



**Minutes of the San Francisco Bicycle Coalition Board of Directors meeting  
November 19, 2019  
San Francisco Bicycle Coalition Office  
1720 Market Street, San Francisco CA**

<b>Directors in attendance</b>	Alexandra Sweet
	Andy Thornley
	Brad Williford
	Jean Kao (President)
	Juli Uota
	Kelli Shields
	Marie Jonas
	Mary Kay Chin (acting Secretary)
	Meaghan Mitchell
	Preston Rhea
	Robin Abad Ocuillo (Treasurer)
	Sarah Bindman
	Shirley Johnson
<b>Directors absent</b>	Jane Natoli (Secretary)
	Nic Jay Aulston
<b>Staff</b>	Brian Wiedenmeier
	Rahul Young
	Adam Comeau
<b>Guests in attendance</b>	Rob Kahn
	Scott Yarbrough
	Jian Chen

<b>Start</b>	The meeting was convened with quorum at 6:30pm.
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Agenda Item	Purpose	Presenter
<b>1 Public Comment</b>	<b>Information</b>	<b>Jean Kao</b>
<p>Scott – following up on an email he had sent to the full board and presented the board with a hard copy of a petition he had collected.</p> <p>Rob – committed member and volunteer. Spoke in favor of a three-year term. Had been on boards before that had three-year terms, where the first-year directors were mentored by third-year directors.</p> <p>Jian – had in inquiry about how the SFBC prioritizes lobbying and was curious if members had any input. [Staff followed up directly with this member.]</p>		
<b>2 Consent Calendar &amp; Board@ emails</b>	<b>Action</b>	<b>Executive Committee</b>
<p>Motion to approve the October 22, 2019 minutes. Andy moved.</p> <p>Kelli amended the motion to correct that she had abstained from voting on the September 2019 meeting minutes, not the August 2019 minutes. Alex seconded the amended motion. All in favor.</p>		



The amended motion passed.

Emails received by the board

- Peggy De Silva – encouraging the board to take on the vacancy and term limit policy.
- Two members cancelled their memberships due to our endorsements.
- A request from a graduate student for an informational interview.
- A member disappointed in the Page Street improvements. [Staff responded directly.]
- SFBC Momentum emailed with a petition in support of term limits and three-year terms.

<b>3 Executive Director Report</b>	<b>Information</b>	<b>Brian Wiedenmeier</b>
<ul style="list-style-type: none"> <li>• The SFMTA board unanimously approved Jeffery Tumlin as the new director. He has a solid reputation and has been a long-term SFBC member. Staff are excited and have already set up a meeting with him. He officially starts 12/16.</li> <li>• Better Market Street was unanimously approved by the SFMTA board and now implementation can begin. Some auto restrictions will go into effect in January 2020. The Mayor’s office is planning a campaign to roll things out. Some quick build implementations will also occur at that time.</li> <li>• Page Street pilot was also unanimously approved by the SFMTA board. Restrictions going westbound will begin in early 2020 and will have major impact on the safety of the street.</li> <li>• Using the Mayor’s Quick Build policy, the city is holding an open house on 12/11 which will serve as public hearing for 7<sup>th</sup> street and Howard Street protected bike lane projects.</li> <li>• In the recent elections:             <ul style="list-style-type: none"> <li>○ Prop D passed with 67% and there is an anticipated 30-35 million dollars to be expected from that. Half of that will go to biking and pedestrian improvements. Staff will be working with city agencies to identify where that money should be spent.</li> <li>○ Dean Preston won the D5 seat. Staff have already reached out and scheduled a sit down with him and his team.</li> <li>○ Chesa Boudin won the DA race. Staff have reached out to congratulate. SFBC, WalkSF and Bay Area Families for Safe Streets are hoping to meet with the ne DA and review how he plans on addressing traffic collisions and driving under the influence.</li> </ul> </li> <li>• World Day of Remembrance [day to acknowledge the victims of road traffic violence and their families] is on Sunday. This year’s events are focused on the stories of survivors and will be concluding at The Tenderloin Museum, where many of those narratives will be shown.</li> <li>• Bike Parking – staff held a press conference on 11/18 with Supervisor Mandelman and the SFMTA to debut new parking corral that will help to daylight the intersection of Sanchez and 16<sup>th</sup>. These were paid for by dockless bike and scooter share companies.</li> <li>• Light up The Night is resuming. Currently an event is being held at 8<sup>th</sup> and Howard. Staff are on track to give out 1,000 lights this year. Our sponsors this year are Bay Area Bicycle Law and SHARP.</li> <li>• Introducing a new class – Shared Streets Safety class. It will be a classroom-based curriculum designed for all road users, not just people who bike.</li> <li>• The community bike build program will be rebranded as Bike It Forward. Jo-Ann did amazing work expanding the program’s reach. The name change will be announced in the next Tube Times.</li> <li>• D10 community members will be holding a ride exploring and identifying bike infrastructure challenges and opportunities. Board member Meaghan will be joining. Ride starts at Laughing Monk Brewery at 10am on Friday 11/22.</li> </ul>		
<b>4 Employee Handbook</b>	<b>Action</b>	<b>Personnel Committee</b>

