



## **Board of Directors Meeting**

The monthly meeting of the Board of Directors of the Nashville Rowing Club (“NRC”) met at 7 p.m. on March 13 at Norris Architecture, 620 8<sup>th</sup> Ave. South.

Meeting called to order by President David Franklin at 7:05 p.m.

Roll call voting members in attendance: David Franklin, Anne Campbell, Lisa Delaney, Don Sullivan, Brad Norris, Dawn Foster, Tom Padden [via phone], Kren Teren, Phil Hertek

NRC coaches in attendance: Eric Gehrke, Rob Kuhlman

Others in attendance: David Rowland

### **1. Minutes Approval**

Motion to: Approve minutes from February monthly meeting

Made by: Kren

Second: Don

Motion approved.

### **2. Old Business**

#### **A. Ad Hoc Committee Updates**

##### **1. Bylaws (Kren)**

Kren listed the members of this committee, including herself, Lynnissee Patrick, Anne Campbell, Mary Evins, Tom Padden. First priority of the committee is to make sure bylaws are compliant with state law, then decide what needs to go into policy what needs to go into bylaws. The committee would like to run them by outside counsel before presenting to the club. Lynnissee will send her draft including comments to Kren this week.

##### **2. Cash Flow/Finance (Phil)**

David reiterated the importance of getting cash flow in line before approaching corporate donors, as well as planning outlays for equipment, etc.

Phil said the committee met twice and created a format for looking at finances that shows cash flow monthly but also allows for budgeting by program/season. Format is broken into operating expenses, capital expenses, and “below the line” items such as restricted contributions. Phil to share as a Google Doc—this will be a living document for the club. Financial accounting will be formatted same way. Don and Eric worked on details. The document shows

the cash balance that rolls across month to month. Kren asked whether this document reflects depreciation; Phil noted that it is not typical to show depreciation in cash flow. Will develop depreciation: this document is the first step in getting financial records/accounting set up. Important so that we know whether we are charging enough in our dues to meet our expenses, pay coaches, etc. Still disconnect between way we are charging masters and way we are allocating juniors dues. Might make sense going forward to articulate it as dues for all. Would make it clearer re: juniors' parents voting: ie. if someone is member of the juniors program and they are dues paying, they get a vote as well as reduced program fees; if they are not dues paying, no vote and higher program costs.

Right now, we are charging roughly enough to cover operating expenses. We started the calendar year with \$43,000 cash balance. For the first six months, the program will generate about \$3600 over expenses. A few things could go wrong and we would probably be fine. Eventually there will be year to date, will be able to compare budget to year to date. After spending \$27000 on boats, we will end up with a cash balance at six months of \$21,000.

Board will discuss each month whether to move funds to restricted funds for equipment. We want to be sure to take cash out and move it so we don't falsely assume we have higher amounts of cash. Need to know what's not available to spend.

Projections for the club next year: current estimate \$125,000 in program dollars, \$75,000 of which we will spend on program, \$31,000 on operations, which would give us income over expenses of \$19,000, assuming no fundraising. The surplus, said Phil, is due to the fact that we are not paying our coaches enough—projections do assume assistant coaches/contract coaches, but no salary increases. We are projected to have a cash balance of \$43,000 at end of the fiscal year, assuming no changes. Conservative projections for membership: Juniors, 65 by June 2015; masters 100. Dollars are there to sustain the club, but we have some seasonality coming up. Goal for Learn to Rows—experience and retain. Retainment without the dollars could be problematic.

### **3. BOD responsibilities (Anne)**

In an effort to create job descriptions for each BOD member, Anne pulled together a draft based on info from David as well as Vandy's rowing club BOD. Anne circulated a draft; are to review and provide feedback to Anne by April 6. It was mentioned that some junior parents are not receiving the Quick Catch; Eric to email Lisa updated Juniors' list.

### **4. Branding (Dawn)**

Dawn inventoried Masters logo stuff and sold \$320 (cost) worth at scrimmage. Still have about \$2,500 left at cost. Dawn to send Lisa info on inventory for sale and how to get it to be posted on Quick Catch. Branding ad hoc committee includes Eric Gehrke, David Rowland, Anne Campbell, Matt Hullfish, Cate Lewandowski, HH Nuss, Mariesa Snell, Katrina J. Norris.

