



Minutes of the San Francisco Bicycle Coalition Board of Directors meeting
November 27, 2018
San Francisco Bicycle Coalition Office
1720 Market Street, San Francisco CA

Directors in attendance	Adam Keats
	Amandeep Jawa
	Andy Thornley
	Jane Natoli
	Jean Kao (Treasurer)
	Jeremy Pollock
	Jiro Yamamoto (on the phone)
	Lindy Kae Patterson (on the phone)
	Marie Jonas
	Mary Kay Chin (Secretary)
	Nic Jay Aulston (President)
	Robin Abad Ocubillo
	Rocky Beach
	Shirley Johnson
Staff	Brian Wiedenmeier (Executive Director)
	Rahul Young (Deputy Director)
	Jen Gennari (External Affairs Director)
Guests in attendance	Kelli Shields (member)
	David Bock (member)

Start	The meeting was convened with quorum at 6:32pm.
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Agenda Item		Purpose	Presenter
1	<i>Consent Calendar</i>	Action	Nic Jay Aulston
<p>October 23, 2018 minutes.</p> <p>Shirley asked to correct the dates listed for Winterfest and to add member comment into the Board Development Committee report.</p> <p>Motion to approve the minutes with changes. Andy moved. Jane seconded. Approve: Adam, Andy, Jane, Jean, Jeremy, Jiro, Lindy Kae, Marie, Mary Kay, Nic Jay, Rocky, Shirley Abstain: Robin</p> <p>Motion passed.</p>			
2	Old Business	Information	
<ul style="list-style-type: none"> Deep was to write a first draft of the blog post about the board vacancy, which he did 			
3	Executive Committee Report	Information	Executive Committee
Board@ emails			



- Email from Scott Yarbrough regarding his reflection on the October 23, 2018 board meeting.
- Email from Peter Wink regarding a virtual cycling game.
- Email from Jason Kruta providing reflections on the October 23, 2018 board meeting.

Robin volunteered to track action items.

Deep joined the meeting. .

4	Executive Director's Report	Information	Brian Wiedenmeier
<ul style="list-style-type: none"> • In lieu of the regular dashboard, staff are releasing the new sfbike.org/progress, which was shared with the membership and email listserv to kick off the end of year appeal. • Board members are encouraged to collect their letters and send those out as soon as possible. • SFMTA unanimously approved the protected bike lane on Townsend from • SFMTA will be considering the Valencia street bike lane project on Tuesday morning and the SFBC pledged to commit project ambassadors for the first couple of weeks to educate the public. • Strategic plan goals achieved so far: <ul style="list-style-type: none"> ○ 311 added a double-parking option on the app. ○ ¾ of endorsed candidates and ballots won during the last election. ○ Completed an all-day community organizer 101 training and began to build a ladder of engagement for members. ○ Expanded BikeShare for All, with 21% of Ford Go Bike membership being of this type making it the highest number in any North American bike share. • MTC held an open house for the Bay Bridge bike path and several hundred people showed up. • Leadership team is completing the final round of interviews for a program director. A program manager was hired. • Currently about 100k below budgeted revenue so directors are asked to keep that in mind when for year-end appeals. Letters need to be sent out by Tuesday, December 4th before Wintefest. Our year-end appeal has a 140K goal. Staff will continue to reach out to previous major donors and companies. 			
5	General Public Comment	Information	Guests
None this month.			
6	Committee Reports	Information/ Action	Chairs et al
<p>Finance – Jean [Appendix A]</p> <ul style="list-style-type: none"> • Fundraising is 100k down from what was budgeted. Staff projects we should recover, with board help. • The goal is to have new account diversity by Q1 and to not have more in one bank then the FDIC approved amount. <p>Motion to approved accounting manual with edits. Robin moved. Deep seconded. All approved.</p> <p>The motion passed.</p> <p>Director Elections – Shirley & Jane [Appendix B]</p> <ul style="list-style-type: none"> • We are at step #11 in the timeline where the board announces the election dates in the winter Tube Times the week of 12/17. 			



