



Minutes of the San Francisco Bicycle Coalition Board of Directors meeting
April 23, 2019
San Francisco Bicycle Coalition Office
1720 Market Street, San Francisco CA

DRAFT

Directors in attendance	Alexandra Sweet
	Andy Thornley
	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
	Shirley Johnson (by phone)
Directors absent	None
Staff	Brian Wiedenmeier (Executive Director) Rahul Young (Deputy Director) (by phone)
Guests in attendance	Scott Yarbough (member)
	Howard Williams (member)
	Katherine Roberts (member)
	Tim McGuire (member)

Start	The meeting was convened with quorum at 6:32 pm.
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Agenda Item	Purpose	Presenter
1 General Public Comment	Information	Guests
<p>Scott Yarbough thanked the Bike Coalition as well as Advocacy Director Janice Li and Director Shirley Johnson for their work involving Caltrain and Bikes on Board.</p> <p>Howard Williams voiced his opinion that he did not appreciate a recent Tube Times column and would like the opportunity to rebut the piece.</p> <p>Katherine Roberts implored the Bike Coalition to not take morally questionable stances when it comes to donations involving automobiles as she feels it has in the past.</p> <p>Tim McGuire introduced himself as the new president of the San Francisco Bike Messenger Association.</p>		



2	Consent Calendar	Action	Exec Team
<p>Andy motioned to approve the March 26, 2019 and March 31, 2019 minutes, Alex seconded.</p> <p>Approve: Alex, Andy, Brad, Jane, Jean, Juli, Kelli, Marie, Mary Kay, Meaghan, Nic Jay, Preston, Robin, Sarah, Shirley</p> <p>Motion passed.</p> <p>Jane facilitated a presentation on Conflict of Interest for the board [Appendix A].</p>			
4	Board@ emails	Information	Exec Team
<p>The board received 5 emails since the last meeting. 3 asked the board to not accept donations from auto companies. The other 2 asked the board to work to make materials produced for meetings more available and more visible for members of the public.</p>			
5	Executive Director's Report	Information	Brian Wiedenmeier
<p>Following the death of Tess Rothstein, there has been an upswell in advocacy directed at the Mayor, SFMTA, and the Board of Supervisors to do more, and do it more quickly.</p> <ul style="list-style-type: none"> • SFMTA is producing a 90 Day Action plan to construct 10 projects by the end of 2019 including work on: <ul style="list-style-type: none"> ◦ Townsend St ◦ 6th St ◦ 5th St ◦ Alemany Blvd ◦ Brannan St ◦ California St ◦ Howard St ◦ Indiana St ◦ Taylor St ◦ Terry Francois Blvd • The San Francisco Bicycle Coalition would like to see the City do more and go further, including projects in places such as The Embarcadero and Valencia St • Conducted a recent walkthrough with Mayor Breed on Howard St between 3rd St and 6th St and pushed her to continue to lead and prioritize street improvements for our most vulnerable users • Unfortunately, while conducting the walkthrough, Pablo Ramirez was hit and killed while skateboarding 2 blocks away, highlighting the urgent need for improved infrastructure now • 2nd St is nearing completion <p>Program work:</p> <ul style="list-style-type: none"> • Community Bike Build is in high gear and we just completed one in the Excelsior with Friends of the Urban Forest <ul style="list-style-type: none"> ◦ Gave away 30 bikes and helmets ◦ Planted trees in the neighborhood as well 			



- Valet season is here with Giants home games and Presidio Picnic every Sunday
- Bike to School Week
 - There were over 6,000 students, parents, caregivers, teachers, and others who participated
 - 104 schools participated as well
 - We participated in an event at Rosa Parks Elementary School in Western Addition along with Supervisor Vallie Brown and State Senator Scott Wiener
- Bike To Work Day
 - May 9th is Bike to Work Day, the biggest bike day of the year
 - This is the biggest membership day of the year
 - Directors are important ambassadors at Bike To Work Day events, so please get involved
 - Kelli, Jeremy, and Mary Kay will be hosting Bike Away From Work, a fundraiser, at Benders
- Alex asked a question about Bike to the Park night
 - Approximately 150 folks signed up and participated and it seems to be a good partnership with the Giants

6 Committee Reports

Information

Committee Chairs

Board Development - Alex Sweet

- The committee established their priorities, which include:
 - Implementing Director Elections
 - Considering the board recommendation process
 - Ensuring a smoother running board
- Additional priorities include better peer support and developing leadership ladders
- The committee will continue to meet to figure out how to prioritize these goals

Endorsements & Audit - Jane Natoli

- The committee had no urgent work, but has established a target to meet in late May/early June to begin the endorsements work, with Audit work following later in June.