Committee met Tuesday, March 11. Ideal for club is to have one club brand but we need to manage transition in short term very carefully. Planning to discuss transition plan with board. There are things that we like from both logos—we may merge them in some way. Really like the N—very representative of Nashville—like the oars on the NRC logo and the use of the oar in general to indicate we are rowing club. Stars are from the Tennessee flag—signifies Knoxville, Nashville, Memphis. We need something ownable for Nashville. The new flag for Nashville includes blue, which is present in both logos. There is also yellow in the new Nashville flag. Talked about having a crest—carrier of a logo. Shows that we are traditional—that we are ready to compete even though we are a young club. Starburst with fleur de lis in Nashville flag—could be carrier for logo. Connection to Nashville could be important for fundraising, working with the city—could be beneficial to tie in to Nashville as we seek government support. Eric would like to move forward to paint oars blue and perhaps put decals on them after we settle on a logo. “Nashville Rowing” on the boats. For any actual U.S. rowing regattas, we need to be branded—oars and uniforms and colors—we have until May. Eric—if we have a boat with another club name on it, we can get penalized. Always exposed, but it’s never been an issue. Could call on the general membership for volunteers to help during a workday. Also talked about “nomenclature”—should we call ourselves Nashville Rowing—taking out club, taking out juniors. Club says exclusive—we need to be projecting that we are a citywide club—Eric avoided club because of the prospect of getting wounded warriors, inner city. Dawn wants to put together creative brief and hire a designer to move the logo forward. Looking for graphic designers—we could find someone who would do pro bono work. Can ask to do in-kind tax deductible donation as well. Molly Gentry did new logo, Arden did original (also did Predators). Brad what style? Modern or more traditional. Is the blue a different blue than TN state colors? Dawn—preference would be brighter royal blue—navy gets dark and goes to black. Kren—concern that people will not recognize us with new colors. Anne—mentioned that with so many of us together in the same colors, people will recognize us. Matt H has pms color.

Motion to: paint oars and put Nashville Rowing on boats

Made by: Phil

Second: Don

Motion approved.

Next step—draft brief, circulate with ad hoc committee and board, and develop timeline for transition.

It was mentioned that our legal name is the Nashville Rowing Club, and that we have a DBA for Nashville Junior Rowing Association—we will have to file for Nashville Rowing.

Don – just spent \$\$\$ on stationary, envelopes, checks. Nashville Rowing Club is still the legal name of the club, so these items can still be used. Not changing name of the club.

Phil Hertik: Departed for another commitment at 8:04 p.m.

### **5. Signature policy (David/Don)**

David: Nothing procedurally in the policy manual regarding signature authority. While shouldn't be a problem for David to sign something for \$10/year commitment, there could be hidden issues—for instance the Shelby Park lease (for Naval Reserve facility). If have something over certain \$\$ amount, the president should circulate a signature authority sheet to the board with the document, and ask for board approval. Signature authority sheet will state that each person has read the attached document and gives consent. David will give to Don, and it will be entered into the minutes and documented. Shows that there was 100 percent approval. Don will develop criteria for when this process is used.

Don: Eric and Don have power to write checks, make deposits; Don is the only one who has post office key, Eric and Don have access to club Paypal account as well as debit cards, credit cards. Quickbooks—Don, Eric, Dave Howard have access. Payroll handled by Shakelee, end of March convert to Quickbooks. There will be more of a process going forward. There will be discretionary expenses—parts, repair, outboard motors, office supplies, etc. Contract or commitment over 1 year of duration or over \$2,500 should be approved by board and documented with signature authority page—highest level, everybody on board signing. Under that amount/duration will be decided by board vote and documented in minutes. Capital budget items—for instance, we come up with a budget/plan to purchase boat—those are fast-moving situations, have to give a little more latitude. Will authorize up to a certain amount, for instance, \$10,000, and then give flexibility to go out and move on something. For these circumstances, Eric or other person will bring the question to board prior to, board will approve amount, move to restricted funds to be earmarked for this purchase. Doesn't have to be of unlimited duration—we can limit approval to 30 60 days.

Move to Quickbooks: committee consists of Don, Tom P, Christoph Rosenmuller, Eric. Eric would approve payroll hours, time sheet of contract coaches, Don will get them paid. Treasurer will do tax forms, etc. Variable expenses: Want to try to approve those as budget items and have a process for getting those paid so don't have to go back to the board every time—documentation, etc. any significant variation come to board. Professional fees (legal), repairs, will bring to board and president.

Don would like to see board vote on tax return, w2s, 1099s, etc. State or government filings—have an attestation sheet for these filings. If we have

controls in place, we can show that we have competent leadership so corporations and other big donors will feel competent supporting with donation. With amount of money we're dealing with, we should consider audits. Don to get Dawn cash receipt book to use when selling branded items. Don waiting for comments on signature policy from committee; will circulate signature policy to board by April 6 for vote at next meeting.