Personnel Committee presented an updated Employee Handbook. Outside legal counsel was consulted.



- Shirley provided grammar updates in Dropbox
- Alex inquired if the paid family leave was consistent with SF local policy.

Motion to approve the handbook subject to inclusion of compliance with SF County paid parental leave ordinance. Marie moved. Shirley seconded.

All approve.

The motion passed.

<b>5</b>	<b>Year-end Fundraising</b>	<b>Info</b>	<b>Adam Comeau, M&amp;F Committee</b>
<p>Year-end fundraising has begun, and a lofty goal has been set. Board members will be provided packets for donor letters, which are due Tuesday 11/26. Board members are asked to review business membership spreadsheet and update.</p> <ul style="list-style-type: none"> <li>• Marie inquired about a google docs policy. Jean will have the Executive Committee review and develop one if need be.</li> </ul>			
<b>6</b>	<b>Board Recommendations</b>	<b>Action</b>	<b>Alex Sweet</b>
<p>Board Development Committee presented an updated process, similar to last year.</p> <ul style="list-style-type: none"> <li>• Shirley inquired about updating dates and how soon board members will be able to see the draft blog post before voting. Alex will update and share.</li> <li>• Preston added while he did not agree with a recommendation process that specifics individuals, he would uphold however the board votes. He also encouraged board members to work to develop a culture where voting 'no' is accepted.</li> </ul> <p>Motion to approve process with suggested amendments. Andy moved. Sarah seconded.          Approve: Meaghan, Brad, Sarah, Alex, Robin, Juli, Andy          Oppose: Preston, Kelli          Abstain: Shirley, Jean, Mary Kay, Marie</p> <p>The motion passed.</p>			
<b>7</b>	<b>Vacancy Policy &amp; Blog Post for Bylaws Changes</b>	<b>Action</b>	<b>Shirley Johnson</b>
<p>Governance committee presented a review of the committee's work and proposed motion(s) [see Appendix A]</p> <p><b>Vacancy Policy</b></p> <p>Discussion</p> <ul style="list-style-type: none"> <li>• Juli said she is in support of a policy to provide clarity around the process for filling vacancies.</li> <li>• Andy said he doesn't think a problem exists because the bylaws do not explicitly require a 15-member board.</li> <li>• Marie said she trusts the decision-making of the board to fill vacancies, rather than a minority of members who vote in board elections.</li> </ul>			



- Shirley clarified that there would be no additional cost to using the ranked-choice voting results from the previous board election to fill the vacancy.
- Robin said the organization has too many time constraints to spend time on filling a vacancy.
- Kelli responded that the vacancy policy would save the board time by clarifying the process.
- Jean asked what would happen if no candidate has a majority of votes. Edits were made to the policy in response to Jean's question.

Motion to call the question as presented by the Governance Committee. Shirley moved. Kelli seconded.

All approved.

- Juli reported she would be abstaining from the vote due to recent actions that put into question the intention behind the committee's meeting process.

Jean called for a vote to approve the draft vacancy policy with proposed edits [see Appendix B]:

1. First page - "it shall be filled by [during] the next regular board election".
2. "In any case, the selected candidate must have more votes than half the votes [required to win the original election] ~~for any winner in the original election.~~"

Approve: Preston, Kelli, Shirley  
 Oppose: Marie, Brad, Alex, Robin, Andy  
 Abstain: Jean, Meaghan, Sarah, Juli, Mary Kay

Motion failed.

