



**Minutes of the San Francisco Bicycle Coalition Board of Directors meeting
January 28, 2020
San Francisco Bicycle Coalition Office
1720 Market Street, San Francisco CA**

Directors in attendance	Andy Thornley (via phone)
	Alexandra Sweet
	Brad Williford
	Jane Natoli (Secretary)
	Jean Kao (President)
	Juli Uota
	Kelli Shields
	Marie Jonas
	Mary Kay Chin
	Meaghan Mitchell
	Nic Jay Aulston
	Preston Rhea
	Robin Abad Ocubillo (Treasurer)
	Sarah Bindman
Directors absent	Shirley Johnson
Staff	Brian Wiedenmeier (Executive Director)
	Rahul Young (Deputy Director)
	Janice Li (Advocacy Director)
	Adam Comeau (Development Director)
Guests in attendance	Scott Yarborough
	Edward Hasbrouck
	Gene Takagi
	Andrew Casteel
	Audrey Harris
	Manoj Madhavan
Howard Williams	

Start	The meeting was convened with quorum at 6:30 pm.
--------------	--

Agenda Item	Purpose	Presenter
1-2 Check-In and Introductions	Information	All
The board, staff, and guests introduced themselves, provided their roles and their pronouns.		
3 General Public Comment	Information	Guests
Scott Yarborough thanked the outgoing directors for their work.		



Edward Hasbrook was disappointed with the member meeting and that it focused too much on staff presentations and elections instead of member-led discussion. He asked the Board to remember the purpose of the Member Meeting.

Andrew Castille asked for the SF Bike Coalition's support of the proposed alternative facilities in the Bayview Community Transportation Plan.

Board Member Nic Jay Aulston arrived at 6:39pm.

Howard expressed frustration that cycling has gotten harder and more dangerous over the past 20 years. In celebration of finally getting a win on Market Street, the messenger donated salads to the Board.

4	Consent Agenda	Action	Jean Kao
----------	-----------------------	---------------	-----------------

Marie moved to approve the November 19, 2019 minutes. Kelli had an edit to correct the sentence, "Kelli abstained from voting on the September 2019 meeting minutes." Sarah also requested an edit on the top of the page that should read "Shirley clarified" instead of "Sarah clarified."

Mary Kay seconded the motion to approve the minutes.

In favor: Alex, Andy, Brad, Jean, Juli, Kelli, Marie, Mary Kay, Meaghan, Preston, Robin, Sarah
 Abstain: Nic Jay, Jane

The motion passed.

Mary Kay motioned to approve the Jan 3, 2020 meeting minutes. Alex seconded.

In favor: Alex, Andy, Brad, Jane, Juli, Kelli, Mary Kay, Meaghan, Nic Jay, Preston, Sarah
 Abstain: Marie, Jean, Robin

The motion passed.

The board received nine emails. Five of the emails supported the board adopting term limits. Other emails included an invitation to the #CarFreeJFK bike ride.

5	Fiduciary Duties	Action	Executive Committee and NEO Law Group
----------	-------------------------	---------------	--

Gene Takagi gave a presentation on Fiduciary Duties to the board. He underscored our responsibilities as a board of directors.

After the presentation, Jean said it was with great disappointment to report that the Executive Committee had found Shirley Johnson failed in her fiduciary duties by publicly sharing information from the January 3rd closed, confidential meeting. Jean made a motion to censure Shirley Johnson.

Preston asked what the censure would accomplish. Jean replied that the organization now has to deal with potential legal repercussions. Jane added that the executive committee realized there were no good outcomes.



Marie said that it's important for precedential action when there is a violation of this nature, there needs to be formal recognition and consequence.

Kelli asked if we have criteria by which we make a decision to censure someone.

Robin replied that it's something to think about in the future. The process in this case was the exec committee responding to an appeal for a formal response.

Juli added that if we're going to claim to make a safe space, then we have to enforce it. It is with great sadness that we do this.

Preston asked about previous uses of a censure motion and Brian said that to his knowledge, the board had considered a censure action twice previously during his tenure on staff.

Nic Jay questioned how the censure would restore the board to being a safe space.

Meaghan moved for a closed session. Marie seconded the motion.

In favor: Alex, Andy, Brad, Jane, Juli, Marie, Mary Kay, Meaghan, Sarah

Against: Kelli

Abstain: Nic Jay, Preston, Robin, Jean

The board entered a closed session around 7:50pm to continue their discussion.