## **6. MAB Programs (Kren)**

MAB met Tuesday, March 11. Members came with goals for year: Dietmar—local touring row—go to various bodies of water, have a picnic. Petition to make BMX cove a wake-free zone. Lynnisse recommends under supervision of coaches we be assigned responsibilities at regattas—coordinate to make sure duties are covered. Lizabeth—boathouse and progress. Also suggested adding additional gangway so we don't have to move dock back and forth. David F mentioned that this is a priority of dollars because it's a safety issue—suggest estimate for gangway. Don suggested hitting up Harpeth Hall for funds—they are using dock and did not contribute to building it. Wes Koppel—head of parents' group. Rob will contact them—need dollar figure (from Don)—asap because it's a safety issue. Kren suggested we consider whether this is a workable solution before proceeding. Last recommendation: Focus on Learn 2 Row and Novice program to provide strong feeders for competitive. Mary Evins keeping track of membership roster for Masters—currently have 24 paid members; 33 signed up for comp, 14 for development. Regarding petition for wake-free zone—that would limit our coaches to wakeless launches, which we currently don't have in the capital expenditures plan. Suggested that we consider asking for a speed limit, but that all depends on enforcement. Any petition of this kind would have to be approved ultimately by TN Wildlife Association—first need to get Corps of Engineers approval.

## **B. Membership Dues (Don)**

Total projected cost for comp program for the March trial period: \$2,319. \$729 for Eric's salary, \$329/Rob, \$70 practice gas, \$740 regatta fees, \$450 contingencies. Divided by 30 rowers \$77.30; round up to \$80/rower. Students: Allison OK for now, Laura OK with program fees but would like to pay per month. Dave Frommert—won't be able to row all season. It was decided in discussion to work a payment plan for students if necessary. People who have already paid \$100 will get credit. Would rather do students on case-by-case basis. Students getting a big break on dues (\$60/year).

Spring racing season: April 1-June 30

Estimate \$8500, \$260/per rower for 3 months including U.S. Rowing membership fees (Championship membership). Kren mentioned that she has a membership expiring June 30; it's likely those who raced at SE Regionals last year are in the same situation. Don removed US Rowing fees; total came to: \$6940/\$235 per rower.

Development program fees are \$200 March-June

David: Suggested posting fees using example from Orlando Rowing—grid showing what you get for what you're paying.

Don: Suggested deadline for March dues Saturday April 5; May 17 for spring racing season.

Motion to: accept Don's proposal of dues: \$80 for March Trial due April 5  
Made by: David  
Second: Kren  
Motion approved.

### **C. Trailer Replacement (David)**

Trailer torquing and in unsafe condition. Eric has found someone to paint trailer and reinforce where necessary to completely refurbish. This will take us through 2014, but will need a new trailer for 2015.

### **D. Quickbooks Migration (Don)**

See above under 2.A.5 for complete discussion regarding Quickbooks. Don noted that he did not present a Treasurers Report, but the masters checking account balance \$12,069; juniors \$22,000 (approximately). Quickbooks migration has not happened; other priorities (cash flow) have taken precedent. Will focus on migration last week of March. Target April 1 to do payroll out of Quickbooks to get rid of Shakelee expense.

### **E. FT Coaching Contracts (David)**

Discussion of FT Contracts tabled until after adjourned

### **F. Part time coaches/Commitments (Eric)**

Board previously approved hiring Roz (Feb meeting), Feb. 17 through second weekend of June at \$2000. Making contract is final step. Laura Rush (Masters dev. Coach)—resume circulated, etc. Want to hire contractually. Money is in cash flow, so the board can say with confidence that we approve. \$1500 for Laura Rush for the period coinciding with developmental season.

Motion to: approve contracts for Roz and Laura  
Made by: Kren  
Second: Brad  
Motion approved.

### **G. Learn to Row (Eric)**

Learn to Row classes scheduled for May 3 and 4 will be run by Vanderbilt. This will be the last time LTR is run by Vandy—we committed to them last June when they were in their budget process, but we will take over LTR from now on. The second LTR for 2014 will be July 12/13. Each will be followed by 8-week novice program that starts immediately after. That way, we will end second novice class

by start of Sept. Will call on board members and membership for help if necessary (to fill seats, etc.). NRC members will come to speak about club and novice program during the Vandy weekend. Website will include info about novice program and fees.

PR plan: July will be a little more aggressive about advertising and recruiting. We plan to target fit populations—running stores, the Y, crossfit gyms, etc. Dawn suggested that we think about waiting list—what to tell people who could not get into the class.

### **3. Margaret Wright's Membership Duties Reassigned (Lisa)**

Duties have been taken over by Mary Evins.

### **4. New Business**

#### **A. Infection control (David)**

Would like to ask Maggie to take infection control ad hoc group. (Maggie is already working on policy for this) David will ask Maggie to present at next meeting.