Finance - Robin Abad

- Due to a large donation that did not come through, the committee is continuing to think about other ways to support the financial health and stability of the organization, including our fundraising work as a board

Fundraising & Membership - Sarah Bindman

- The committee is exploring ideas such as expanded membership options for current and potential members
- They are also helping with the membership survey
- In addition, they are looking at what we can do as a board to support fundraising and membership
 - These include providing better tools and training for directors to help them with their fundraising efforts as well as considering ways we can hold ourselves more accountable

Governance - Shirley Johnson

- The committee identified several goals:



- creating guidance regarding Golden Wheel gift acceptance
- taking a holistic look at our donations policy with other impacted committees as well as member input
- Drafting a board vacancy policy
- Exploring updates to by-laws such as term limits for directors

Org Strengthening - Mary Kay Chin

- The committee identified three priorities for the current board:
 - Clarifying roles
 - Healing
 - Increasing resiliency
- At present, they are not prioritizing the theory of change, but are mindful that it will be good to include in the next strategic planning cycle

Personnel - Marie Jonas

- The most important priority of this committee is the annual review of the Executive Director (ED)
 - The primary goal is to develop a timeline and perform the review
- However, the committee is also cognizant of the need to develop goals for the ED as well as a survey for the staff to provide feedback on the board
- Remaining priorities include revisiting the employee handbook and documenting the ED review process so it is easier to replicate going forward

7	Golden Wheels Donations Policy	Action	Sarah/Juli/Kelli
<p>Fundraising & Membership and Governance delivered a joint presentation specifically regarding the Board's options as it relates to donation acceptance policy for the 2019 Golden Wheel Awards [Appendix B]. While the joint committees discussed multiple options, for the near term, they focused on two options:</p> <ul style="list-style-type: none"> ● Make no changes to the current donation acceptance policy for this event ● Do not accept donations from autonomous vehicle companies owned by private automobile companies for this event <p>The board debated the merits of each position. After discussion, Marie motioned to take a vote to make no changes to the current donation acceptance policy for the 2019 Golden Wheel Awards. Juli seconded.</p> <p>Ayes: Alex, Andy, Brad, Jane, Juli, Marie, Meaghan, Sarah Nays: Kelli, Mary Kay, Nic Jay, Preston, Shirley Abstentions: Jean, Robin</p> <p>The motion passed</p> <p>Jean asked the ED to keep this discussion in mind as Golden Wheel fundraising begins</p>			
8	Other Business	Information	All



Robin asked Brian for any updates on this year's Golden Wheel Awards. Brian stated that next month's meeting will be more focused on that, with a likely theme this year of direct action and doing more quickly to make our streets safer

9	Adjournment	Action	Jean
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Motion to adjourn the April 23rd, 2019 meeting of the SF Bicycle Coalition Board of Directors at 8:30 pm
Andy moved, Juli seconded

List of Appendices

Identifier	Title
A	Conflict of Interest presentation
B	Golden Wheel Donation presentation

Signature

Jane Natoli, Secretary

A handwritten signature in black ink, appearing to be "Jane Natoli", written over a light gray background.



Appendix A



Conflict of Interest

What it is and what it isn't





- Understand how our conflict of interest policy works and how that applies to us as directors
- Engage each other in situations where conflict of interest may arise in our duties as directors
- Continue to think critically about what it means to behave ethically in our duty of care as directors beyond the scope of this





So, what is conflict of interest?

conflict of interest

con·flict of interest | \ kăn-,flikt-\

Legal Definition of *conflict of interest*

- 1 : a conflict between the private interests and the official or professional responsibilities of a person in a position of trust
- 2 : a conflict between competing duties (as in an attorney's representation of clients with adverse interests)





Policy OP8.0 – Conflict of Interest

Article I - Purpose

The purpose of the conflict of interest policy is to protect the San Francisco Bicycle Coalition's (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

From our board policies:

<https://www.dropbox.com/home/SFBC%20Board/Reference%20Files/Board%20Orientation%202019?preview=2019.01+Board+Policies.docx>





Conflict of Interest and you





So we're done, right?