Jean encouraged more clarity on the policy and hopes the committee will continue to move this work forward.

### Blog Post for Bylaws Changes

Motion to approve the draft blog post requesting member input on soft term limits and three-year terms. Shirley moved. Kelli seconded.

Jean called for a vote with no discussion.

Approve: Shirley, Kelli, Preston  
 Oppose: Marie, Brad, Sarah, Andy, Juli, Meaghan  
 Abstain: Robin, Jean, Alex, Mary Kay

Motion failed.

6 Adjourn	Action	Jean Kao
<p>Motion to appoint all board members in office to the San Francisco Bicycle Coalition Education Fund board of directors. Jean moved. Marie seconded.</p>		
<p>All approve.</p>		
<p>Motion passed.</p>		
<p>Adjourn the San Francisco Bicycle Coalition board of directors meeting for November 19, 2019 at 8:30pm.</p>		



List of Appendices	
Identifier	Title
A	Governance Improvements Presentation
B	Draft Vacancy Policy as revised by Board on 11/19/19

Signature	
Mary Kay Chin, acting Secretary	



## Appendix A: Governance Improvements Presentation



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### Requested board action #1

Approve [draft vacancy policy](#)

### Requested board action #2

Approve [draft blog post content](#) for member input on soft term limits and three-year terms

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## Draft Vacancy Policy Highlights

### **Timing**

May fill by appointment if vacancy is  $\geq 4$  months

### **Method of filling vacancy**

1. Appoint any member in good standing by three-fourths approval of directors then in office
2. Otherwise, appoint runner up from previous board election by majority vote

### **Appointee term**

Until next regular board election

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## Board vacancies

### ***The problem***

1. Board vacancies reduce resources to accomplish board work.
2. Board vacancies create gaps in representation.
3. With traditional appointments, there is a natural tendency to make an appointment that exaggerates majority representation at the expense of minority representation.
4. Filling vacancies on an ad hoc, case-by-case basis can be more contentious, time consuming, and polarizing.

### ***The goal***

1. Provide clarity and guidance if/when a vacancy arises
2. Restore resources and missing representation without exacerbating the problem

### ***The policy***

Allows for appointment to fill a specific board need (or leave the seat vacant) with broad board consensus. Otherwise, voter preference is used to fill a vacancy.

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## Requested board action #1

Motion to approve [draft vacancy policy](#)

Reminder: vacancy policy includes

- Three-fourths vote to appoint (or leave vacant)
- Runner-up fills vacancy

*Questions/comments?*

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## Requested board action #2

Approve [draft blog post content](#) to request member input on soft term limits and three-year terms

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## Why do this now?

Pros	Cons*
Requires time before benefits are realized; if we start in 2021, staggered three-year terms start in 2023 and term limits fully implemented in 2028	Possible perception that board shouldn't be messing with bylaws
It's like an insurance policy to help avoid another debacle; it's good to buy insurance before you need it	We're still in the shadow of the 2015 bylaws debacle
Low tenure of current directors make this an opportune time; it won't kick anyone off the board now	
Hard to explain a delay; how do we explain to members that now isn't the right time, but later would be?	

\*Blog post requesting member input should help address the cons

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## Soft term limits: six years of service followed by one-year break before being allowed to run again

Pros	Cons*
Keeps fresh ideas coming to the board	Possible loss of continuity and experience of long-serving directors
The board turns over gently, over time	
Might give directors a sense of urgency and encourage them to use their somewhat limited time efficiently	

\*Done in conjunction with the staggered three-year terms, the concern about continuity would be muted

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## How may term limits impact diversity, equity, and inclusion?