Andy left the meeting after the closed session vote at 7:50pm.

Robin motioned to move the board back into open session around 8:00pm. Jane seconded the motion. Everyone approved. The motion passed.

The motion on the floor is to censure Shirley Johnson for intentionally revealing confidential information. Juli seconded.

In favor: Alex, Brad, Jane, Juli, Marie, Meaghan, Sarah, Jean, Robin

Against: Kelli, Nic Jay, Preston

Abstain: Mary Kay

The motion to censure Shirley Johnson passed.

6	Finance and Fundraising Update	Informational	Rahul and Adam
----------	---------------------------------------	----------------------	-----------------------

Rahul provided a mid-year update of the budget.

We're 3/4th of the way through the year and doing well. We are a bit behind in budget but it's fairly small in the scheme of things. For cash balance, we're a little under where we are budgeted to be, but still within the 3-6 month range we feel comfortable with.

Adam thanked everyone for the year end appeal. We made our goal of \$145k and are happy with the results. We had 281 individual donations, which was our second highest ever, and the highest amount raised. Special thanks to the entire staff for helping - it was a group effort. Two more months left in the fiscal year.



7	Executive Director Report	Information	Brian
<p>Brian provided a report on news and events. Car-free Market Street would go into effect on January 29th and encouraged people to come down at 11am for the event with Mayor Breed and other advocates. Once the car free policy goes into effect, there will be a focus on enforcement. There will be volunteers collecting feedback to hold the City accountable for improvement safety.</p> <p>Looking at the year ahead, there's opportunity for more car-free space, including in Golden Gate Park, where there was a car-free ride on JFK. On April 4th, as part of the 150th anniversary, the entire park will be car-free as a pilot.</p> <p>Embarcadero is on the list of next projects. We encourage you to mail the Port to demand more on Embarcadero. We've been fighting for a two-way protected bikeway and it's going to mean removing parking and/or a travel lane.</p> <p>For Valencia Street, we're focused on 15th to 19th Streets. The Chair of the SFMTA Board floated making a car-free Valencia.</p> <p>Rahul mentioned we're applying for a grant to partner with the Southeastern Neighborhoods to provide fresh fruit and produce and expand our community repair space and Bike it Forward program and train people to deliver food by bike. This grant would come from the sugar drink tax.</p> <p>Nic Jay asked about the SF Director of Public Works, Mohammad Nuru. Brian replied that he was not involved in any of the pertinent bike projects we've been following. They are looking for an interim leader for the agency. Robin suggested we work with other partners to express interest in the characteristics and qualities of the next Director of Public Works.</p> <p>Marie Jonas left at 8:23pm.</p>			
8	Succession Plan	Action	Personnel Committee
<p>Brian explained that the Succession Plan is an update on the original plan adopted a few years ago. We updated it with a new org chart and rules.</p> <p>Jean motioned to approve the updated Succession Plan. Robin seconded. All approved. The motion passed.</p>			
9	Year End Summary	Informational	Org Strengthening Committee
<p>Mary Kay said the organizational strengthening committee will review all year-end summaries next week and will present new information at the retreat. She thanked everyone for filling them out and giving full thoughts. For the sake of time, we can move that to the retreat. Thank you to everyone.</p> <p>Jean thanked the directors who are retiring from the board, including Andy, Shirley, Jane and Mary Kay. It's been an honor to work with all of you. I've become a better person since working with all of you.</p>			



Jane added that she's leaving the same as she came in, after a bike crash. I've really learned a lot in the past two years, it's been a pleasure to serve this organization. I'll be around and doing a lot. Maybe more engaged as a volunteer now that I have more time. I'm proud to say I've served this organization and I'll be a continuing presence at all of these things and will boost the bike coalition.

Alex thanked everyone for their service.

Robin thanked Jean for her leadership. You did this with a lot of dignity, grace and integrity. I attribute a lot of our work to you.

Kelli asked if we should discuss the open email action about term limits. The group decided to continue the discussion over email and discuss it at a future meeting.

11	Adjournment	Action	Jean Kao
-----------	--------------------	---------------	-----------------

Motion to adjourn the January 28, 2020 meeting of the SF Bicycle Coalition Board of Directors at 8:44 pm
Jane moved, Mary Kay seconded.

All approved.

List of Appendices

Identifier	Title

Signature

Alex Sweet, Board Member
filling in for Jane Natoli,
Secretary

A handwritten signature in black ink that reads "Alexandra Sweet". The signature is written in a cursive, flowing style.