**Notes & Action Steps from Aug 13 2014 Executive Committee Meeting**

Present: Laura, Chris Brown, Ken, MaryEllen by phone, Kelly

**Please check your action items by September board meeting, but ideally sooner! (Ken has 1; MET = 1; KK = 8, Laura = 4, Chris B = 1)**

1. **Financials - summary, average monthly expenses to date, succession planning for treasurer - Ken.**

* Total current assets = 68,192.
* YTD net loss = 40,621.
* 13884 outstanding from DPH.
* Avg monthly burn rate = 3820.
* Current reserves = 17 months’ operating expenses.
* Revisited discussion of maintaining 3-6 months operating expenses in reserve, first discussed at Feb 2013 strategic planning session. Discussed planning expenditure cuts should our reserves hit a minimum threshhold.
* **ACTION ITEM:** Ken to start compiling account info and basics of the treasurer’s role in re payroll, 990 filing, Quickbooks, banking, checkwriting, 1099s, 1041s, paypal, credit card, other?

1. **Business Plan Status - Discuss Exec Comm's role in keeping it on track. What needs to be addressed next? - Laura, all**

* Extensive good discussion about next steps for implementing business plan and nature of board members’ roles.
* Not sure we affirmed EC’s role is ensure that business plan stays on track—did we?
* % work effort remains confusing to everyone. Would it be better to simply note lead, primary supporting, and secondary supporting roles instead?
* Board member recruitment a top priority. 5 current openings, with Ken and MET additionally hitting their term limits and going off board at end of 2014. Full board slate =15.
* Per business plan, new recruits to have advocacy or fundraising expertise, or connections to potential major donors/supporters, e.g. Aetna. Geographic representation important, but so is specific value added to board.
* Discussed fundraising and board fundraising role at length. Small, compact print doc and other versions of “sell package” needed for Board, including talking points, power point.
* We must crystallize our value proposition.
* We must develop a concrete fundraising plan with assigments to board members.
* **ACTION ITEM:** MET to consult Chris Montross at Aetna for possible board candidates.
* **ACTION ITEM:** KK to consult Dave Hildebrand at Aetna.
* **ACTION ITEM:** Laura to reconvene nominating committee (Laura, MET, Ray, Sandy, Martha).
* **ACTION ITEM:** Laura to consult Mass Bike about board’s fundraising role.
* **ACTION ITEM:** KK to revisit Gary’s material from branding session and take a stab at proof points. Hoping Gary can help!
* **ACTION ITEM:** KK to prioritize initial fundraising options.
* **ACTION ITEM:** KK to list potential major funders for next board meeting. We debated a brainstorming session about who has connections where…

1. **Review and discuss policies intended for July board meeting.  Goals:**
   1. Get EC consensus on content of 1) c**onflict of interes**t policy and 2) **board member agreement**, recommend adoption at Sept board meeting. See attachments which were intended for discussion at last board meeting.  Lack of quorum was an impediment to progress.
   2. Identify a **record keeping & retention policy**that we can and will abide by with intent to recommend adoption at Sept. board meeting.Discuss board member and officer roles and responsibilities, lack of staff capacity, vis a vis draft recordkeeping policy.
   3. Commit to research **whistleblower**policy we can abide by for Oct. EC meeting.

* Did not discuss whistleblower policy, other than practically speaking, it feels like we have more urgent priorities.
* Discussed purpose behind adopting these policies: 1) It’s good governance and good management. 2) 990 specifically inquires about them. 3) Presents a more professional image to potential donors and funders, the more sophisticated of whom will look us up on Guidestar.
* Touched on MassBike board member policy. Discussion followed about getting training or how to coach board members “to provide adequate resources for the organization to fulfill its mission.” (from 10 basic responsibilities of boards, from board source and incorporated into MassBike Board Member Agreement.)
* **ACTION ITEM**: We will adapt the CT Power & Energy Conflict of Interest statement and propose its adoption at Sept. board meeting. KK will prepare.
* **ACTION ITEM**: KK will start organizing recordkeeping and retention items, noting responsible parties (ED vs Treasurer vs Secretary, and perhaps other), using shared file structure that matches sample recordkeeping policies.
* **ACTION ITEM**: Laura will look into adopting Google Docs for Nonprofits.

1. **Update on statewide ride**

* **ACTION ITEM**: Laura and KK to meet with Chris Skelly on 8/20.

1. **Discuss issues involved in hiring a fundraiser.**

* Goal: Get consensus on next steps, with short time frames and specific point people. Discuss board engagement in "capacity campaign."
* Given our net loss trend this year, it’s not clear we have the reserves to pay real money for a quality fundraiser, and since fundraising deals don’t start and close over short terms.
* Discussed meaning of “capacity” (ability and resources—people and money--to pull off your mission and programs)
* Mentioned possibility of using some reserves to hire staff or vendor to direct statewide ride, the purpose of which is to be a game- changing fundraiser.

1. **Bike Ed**.

* Discussed need for a staff person who is accountable for this work, uncertainty about what market will bear as far as Bike Ed class costs, likely need for an underwriter to break even.
* **ACTION ITEM:** Chris B joining Bike Ed committee, stepping in for Richard as lead while he is recovering.
* **ACTION ITEM:** KK to forward bike ed background material to Chris B.

1. **Revive discussion of local chapter concept.**

* Time ran out before we discussed this one, but perhaps incorporate as part of fundraising plan.

Next Exec. Mtg 10/8