[BoardSource](#) provides the following pros for term limits:

- Make it easier to diversify your board
- Enable you to avoid the perpetual concentration of power within a small group of people and the intimidation of new members by this dominant group
- Enable the board to easily adjust its membership to reflect the organization’s changing needs

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## Three-year terms, 5 directors elected each year

Pros	Cons
A best practice (three-year terms is most common, according to <a href="#">BoardSource</a> )	May be more difficult to find board candidates
Would make a board-takeover more difficult to achieve	Could result in more vacancies
Make transitions between years less difficult, (currently half the board could turn over)	Complicated to explain transition
Allow for committees and leadership to function between board transitions	
Would enable committee chairs to have experience and take pressure off new directors	
Allows us to hone a leadership ladder	
Would encourage more investment in training because directors will serve longer	

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## How may three-year terms impact diversity, equity, and inclusion?

- Unknown impact
  - Due to longer time commitment, could dissuade certain communities from running for the board
  - Due to healthier board, could be used as a recruitment tool to entice certain communities to run for the board
- Term limits support DEI, three-year terms support term limits
- Identification of gaps and subsequent recruitment to fill gaps is key, irrespective of term length

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## How does this differ from the 2015 bylaws debacle?

2015 Bylaws Amendment	This Bylaws Amendment
Abolished ALL member voting rights	Member voting rights unchanged
Deceptively portrayed as the only way to protect member privacy	Clearly portrayed with both pros and cons
NO redlined bylaws provided	Redlined bylaws provided
ZERO member outreach	Blog post for member outreach
Groundswell of member OPPOSITION	Groundswell of member support
Misleading ballot language*	Clear ballot language (see appendix)

\*2015 ballot language:

*“Do you vote to update the bylaws of the San Francisco Bicycle Coalition to change how the Board is elected in order to better protect members' privacy?”*

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## Transition to staggered three-year terms

Election year - seat #	Term	Term ends
2021-1	3	2024
2021-2	3	2024
2021-3	3	2024
2021-4	3	2024
2021-5	3	2024
2021-6	2	2023
2021-7	2	2023
2021-8	2	2023
2022-1	3	2025
2022-2	3	2025
2022-3	3	2025
2022-4	3	2025
2022-5	3	2025
2022-6	1	2023
2022-7	1	2023

### 2021 election

Eight elected: five get 3-year terms and three get 2-year terms

### 2022 election

Seven elected: five get 3-year terms and two get 1-year terms

### 2023 election

Five elected: all get 3-year terms

### 2024 election

Five elected: all get 3-year terms

### 2025 election

Five elected: all get 3-year terms

2023 and beyond – five directors elected each year to three-year terms

## Next steps

- November board meeting: request board approval on draft blog post content to seek member input on term limits and three-year terms
- Special board meeting: assuming member input is satisfactory, request board approval of member vote on bylaws amendments
- January 2020 board election: Member vote on bylaws amendments
- If membership approves bylaws amendments, then three-year terms and term limits would start with 2021 board election

### Notes:

- Legal advice by NEO Law Group has been adhered to
- Election Buddy has confirmed no additional cost to add a yes/no question to ballot



## Requested board action #2

Motion to approve [draft blog post content](#) to request member input on soft term limits and three-year terms

*Questions/comments?*

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## Appendix

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## Recent board vacancies

Jean Fraser resigned in December 2015 to become acting executive director when Executive Director Noah Budnick left the organization. Some members suggested that the vacancy should be filled by electing eight (instead of seven) in the 2015 election. While voting was in progress for the 2015 board election, the board held a special meeting in closed session to approve an appointee. The appointment was not announced until after the election was over.

Andy Toebben resigned in June 2016 due to moving out of state. Some members requested that the next-highest vote getter fill the vacancy (it was a vote for N election). Andy then decided not to resign and served on the board remotely.

Chema Hernandez Gil resigned in October 2018. Some members encouraged the board to fill the vacancy with the runner-up in the RCV election. The board voted (in a split vote) to leave the seat vacant.

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## Draft bylaws changes (additions in red, deletions crossed out)

### Article V. BOARD OF DIRECTORS

Section 5. Election and Term of Office of Directors. Election of directors shall be held approximately annually by written or electronic ballot as provided in Article IV of these Bylaws. Directors shall be elected to terms of approximately ~~two~~ **three** years, and approximately one ~~half~~ **third** of the directors shall be elected in each election. Regularly-scheduled elections shall be held no later than 15 months after the previous regularly-scheduled election. Directors shall hold office until expiration of their terms and until a successor has been seated.