Appendix B



How should we interpret our existing language about accepting gifts from car companies for **Golden Wheel**?

Board Meeting 4/23/19



What are we discussing/voting on?

To reiterate, we are making a decision on our donation policy for **Golden Wheel 2019**. The decision we make today has no effect on our general donation policy. The governance committee will be leading a larger effort to consider updating and clarifying our existing policy.

The governance/fundraising committees have identified 2 potential options for moving forward.



Existing Language

Policy ED-1.2.6 - Use of donations

Donations to the SFBC must be used in the manner intended by the donor and also in the best interests of the organization. The Executive Director shall not:

...

3. Accept donations from the following corporate entities.
 - Business enterprises whose primary income is derived from the manufacture and/or sale of private automobiles, or whose primary product are private automobiles and/or trucks.



Option 1: For the sake of Golden Wheel 2019 sponsorships, continue the interpretation of SFBC donation policy as for GW 2018

Stability and consistency – changing our interpretation of the policy for GW 2019, and then changing our policy later this year, can make the SFBC look inconsistent and threaten future donations by not having a clear, understandable policy.

- We need to hear from the membership, via member survey, important to get that right, will take time
- Gift policy update process requires a **deeper conversation than time allows** for GW 2019
- We should respect the discretion of the staff who are more actively involved in the intricacies of the strategic assessments necessary to obtaining our goals and vision
- We should respect and act on **Board's duty to support fundraising for organizational health and effectiveness** -- whatever the interim interpretation & revisited update to policy, board must not only say "no" to gifts and sponsorships
- "Continue the interpretation" of current SFBC donation policy as used in 2018 GW donation policy would be interpreted as: *Okay to accept gifts from Cruise and/or Waymo, and similar autonomous vehicle companies, at ED's discretion*



Option 1: For the sake of Golden Wheel 2019 sponsorships, continue the interpretation of SFBC donation policy as for GW 2018

Autonomous Vehicle Companies and Corporate Subsidiaries – there is not yet a clear consensus on how we should treat AV companies and corporate subsidiaries and thus there is not enough information to change the policy interpretation from last year.

- Again, we need to hear from the membership, via member survey, important to get that right, will take time
- We need to deliberate and settle objectionability of AV as a business, TNC service, mobility software/tech, etc
- Corporate donations is an important way to have people/companies join the conversation. Those are important relationships to consider.
- We need to set the precedent for how subsidiaries will be treated. As new tech emerges, car companies may become more involved in the larger transit sector.



Option 2: Follow the letter of our current policy and not accept donations from car companies

We need a deeper discussion about our general donations policy for AVs and TNCs. Until we can have that discussion, **we should follow the letter of our current policy for Golden Wheel 2019.**

The board voted two days before Golden Wheel last year not to return the donation from GM Cruise. **This is not the same as interpreting our policy**, that is, voting whether to take a donation from GM Cruise in the first place.

Our current policy is subject to interpretation with regard to AV companies and TNCs in general, but **taking money from GM Cruise is a violation and jeopardizes SFBC's reputation.**



Option 2: GM Cruise is counter to our strategic plan core values

Core Value: SUSTAINABILITY: We fight climate change by enabling and encouraging more people to bike more often.

UC Davis Institute of Transportation Studies: “Our central finding is that while vehicle electrification and automation may produce potentially important benefits, without a corresponding shift toward shared mobility and greater use of transit and active transport, these two revolutions could **significantly increase congestion and urban sprawl, while also increasing the likelihood of missing climate change targets.**”

Core Value: TRANSPORTATION JUSTICE: We advocate for everyone’s equitable access to safe, affordable, and healthy transportation to create a just city.

Autonomous vehicles promote the use of private (ie., not public and not mass-transit) transportation options, mainly through the use of personal automobiles. **Their adoption is likely to result in increases in vehicle miles traveled with associated increases in air pollution that will have a negative impact on public health.**



Option 2: Quotes from SFBC members

"I am disappointed about what the SFBC is becoming. It shocked my husband when I told him that the SFBC is getting money, around \$10,000 I think, from manufacturers of autonomous cars."

"It's hilarious how the people who babble about a "war on cars" for every minor step forward don't have any clue how much influence the car and oil industry has, generally by "building relationships" with money."

"I really am at a loss of how anyone could see accepting these payments as anything but a conflict of interest. Getting invited to a drink with a with a new neighbor is a lot different than being paid \$10k to go have a drink with that new neighbor."



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