

## **Minutes from SFBC Board Meeting of January 26th, 2016**

### **Attendance:**

#### *Present:*

Lawrence Li (President)  
Amandeep ('Deep) Jawa (Secretary)  
Shirley Johnson  
Mary Kay Chin  
Jenn Fox  
Lainie Motamedi  
Lisa Fisher  
Rocky Beach  
Brianna O'Leary Gagnon  
Andy Toebben  
Vanessa Christie  
Leah Shahum  
Andy Thornley  
Paul Supawanich

#### *Staff:*

Margaret McCarthy (IED)  
  
Francisco Grajales  
Janice Li  
Bonnie Walton  
Libby Nachman  
Erin Durkee  
Charles Deffarges  
Chris Cassidy  
Anna Gore  
Brian Wiedenmeier  
Chema Hernández Gil  
Tracy Chinn

#### *Guests:*

Ed Hasbrouck  
Peggy Da Silva  
Beatriz Herrera  
Miguel Lopez  
Adam Long  
Jiro Yamamoto  
*Several Others (my apologies for missing remaining names)*

#### *Absent:*

Zack Stender

**Quorum:**

**Meeting Time:** 6:30pm - 8:40pm

**Board Election Results Report:** 'Deep

- Detailed recap of the election and discussion of the results, highlighting staff work & basic summary of results
- Discussion of "majority issue" as described in Appendix A & review of legal advice

*Motion carried to approve a resolution to seat the 5th through 7th place candidates from the 2015 Board election & in the event any valid and successful challenge is raised to the election of these candidates, the Board would appoint these same candidates, should that ever become an issue. (Leah moved / Andy To & Andy Th 2nded: 10-1, Shirley dissented. Note: 3 affected candidates (Mary Kay, Jenn, Lisa) recused.*

*See Appendix A for a full summary including opinions and text of the resolution.*

*Motion carried to task the Governance Committee to review the majority issue with regard to Board Elections & additionally tasking the Governance Committee and make recommendations on broader Bylaws improvements (Jenn Moved / Deep 2nded: 14 - 0)*

**Vote Verification Proposal**

- Shirley presented request to do vote verification process: 1 member chosen by SaveSFBike, 1 member chosen by LoveSFBC, & 1 member chosen by independent candidates would review all ballots
- Margaret
  - Staff looked to find a third party company but, as detailed in the election report, were unable to find one.
  - The election report contains extensive detail of the thorough process staff used in verifying votes. Visit: [https://www.sfbike.org/wp-content/uploads/2016/01/BoardElection2015votingsummary\\_1.8.16.pdf](https://www.sfbike.org/wp-content/uploads/2016/01/BoardElection2015votingsummary_1.8.16.pdf)
  - Verification of votes intrinsically involves revealing how individual members voted.
  - The SFBC treats member voter records with the utmost confidentiality. Only the two staff dedicated to election administration have access to member voting records.
  - Her opinion as Interim ED is that it would be a gross and unacceptable invasion of member privacy to allow other members to view member

voting records. Ballots were cast under the assumption that they were and would remain private

- Board agreed to take no action due to respect for member privacy, and burden on staff, and investigate vote validation for future elections
- Board & Margaret agreed to direct 'Deep work with staff to come up with brief communications plan as needed to disseminate these views due to some member interest

### **Consent Calendar:**

*Motion to approve Consent Calendar carried (Jenn moved / Brianne 2nded: 12-0-1, Shirley abstained.)*

- Approved 11/3/2015 & 12/15/2015 Board minutes (see <http://tinyurl.com/sfbcboardminutes>)

### **Executive Director Update & Program Report: Margaret**

- Arguello Blvd Walking Tour on 1/28 with Eric Mar
- Golden Gate Ave Project, has been extended to all the way to Market thanks to our advocacy
- San Jose Ave pilot is a success, MTA is considering it permanent
- 5 year Capital Improvement Plan begun at MTA - next 5 years of budget
- Bay Bridge Update: Anticipated 8-10 year project
- Caltrain MetroLink cars being retrofitted for bikes in March
- Save the Date for Bike to School Week Apr 18-22nd
- Bike To Work Day Thursday May 12th
- Driver Education: # of people applying to be taxi drivers in sharp decline
- Three new grants totaling \$125K for community bike bike build, safe routes to schools & displacement mitigation
- Membership over 10.5K members

