beta test at the convention.

Executive Director Knaack reported she will be sending additional material for the RRCA Board of Directors' Handbook. She reported on the status of developing a database to record RRCA Championship results. She has asked Webmaster Finke to explore this so the database is designed according to the RRCA needs.

Executive Director Knaack reported 2007 end of year membership at a total of 863 members: 689 clubs (29 for-profit clubs) and 174 events (29 for-profit events). In 2007, there were 145 new members compared to 2006. She also reported that insurance claims are stable.

At this point, President McLeod directed the Board into the 2008 & Beyond strategic planning discussion. She asked Executive Director Knaack to lead the discussion. The Board reviewed its 2006 ranking of programs and conducted a re-ranking of these. The Board brainstormed and discussed new ideas.

New Business

Director Holmes outlined selected items from a feedback memo which was written by and emailed to the Board by Director Bendy on April 21, 2007.

Director Holmes was asked for his specific actions from the Board regarding these items. He referred the Board to Director Bendy and said he would defer to whatever action Director Bendy would want since the items were originally prepared by him. At this point, Director Holmes indicated his need to leave the meeting due to his flight time. The Board continued discussion of the items. Director Bendy provided feedback. The Board felt many of the items had been addressed previously while other items are included as part of the 2008 objectives and are also part of the ongoing programmatic improvement process. Director Ayer moved that the Board consider these items resolved and continue improvement in all aspects of the organization. The motion passed unanimously.

President McLeod asked for a motion to adjourn the meeting, Director Novak moved. All approved. The meeting was adjourned at 5:10 pm EST.

Submitted by Lisa Paige, Secretary.