- Step #24 will have an email to those members who have not yet voted. The date can be finalized in December.
- According to the timeline, there were supposed to be two votes in the August board meeting. The board voted on item b, the blog post, but did not vote on item a, the recommendation process).

Motion to approve a procedure where those that are running for reelection do not participate in the January 3rd special board meeting conversation. Robin moved. Marie seconded.

Approve: Deep, Andy, Jane, Jean, Jiro, Lindy Kae, Marie, Mary Kay, Nic Jay, Robin, Rocky

Abstain: Adam, Jeremy, Shirley

The motion passed.

Robin reported Board Development was following the director elections timeline for board recommendations. Stating interviewers were Andy, Lindy Kae, Mary Kay, Jean and himself. Robin will schedule a meeting and invite all directors not running for election to develop recommendations for the board to vote on at the January 3 board meeting.

Motion to approve the timeline and process presented by Board Development. Marie moved. Andy seconded.

Approve: Deep, Andy, Jane, Jean, Jiro, Lindy Kae, Marie, Mary Kay, Rocky

Oppose: Shirley, Adam

Abstain: Robin, Jeremy, Nic Jay

The motion passed.

Organizational Strengthening – Mary Kay

The committee continues to meet. Susan is working hard to collect data with stakeholder interviews. The board will be asked to take a short survey as well. Board members are strongly encouraged to participate honestly and thoughtfully.

Valencia Street Ad Hoc – Shirley

The ad hoc committee was created at the last board meeting but did not end up meeting because the concerns were resolved to all parties' approval.

Governance – Adam [Appendix C]

The committee will be meeting again on 12/12 and will discuss three items: term limits, director terms and a policy regarding filling vacancies.

Motion to rescind the changes to the bylaws made in 2010 that added the last sentence of Bylaws Art. IV, Sec. 11.A.v.: *"There shall be no required minimum number of returned ballots, and the quorum requirement of Section 9 shall not apply."* Andy moved. Shirley seconded.

All approved.

The motion passed.

Lindy Kae left the meeting.

Motion to adopt the following policy:

"Closed Sessions of the Board"

A closed session of the board may be called by two-thirds approval of the directors present under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, (c) to



consult with auditors and compensation consultants, (d) to acquire or dispose of property, (e) to discuss or act on personnel issues, or (f) to address such other matters as the board deems appropriate."

Marie amended to call out endorsements specifically such as, "(g) To discuss or act on endorsements." Andy moved. Jane seconded.

Approve: Adam, Deep, Robin, Jeremy, Mary Kay, Nic Jay, Marie, Andy, Jane, Jean, Rocky, Shirley

Oppose: Jiro

The motion passes.

7	New Business		
<ul style="list-style-type: none"> Shirley suggested revisiting exit interviews for directors who leave or choose not to re-run. The Board Development has historically had a check in with each board member and Shirley would like to see Chema be provided with an exit interview. Mary Kay will invite Chema to participate in the Organizational Strengthening survey. Robin will begin planning for the retreat and orientation. Any board member interested in participating is welcomed to join in the planning and to reach out to Robin specifically. 			
8	Action Item Review	Information	Volunteer Action Item Tracker
<ul style="list-style-type: none"> Jean will update grammar in the accounting manual. Board Development will take on exit interviews and a board buddy plan. Fill out your cards! Follow up with calls. Please let Marie know when you are done. Fill out the Organizational Strengthening survey when shared. Chema will be sent the Organizational Strengthening survey in lieu of an exit interview. Shirley will send survey responses regarding the board recommendation process from last year to the board dev committee and interviewer volunteers. Robin will send candidate questionnaire responses to the full board. The Executive Committee will respond to board@ emails. Board Development will plan the board retreat. Robin will put the next Board Development Committee meeting on the board's google calendar. 			
9	Closed Session		
<p>Motion to move into closed session. Deep moved. Andy seconded.</p> <p>All approved.</p> <p>The board discussed board dynamics in closed session.</p>			
10	Adjournment	Action	Nic Jay Aulston
<p>Motion to adjourn the November 27, 2018 meeting of the SF Bicycle Coalition Board of Directors at 8:31pm. Robin moved. Adam seconded.</p> <p>All approved.</p>			
11	SF Bicycle Coalition Education Fund Board Meeting	Action	Nic Jay Aulston



November 27, 2018 meeting of the SF Bicycle Coalition Education Fund Board of Directors convened with quorum at 8:31pm.