#### **B. Recap of BOD term dates (Lisa)**

Will be reviewed and recapped for the minutes at the next meeting

#### **C. Social Media (David/Rob/Anne)**

Rob/Anne work together on social media—Rob used to run it for congressional campaign. On Facebook, we need to differentiate between “inside” posts and “outside” posts. We need to realize that Facebook is part of our public image that could be crucial when we start asking for donations and support. Rob/Anne suggest that all potential posts be funneled to one person. We also need a policy about posting photos of juniors. We will create a Facebook group for more “inside” info. Rob will write something up and present to board at a future meeting.

#### **D. National Learn to Row Day (Lisa)**

National Learn to Row Day is June 7—should we do something to promote our LTR day in June? After some discussion (a Cumberland River row?), it was suggested that the MAB discuss further.

#### **E. Communication (David/Lisa)**

Need to make sure that we are communicating as one brand and putting forward the image we want to portray especially when speaking to the media. We need communications policy (social media, pr, photos, talking points for media). Rob to handle—part of his job description as asst. ex. dir.

#### **F. Capital Plan (Eric)**

List distributed by Eric—Priority are octuple sculling riggers or boat. Midweight, convertible 8, Lightweight new from Swift. Convertible boat—useful for multiple programs

Cox boxes—need carrying case/charger

Boat trailer needed by 2015; cost \$20,000-\$28,000

Sculling equipment most valuable asset club-wide—getting new fleet has some urgency. Time frame for sculling equip—June

Sliders for the ergs for next winter.

Motion to: Set aside \$13000 in restricted funds for necessary equipment (octuple)

Made by: David

Second: Anne

Motion approved

Don will move \$13,000 to restricted.

Don: need to start thinking about selling old boats.

Motion to: sell Yellow Jacket/ Peynado

Made by: David

Second: Kren

Motion approved

## **G. Boathouse update**

Lizabeth Theiss has been working with several individuals in the mayor's office as well as other city leaders to identify a location on the Cumberland for the Nashville water community (that includes NRC rowing, paddle boarding, other rowing clubs, other water sports) that is both structurally feasible and financially feasible as well. At this time, it has been determined that the initial locations discussed are not feasible based on the outcome of the engineering assessments. Lizabeth and other leaders heading this initiative will continue to explore the feasibility of alternate locations and will continue to keep everyone informed. In summary at this time there is no identified definitive location or timeline for a water venue on the Cumberland. However, the committee is confident that one will be identified in the near future. However, it is a given that we will not see this venue in 2014.

It's not Nashville rowing—engineering-wise, even if money was there, we couldn't have gotten the approval by the Corps of Engineers. We have to pull out. David has added to agenda for next month—Hamilton Creek needs to be rehabbed—will be there 2 or three more seasons. How to work best with what we have there. Eric—hope we don't forsake Hamilton Creek after move—need to be better stewards.

## **5. Other**



Legal bill—Reminder that if there's any need for legal, request should go through the President. We owe a receipt to Sean for thousands of dollars from last year—need to be more prudent with that.

Fundraising will be added to next agenda, as will safety. David Rowland mentioned that the Vandy students consulting for non profits will present our case study on April 3. We will have formal presentation from Vandy SCNO. Ideas from them for expanding rowing in Nashville?

Eric mentioned that we will be voting on policy manual at next meeting.

Motion to: Adjourn  
Made by: David  
Second: Don  
Motion approved. Adjourn at 9:42 p.m.

David called closed session to order at 9:43 p.m. to discuss compensation.

Finance committee worked so hard to get to this point. Based on some assumptions of cash.20-point test by IRS to determine whether to hire as contract on 1099 or W2 ... we passed all but one, weighted one because board control job description. W2, we pay taxes, unemployment. Contracts will start April 1 and run through 2015 school year through June 2015. Mirrors fiscal year.

David asks at pleasure of board based on performance, we can give them bonuses, reviewing growth and revenue. At pleasure of the board but no commitment. Fair and equitable.

Don: Rob is part time—not fulltime, explains discrepancy. Average salary for teacher is \$38,000. From audit perspective, policy/procedures not in bylaws—referencing fee schedule not in contract but as attachment. That way you can vote on addendum and not redo contract. Creating an audit trail with fee schedule. Gross amount.

As part of overall contract references job description—Eric has written. David will circulate. Don: Eric off for one and a half months to coach Junior National team.

Kren concerned about performing both duties of Coach and ED. Coaches report to ED.

Anne: That's the vision—we don't have enough rowers/money to support.

Rob: Assistant ED?

Kren: rather than conferring titles, we need to look at what needs to be done.

David—they are serving at the pleasure of the board—we hold the contract. I don't care what title they have right now. As you grow, you have more people in the org chart and you can further delineate it. Eric reports to board—as ED and head coach.

David will circulate job description/contract. Salary annualized. Contract value is 18 months.

Motion to: approve contract/salaries as outlined, pending approval of the job description.

Made by: Don

Second: Brad

Motion approved.

Adjourned 10:06