

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

Saturday, July 14, 2007

President McLeod called the meeting to order approximately at 8:31 am EST.

Present: President Bee McLeod, Vice-President Tom Downing, Eastern Region Director Brent Ayer (joined at 1:45 pm), 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.

Members Present: Bob Platt, Virginia State Rep

Officers and Directors Reports

President McLeod requested a motion to approve the minutes from the May meeting. Director Holmes provided an amendment. Director Bendy moved to approve as amended. The amended minutes were unanimously approved

President McLeod thanked former Southern Region Director Chuck George for the cheese plate he sent to the board as part of our food and beverage during this meeting.

President McLeod asked for comments on the 2008 nominating notice that was shared with the board. Hearing none, she announced the 2008 nominations notice will be posted to the website after the members of the Nominating Committee are appointed.

President McLeod reported on RRCA Board and staff representation at previous and upcoming Championship events. There will be three Board members (Bee, David, and Lisa) at the National Ultra Championship in Tahoe next week; Bee, Jean, and Jessica will at the National Half Marathon in Parkersburg; Jean will be at the National 5k (Debbie Green); Bee and Jean will be at the National 10k (Vulcan Run). In March, Jean was at the National Marathon in Napa. In April, Jean, Jessica, and Bee were present at the Credit Union Cherry Blossom 10-Mile which was the National 10-Mile Championship.

President McLeod gave an update on the challenge funding for Kids Run the Nation. \$2700 is still needed to complete the full \$5000 matching gift. She encouraged all Board members to contribute to this challenge.

President McLeod announced the first draft of the Board of Directors Handbook. Further discussion was tabled until the report of the Executive Director.

President McLeod outlined the Board meeting schedule. The Board will have two more in-person meetings prior to the 2008 Convention. The Board will meet in the fall (Oct-Nov) at our new office location and in late winter (Jan/Feb) in Cincinnati, the location of the 2008 Convention.

Vice-President Downing had no report. Instead, he reported on the Bylaws Review Task Force. The Task Force will meet in September and report to the Board soon after. The report will be available to members in accordance with the bylaws and any changes will be voted on at the Meeting of the Membership in May 2008.

Treasurer Novak tabled his report until review of Financial Status during the Executive Director report.

Secretary Paige had no report.

Director Bendy reported that he has finalized his candidate for South Carolina State Rep and will be sending this information to Bee for approval. He reported the Regional teleconference with his State Reps was successful and recommended to continue with quarterly teleconferences. He has mid-year reports from his State Reps. Director Bendy recognized the efforts of the North Texas State Rep to secure a free booth for the RRCA at the Marine Corps Marathon.

Director Onines reported the Central Region Half Marathon in Ann Arbor was a success and recognized the efforts of the Michigan State Rep in that event. The Indiana State Rep is working to secure both Half and Full Marathon State Championships. She is in the final preparation for her first regional meeting in Davenport at the Bix 7. The Cornbelt Running Club will share a booth with the RRCA.

Director Epstein reported his Western Region teleconference with his State Reps was successful and recommended to continue with quarterly teleconferences. He announced plans for a Western Region meeting to be held in San Francisco during the Western Region Half Marathon Championship. He announced a new State Rep for Oregon, Celia Perkins of the Oregon Road Runners Club. He reported he is continuing his interviews for Idaho and Washington State Reps with the expectation to have these positions filled by fall. Director Epstein read his reply to the official complaint filed by Norm Haines upon his discharge as a State Rep. President McLeod opened the floor for discussion on the topic which lasted for two hours. Executive Director Knaack outlined the results of her findings, in accordance with the Board Approved Whistleblower Policy, based on

the complaint of Norm Haines and stated no malfeasance, nonfeasance or misfeasance had occurred. Vice-President Downing made a motion for an independent group to be appointed by the RRCA Board to look into the removal of Norm Haines as the Southern California State Rep and report to the Board at the next in-person meeting. Further discussion on the motion was held. The motion failed in a vote of 2 in favor and 6 against. Vice-President Downing and Director Holmes requested their votes to be recorded in the minutes as "Aye". The Board agreed that President McLeod would be the spokesperson to communicate to Norm Haines that his complaint was heard, discussion was held, and the Board deemed no further action was necessary.

Director Ayer was absent during this part of the meeting and did not present a report from the Eastern Region.

Director Paige reported on the activities of the Executive Director Performance Evaluation Committee. She presented the following draft documents: Employee Evaluation Worksheet; Proposed Policies relating to Performance Evaluation; Performance Evaluation Worksheet; and Performance Evaluation Process.

Treasurer Novak presented the balance sheet and income and expense statements through May. A new report on the quarterly performance of the investment account was shared. He reported he is comfortable with the projections of expenses against revenues.

Executive Director Knaack reported on the highlights of her previously distributed report to the Board which included information about the office relocation, archiving of important historical documents, fundraising and partnership efforts to date, and membership update which outlined that as of July 13th there were 811 club and event members. Executive Director Knaack presented the table of contents for the Board Handbook and requested feedback.

The board took lunch from 12:00 to 12:30.

After the lunch break, Executive Director Knaack resumed the meeting with discussion on the State Rep program. Funding, improvements, incentives, communication, and education/training were discussed.

At approximately 1:30, the Board revisited the Ethics Policy and more specifically the Disclosure of Information Policy in the Ethics policy. Approval of this point was tabled at the March 22nd meeting. As requested by the Board, legal review of the Provisionally Approved Ethics including the unapproved Disclosure of Information Policies was conducted by RRCA legal counsel, Heidi Abegg, and presented in writing to the Board. The findings are that legal counsel had no

objections or recommended changes to the Ethics Policy provisionally approved by the Board in March 2007. However, additional language was provided by legal counsel for a Disclosure of Information Policy. A motion to amend the Disclosure of Information Policy as presented to the Board was introduced by Director Epstein. Discussion followed. Further amendments were proposed by Director Bendy. Discussion followed. Further amendments were proposed by Director Holmes. Discussion followed which resulted in Director Holmes withdrawing his amendments, Director Bendy withdrawing his amendments and Director Epstein withdrawing his amendments to the proposed Disclosure of Information Policy. Approval of a Disclosure of Information Policy was tabled. Discussion ended at 3:40 pm. Director Epstein volunteered to prepare an updated draft of a Disclosure of Information Policy for further review and consideration by the Board.

After a short break, the Board resumed meeting. Executive Director Knaack began discussions on Strategic Planning. The floor was opened to visions of what the RRCA would be in 3-5 years. Discussion followed.

President McLeod then indicated the Board had completed the meeting agenda. Director Holmes asked when he could read his complaint against Director Paige. Director Paige requested his complaint be heard now. Director Holmes presented his complaint against Director Paige. Discussion followed. No action was taken.

President McLeod asked for a motion to adjourn. Vice-President Downing provided the motion. No further discussion was requested. The motion passed unanimously and the meeting adjourned at 5:45 pm.

Submitted by Lisa Paige, RRCA Secretary