Board members in attendance: Adam, Andy, Deep, Jeremy, Jean, Jane, Jiro, Rocky, Shirley, Mary Kay, Nic Jay, Marie

Absent: Lindy Kae, Robin

Staff in attendance: Brian Wiedenmeier, Rahul Young

Brian clarified the roles and differences between the 501c(3) and the 501c(4) organizational structures. Staff reviewed the balance and profit and loss sheets. All documents available in Dropbox.

Motion to adjourn the November 27, 2018 meeting of the SF Bicycle Coalition Education Fund Board of Directors at 8:40pm. Marie moved. Jane seconded.

All approved.

List of Appendices

Identifier	Title
A	Finance Committee Report 11.27.2018
B	Committee Report – Director Elections 11.27.2018
C	Governance Report 11.14.2018

Signature

Mary Kay Chin, Secretary	
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Appendix A: Finance Committee Report 11.27.2018



Committee Report to the San Francisco Bicycle Coalition Board of Directors

Committee Name	Finance Committee		
Date of Committee Meeting	10/15/2018	Date of Board Meeting	11/27/2018
Requested Board Action	Approve Accounting Manual		
Committee Recommendation(s)			
<p>Proposed Action:</p> <p>Approve the SFBC Accounting Policies and Procedures Manual as per Auditor’s recommendation.</p> <p>We reviewed the manual to ensure processes described are 1) current and 2) preserve the financial integrity of the organization (aka financially sound and contain adequate controls to prevent abuse). We recommend approval of the manual.</p> <p>NOTE: In order to give Janelle enough time to update the manual and the committee to have a final review, the approval will have to be during the November board meeting.</p>			
Background			
<ul style="list-style-type: none">• The Accounting Manual provides Board and Staff an idea of the high-level accounting functionality involved in closing the books each month.• It describes the delegation of responsibility between board/finance committee and individual staff for the handling of financial instruments.• Descriptions are more detailed for non-finance team since they have less financial experience.• Descriptions are less detailed for finance team since they are already familiar with financial procedures and standard practices.			
Excerpt of Memo of Audit to Board 2017			
<p><i>Accounting Manual Ratification by Board</i></p> <p>The current version of the Accounting Policies and Procedures has not yet been ratified by the Board or subcommittee. The auditor recommends that a board level review and approval occur as soon as possible.</p> <p>SFBC Response:</p> <p>The staff will present to the finance committee the current Accounting Policies and</p>			



Procedures Manual for review and approval by the Finance Committee after the approval of the 2017 Audited Financials at a November 2018 committee meeting.

Committee Members

Jean Kao, Treasurer (chair)
Rocky Beach
Rahul Young, Deputy Director (staff)
Janelle Wong, Operations Manager (staff)



Appendix B: Committee Report – Director Elections 11.27.2018



Committee Report to the San Francisco Bicycle Coalition Board of Directors

Committee Name	Director Elections		
Date of Committee Meeting	Email	Date of Board Meeting	11/27/2018
Requested Board Action	Vote on the board endorsement/recommendation process for board candidates		
Committee Recommendation(s)			
<p>Item number 4 of the 2019 director election timeline states the following vote was to be held at the August board meeting:</p> <p>Regular board meeting; board vote on</p> <p>(a) board endorsement/recommendation process</p> <p>(b) blog post for candidate recruitment with election materials including timeline, skills needed and candidate handbook</p> <p>The minutes show the vote on item (b) was held, but the vote on item (a) was not. The committee recommends voting on item (a) at our November board meeting.</p>			
Other Important or relevant consideration, commentary, background, etc			
<p>Article V, Section 4, Part B of our bylaws reads:</p> <p>Nominations by Board of Directors. The Board of directors may adopt a procedure for a (<i>sic</i>) Board-approved nominations.</p> <p>A procedure for Board-approved nominations is outlined in the 2019 director elections timeline and includes the following items:</p>			
8	Friday, October 19, 2018 Friday, October 26, 2018	Request interested members to submit intent to run by completing a candidate questionnaire; candidates who submit by this date will be considered for board endorsement	
9	Monday, October 22 Monday, October 29 through December 19, 2018	Current directors not running for re-election meet one-on-one with candidates to explain board service, answer questions, and assess candidates for board endorsement	
10	Wednesday, December 19	Board Development Committee meeting to finalize recommendation for board endorsements	
12	Thursday, January 3	Special board meeting to vote on board endorsements as recommended by the Board Development Committee	
13	Friday, January 4 through Monday, January 7	Inform candidates whether or not they were board-endorsed	