### **Committee Updates:**

#### **Fundraising: Brian**

- Healthy - doing good on grants, not doing as well on year end gifts (120K goal, 80K brought in)
  - # of gifts down 11%
  - total down 28%
  - Lack of ED
  - Personal relationships (first w/o Leah)
  - Some governance questions
  - Bike Yield lost us some support
  - Too much mixed messaging, not as much December outreach
- 2 Months left in Fiscal Year

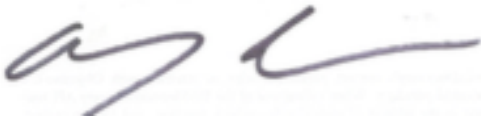
#### **Board Development: Lisa**

- Board Retreat Committee Lisa to Head
  - At 'Deep's
  - On 2/7
  - Details forthcoming
  
- Committee Assignments- Nominations
  - President Brianne
  - Secretary Deep and Shirley
  - Treasurer Lawrence
  - Finance Lawrence
  - Fundraising Rocky
  - Membership Zack
  - Personnel Jenn
  - Audit Paul
  - Endorsements 'Deep
  - Board Dev Leah
  - Governance Andy

*Motion to approve all appointments except Secretary carried (Laine moved / AndyTh 2nded: 14-0)*

*Motion to approve 'Deep as Secretary carried (8-D / 2-S / 2 abstentions ) Note: 'Deep and Shirley recused*

**Signature of Board Secretary:**



Amandeep Jawa

**Appendix A:**

**Summary:**

The Board has received a question concerning whether the 5<sup>th</sup> through 7th Board candidates were properly elected because they did not receive more than 50% of the valid ballots cast in the election.

**Relevant Bylaws Excerpts:**

Article IV, Section 11.A.v

*For purposes of the annual election of Directors conducted by electronic ballot, approval by ballot shall be valid if a majority of the returned ballots indicate approval of a nominated Director.*

Article V, Section 6

*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.*

**Options:**

The options reviewed by the Board were as follows:

- Do nothing as though there is no issue
- Leave three seats vacant
- Seat the 5<sup>th</sup> through 7<sup>th</sup> candidates through a resolution
- Appoint the 5<sup>th</sup> through 7<sup>th</sup> candidates
- Hold a special election

**Board Vote:**

The board voted 10-1 to approve the resolution below to seat the 5<sup>th</sup> through 7<sup>th</sup> candidates.

**Resolution:**

*Motion carried to approve a resolution to seat the 5th through 7th place candidates from the 2015 Board election & in the event any valid and successful challenge is raised to the election of these candidates, the Board would appoint these same candidates, should that ever become an issue. (Leah moved / Andy To & Andy Th 2nded: 10-1, Shirley dissented. Note: 3 affected candidates (Mary Kay, Jenn, Lisa) recused.*

**Supporting Opinion:**

The specific language in the bylaws is open to debate as it is silent as to what to do if a candidate receives the highest number of votes but not a majority (50%) of valid

ballots. The SF Bicycle Coalition has historically seated the highest vote getting candidates. The members have communicated their intent with their votes, and the Board resolves to seat the 5th through 7th place candidates from the 2015 Board election. In the event any valid and successful legal challenge is raised to the election of these candidates, the Board would appoint these same candidates.

**Dissenting Opinion:**

The bylaws require candidates to receive approval by a majority (>50%) of the returned ballots to be elected to the Board. The 5th through 7th place candidates did not win a majority, creating three vacancies on the Board. According to the bylaws, vacancies can be filled either by the Board through appointment or by the members through special election. The resolution is inconsistent with the bylaws. Bylaws are legal documents that direct the organization in matters of governance and should be adhered to. The Board should acknowledge that an error was made in originally announcing the seven winners, and appoint the 5th through 7th place candidates as allowed in the bylaws to fill vacancies on the Board.

**Other:**

Both sides agree that a special election would place significant burden on the staff, fatigue members, potentially impact fundraising, and significantly delay board work.