**Notwithstanding the foregoing, to establish staggered terms: (a) in 2021, eight Directors shall be elected and the three elected by the fewest votes shall serve a two-year term, and (b) in 2022, seven Directors shall be elected and the two elected by the fewest votes shall serve a one-year term.**

**Section 6: Term Limits. Directors may serve up to six consecutive years, followed by a mandatory one-year break before running for election again. There is no limit on the number of six-year service periods.**

**Notwithstanding the foregoing, incumbents re-elected in 2021 through 2025 may exceed the term limit by one or two years in order to complete the term to which they are elected.**

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## How do we explain the transition to three-year terms and term limits to members?

[Draft excerpts for candidate handbook](#) to explain transition

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### Possible term length during transition

tenure	election year	elected term	tenure	election year	elected term	tenure
2	2021	3	5	2024	3	8
2	2021	2	4	2023	3	7
4	2021	3	7			
4	2021	2	6			
2	2022	3	5	2025	3	8
2	2022	1	3	2023	3	6
4	2022	3	7			
4	2022	1	5	2023	3	8



## Why one-year break and not longer between six-year terms?

- Allows long-term (complacent) directors to take a break; if they are enthusiastic to run again, then we welcome them back
- Can bring back productive directors after one year; if wait two or three years, these folks will likely have moved on to something else
- Will gradually refresh the board

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## Draft ballot question

Your SF Bicycle Coalition Board of Directors recommends (1) changing Director terms from two years to three years, and (2) implementing soft term limits, that is, six years of service followed by a one-year mandatory break before being allowed to run for election again. The Board of Directors would still be elected by the membership, just as it has always been. For more information and bylaws redlines, [please click here](#) [link to blog post approved at November board meeting].

Are you in favor of amending the bylaws of the San Francisco Bicycle Coalition to implement three-year terms and soft term limits for directors on the board?

Yes / No / Abstain

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## Other possible bylaws changes (not part of this proposal)

- Increase quorum for removing member voting rights (currently only 5%)
- Part appointed/part elected board
- Require minimum membership tenure to run for the board

Recommend a thorough, transparent discussion before putting these possible changes to a future vote of the membership

Term limits and three-year terms would be a benefit irrespective of these other possible bylaws changes.

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## **Appendix B: Draft Vacancy Policy as revised by Board on 11/19/19**

### **Draft Vacancy Policy**

#### **Whether to Fill Vacancy by Appointment**

The board shall fill the vacancy by appointment according to this policy if the vacancy is four months or more before winners of the next board election take office, unless three-fourths of the directors then in office approve leaving the seat vacant until the next regular board election.

If the vacancy is less than four months, it shall be filled by the next regular board election.

#### **When the Appointment Becomes Effective**

The board's appointment shall become effective at the end of the board meeting at which the appointment is approved.

#### **Method of Filling Vacancies between Board Elections**

If the vacancy meets the minimum duration specified for filling it, then the board shall appoint someone to fill the vacancy according to the following:

The board may appoint any member in good standing with the approval of three-fourths of the directors then in office, provided such appointment is made within six weeks after the vacancy occurs.

Otherwise, the vacancy shall be filled by the runner-up in the ranked-choice voting tabulation from the most recent board election. The board may choose to appoint the runner-up by majority vote before the six-week time limit expires for appointing a member in good standing as described above. If the runner-up is not willing to serve, then the next in line will be asked to serve, and so on. In any case, the selected candidate must have more votes than half of the votes for any winner in the original election. This will ensure that there is a sufficient level of voter support for the candidate to fill the vacancy. This would apply in particular to write-in candidates, who may have minimal voter support.

If none of the candidates from the last election are willing to be appointed, then the board may subsequently appoint a member in good standing with the approval of three-fourths of the directors then in office, or leave the seat vacant until the next regular board election.

#### **Appointee Term**

The appointment shall last until the next regular board election, which will be used to fill the seat for the remainder of the original term, if any.

#### **Filling Vacancies by Regular Board Elections**

A regularly scheduled board election that also fills vacancies will elect all seats in a single contest. The board shall appoint the winner(s) receiving the fewest votes to fill the vacancy(ies) for the remainder of the original term(s).