To be in strict compliance with our bylaws, the board should vote on whether or not to adopt this procedure.

Committee Chair

Shirley Johnson



Appendix C: Governance Report 11.14.2018

Committee Report to the San Francisco Bicycle Coalition Board of Directors

Committee Name	Governance		
Date of Committee Meeting	Nov. 14, 2018	Date of Board Meeting	Nov. 27, 2018
Requested Board Action	Motions (2); Introduction to future discussion		
Committee Recommendation(s)			
<u>Proposed Actions:</u>			
I. Motion to rescind the change to the bylaws made in 2010 that added the last sentence of Bylaws Art. IV, Sec. 11.A.v.: <i>“There shall be no required minimum number of returned ballots, and the quorum requirement of Section 9 shall not apply.”</i> The effect of this motion will be to delete this sentence from the Bylaws, clarifying that the quorum for board elections is the default 5% as described in the bylaws.			
II. Motion to adopt the following policy:			
<u>Closed Sessions of the Board</u> <i>A closed session of the board may be called by two-thirds approval of the directors present under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, (c) to consult with auditors and compensation consultants, (d) to acquire or dispose of property, (e) to discuss or act on personnel issues, or (f) to address such other matters as the board deems appropriate.</i> Adopting this policy would set a two-thirds vote for going to closed session (compared to the current default of majority vote), and otherwise provide guidance for when closed session is appropriate.			
Conversation Highlights			
1) Motion #1: Board Elections Quorum Bylaws Amendment			
a) Bylaws Art. IV, Sec. 11.A.v. states: <i>Requirements for Valid Action for Board of Director elections. For purposes of the election of Directors conducted by electronic ballot, candidates receiving the highest number of votes are elected. There shall be no required minimum number of returned ballots, and the quorum requirement of Section 9 shall not apply.</i>			
b) Last year, the Governance Committee asked our outside counsel (through our Board President) for an opinion of the legality and enforceability of this bylaws provision. Our outside counsel concluded that this language did not appear to legally change our “default” quorum of 5% for director elections, because the language only applies to “election of Directors conducted by electronic ballot,” and not explicitly to “meetings of members,” which is the operative section governed by state law for the election of directors. Thus, the default 5% quorum in our bylaws (see Article IV, Section 9) applies to our elections of directors, despite this language.			



- c) The Committee recommends that we correct our bylaws to delete this language, which has no legal force and will confuse people in the future.
- d) The Committee considered the question of whether we should merely delete this provision (and leave the quorum at 5%), or whether we should also affirmatively change the quorum amount, to make it lower or higher than 5%? The Committee decided that leaving it at 5% was preferable.

Additional Notes of Discussion:

- e) Per CA law, if we want to raise the quorum we need a member vote, while reducing the quorum does not need a member vote.
- f) The existing language is both superfluous and confusing, so even though the default is currently 5%, we should delete this language.
- g) We used to have a hard time getting to 5% quorum, which was the genesis of this language. For a 10K membership, 5% is 500 votes. Are we convinced that we can get 500 votes in future elections? Should we lower the quorum?
- h) The concern with too low of a quorum is the potential for a board takeover by a small number of members.

2) Motion #2: Closed Session Guidance Policy

- a) Do we need a policy that provides guidance for closed sessions? What are we solving?
- b) Suggested language: *A closed session of the board may be called by two-thirds approval of the directors present under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, (c) to consult with auditors and compensation consultants, (d) to acquire or dispose of property, (e) to discuss or act on personnel issues, or (f) to address such other matters as the board deems appropriate.*
- c) Our current "policy" is our default majority vote. Adopting this policy would set a two-thirds vote for going to closed session, and otherwise provide guidance for when closed session is appropriate.
- d) Are closed sessions likely to be abused if the standard is majority vote?
- e) Two-thirds elevates the exceptionalism of closed sessions, providing strong optics of our respect for our membership.
- f) In realistic terms, it's not that different from majority (8 vs 10 on a full board attendance meeting).

3) For Future Discussion: Director Term Limits

- a) Suggestion: Six-year service followed by one year mandatory break.
- b) Arguments against: the notion is usually about abuse of power, but does that apply to volunteers on a non-profit board? Also concern about loss of continuity and experience of long-serving board members.
- c) Arguments in favor: It appears to be best practices for non-profit boards. This isn't an absolute limit on board service, but instead just a 1-year break between service. Term limits might give directors a sense of urgency and encourage them to use their somewhat limited time efficiently. Done in conjunction with the staggered director



terms (below), the concerns about continuity would be muted.

- d) See <https://boardsource.org/resources/term-limits/> for more arguments in favor and against this idea.
- e) Would this require a bylaws change, and would that require a member vote?
 - i) Bylaws Art. XI, Sec 4: "...the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members to vote, or to transfer their memberships."
 - ii) One negative of a member vote is that it would place some burden on staff and add complexity to the annual vote.
 - iii) We should get outside counsel's advice on this question.

4) For Future Discussion: Director Terms

- a) Suggestion: Stagger director elections so that 5 directors are elected each year, with each term being for 3 years. Thus, one-third of the board changes over each year.
- b) Argument in favor is that it would make transitions between years less difficult, would allow for committees and leadership to function between board transitions, would enable committee chairs to have experience (encourage chair service during second year of 3-year term, for example), and take pressure off new directors.
- c) This would have to be a bylaws change as our bylaws specify two-year terms with roughly half elected each year. Would this change require a member vote?
 - i) Bylaws Art. XI, Sec 4: "...the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members to vote, or to transfer their memberships."
 - ii) Gut sense: this doesn't affect the rights of members to vote. But let's get legal advice to make sure.

5) For Future Discussion: Filling Board Vacancy Policy

- a) Bylaws Art. 5, Sec 6: *Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors (unless the vacancy was created by removal of a director by the members) or by the members, for the unexpired portion of the term, provided that the Board may not fill more than three such vacancies in any calendar year. In the event that there shall be more than three vacancies created during a year, the remaining directors shall decide whether to leave the position vacant until the next annual election, or whether to call a special election to fill the vacancies.*
- b) What would a policy re board vacancies look like?
- c) Three main questions this policy should answer:
 - i) What is the nature of the appointed seat? When would an appointed director sit for election; at the end of the term of the director that was replaced, or until the next election?
 - (1) Need to consider different scenarios depending on potential decisions re staggered director elections and longer terms.
 - ii) When should appointing be required?



<p>(1) Should there be a threshold period, like X number of months before the next election, before which appointment must happen, but after which appointment should not happen?</p> <p>iii) How should the appointment take place?</p> <p>(1) Should it be automatic, like appointing the next highest vote getter of the last election? But a negative with that is the potential for losing a particularly unique director, with specifically valuable skills or experiences. Appointments enable the board to draw in replacement skills, contributions, etc..., so some board discretion here might be preferable to an automatic appointment.</p> <p>6) Ongoing Committee Project: Review existing board policies and update as necessary</p> <p>a) The committee will review and update the Board Policies before the new director orientation in February.</p>	
<p><u>Proposal Strengths</u></p>	<p><u>Proposal Weaknesses</u></p>
<p>Other Important or relevant consideration, commentary, background, etc</p>	
<p>Attendance:</p>	<p>'Deep, Shirley, Andy, Jiro, Adam, Rahul</p>