



## Board of Directors Meeting

The monthly meeting of the Board of Directors of Nashville Rowing met at 7 p.m. on May 14 at Norris Architecture, 620 8<sup>th</sup> Ave. South.

Meeting called to order by President David Franklin at 7:10 p.m.

Roll call voting members in attendance: David Franklin, Anne Campbell, Lisa Delaney, Don Sullivan, Brad Norris, Phil Hertek

Absent: Dawn Foster, Tom Padden, Kren Teren

NRC coaches in attendance: Eric Gehrke, Rob Kuhlman (late arrivals)

Others in attendance: Lynnisse Roehrich-Patrick, Dietmar Kuttleswacher, David Rowland, Mark Ragland

- 1. Approval of Prior Minutes** Lisa  
Motion to: Approve minutes from April meeting  
Made by: Anne  
Second: Brad  
Motion approved

- 2. Treasurer's Report** Don

Proceeding to get Quickbooks up and running; it is a work in progress. Payroll for coaches done, providing an online way to pay payroll taxes, which costs the club \$15/month rather than about \$60/month. Was unable to run a report due to a payroll glitch, but there is an estimated \$14404 balance of cash on hand. Not clear where we are vs. budget, as we were unable to run a variance report.

David suggested that, until we get variance report, we hold on any new expenses. He also suggested that at some point as we grow, we can hire services for this. Don estimates cost at \$50/hr. David suggests that we do part of the work for them, which would cut down on the number of hours we would be required to pay for.

Don discussed the need for someone with experience with Quickbooks to set it up for us, due to the complexity of the project. The budget ad hoc committee will meet and discuss needs, and listen to Don's suggestions.

David reiterated that we would not make commitments outside what's in the budget until we know where we are. All were in agreement with this.

Phil noted that now is an important time to know whether the programs in the spring ran well, how they reconciled.

### **3. Old Business**

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

##### **1) Bylaws**

Lynnisse reported in Kren's absence. The committee read the bylaws in conjunction with TN statutes for membership nonprofit and shared with Tom P electronically in April. Tom was in sync with all but a couple of sections regarding nominating process and term limits. There were a couple of outstanding questions to address and bring back. The next phase is to get suggestions on how to tidy up and get some redundancy out. Mary Evins is working on this. Then, there is a set of issues that the ad hoc committee should not be deciding—should be for the board and members at large to decide.

A target date for bylaws completion was set for mid-June (by June board meeting) to make the June nonprofit filing. A question was raised regarding whether we need to file new ones mid-year if they change; Lynnisse said committee will check into this and adjust timeline. It was suggested that the committee could incorporate cleanups for anything that needs to be filed soon and leave larger issues for later.

A question was raised about whether the changes require votes from the membership. Under existing bylaws, the Board can make changes without general membership approval. The committee is planning to suggest that members vote on changes to bylaws. They are also proposing to create a direct membership category for junior parents, which is just a revision to what is in place—redefining rights but not changing them, which the Board can do without submitting it to members.

David would like the list of four outstanding issues identified sent to board members for consideration; Lynnisse will talk to Kren/Tom/Mary about this.

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

Phil reiterated that the committee has some work to do regarding Quickbooks. He noted that the juniors' SE Regionals ended up to the positive on expenses compared with budget; but that there's not a lot of cash flowing through masters at this time. The feeling is that

the juniors are not so off the positive to indicate that we're charging too much—we are covering our expenses, but there's not a lot left over once everything's been paid. For masters, Mary Evins and Maggie are handling collections—a questions was raised about whether we are lagging behind. Lynnisse responded that she had not heard a report. Dietmar and Lynnisse will take the question back to the MAB and ask. People need to pay in a timely manner. Phil will organize ad hoc meeting of the budget/finance ad hoc committee to discuss issues raise regarding Quickbooks.

3) BOD Responsibilities/SOP Anne  
David first noted that the entire board is responsible to ensure communication occurs on timely manner, represents entire membership, etc. Anne presented a draft of the responsibilities. A question was raised regarding who would be the lead spokesperson for the club. It was suggested that David assume that role and Eric secondarily, to ensure we control the brand. Any pr queries should flow through Rob, who would work with David or Eric to create talking points.

Lisa suggested that we need a pr policy to detail the steps to be taken in the event of a press query.

Motion to: Create pr policy  
Made by: David  
Second: Don  
Motion approved

Anne was to remove spokesperson duties currently listed under secretary; also took out, under treasurer, “works with at large member to collect and record gear orders.”

Don brought up the fact that right now, Nashville Rowing's registered agent is Bob Tuke, an attorney. To change this requires a \$20 filing. Don will contact Bob Tuke and ask if he is willing to continue to serve. Not unusual to have the registered agent be an attorney. He is basically repository of a service in the event that we are sued. Board members should be aware that if we are going to be served, we need to alert Bob Tuke—all officers need to be able to say Bob is our Registered Agent.

Dietmar suggested that we add that the president will be funneling information to the executive team in such a situation. As we grow, at some point we will have issues.

Regarding the BOD responsibilities, we are to email Anne with any

changes so that Anne can revise and send out clean copies a week before the next meeting so we will be ready to vote and adopt.

4) Branding (Dawn originally to report, but was absent)

Don discussed the fact that he does not think we have a handle on the potential sales tax implications of our branded items. If we are selling items to membership, we should be close to cost or will be subject to sales tax—if sold outside club, should charge sales tax.

David suggested requirements be put into a matrix—if this the intent, and an item is sold at this much cost, does it incur a tax, or not? David will type up scenarios and send to BOD members for feedback; then he will then send to Dave Howard. David will get out tomorrow.

Lisa read Dawn's email update regarding graphic designer for logo. The requested style guide will be an additional cost: designer Arden von Hager, a member who was originally willing to do the work in return for branded items, prefers to treat this as a free lance client account and asked for \$500-700 for the logo and \$1000-\$1500 for the style guide (amount depends on the complexity and number of revisions).

Motion to: Approve up to \$2500 for logo and style guide

Made by: David

Second: Phil

Motion approved

Don suggested that the branding committee come up with a business plan for purchase and selling of branded items.

David will go to next branding meeting and discuss the need for a business plan, and what the deliverables are. Rob noted that he has inventory for the juniors branded items in a Google doc.

David noted that regular reports need to be made to the Board regarding inventory and sales of branded items. David will discuss with Dawn.

5) Signature Policy/Don

Solved at last meeting. No further discussion.

6) MAB Programs

Kren

Lynnis reported in Kren's absence. Currently, there are 54 members (according to Maggie and Mary). The MAB has chosen

Dietmar masters coach liaison.

Dietmar presented a draft of the MAB mission and roles and responsibility so that all are on the same page about what MAB is supposed to do. The MAB's main purpose is to advocate for a subset of club. The Board should seek the advice of the MAB on issues of importance.

There was some discussion regarding the suggestion (due to the specific wording in the document) that the MAB would compel the Board to consult it prior to making decisions. Dietmar noted that Kren, as the Board representative of the MAB, does not have the ability to consult with the MAB prior to voting on issues at board meetings.

David and others noted that the Board is elected by the general membership to represent the club's members as a whole. Each Board member has to act on what she/he feels is the best for her/his constituents. Board members expressed concern that agreeing to the language in the document would mean that the Board could not move forward on decisions without first consulting the MAB. All agreed that we should listen to the concerns and opinions of the MAB and JAB.

Lynnise noted that the spirit of the document is aspirational—it is not policy—there are going to be exceptions to situations. This document describes the ideal.

Don suggested that the document be revised to make it clear. The current language looks like it's compelling board to clear decisions with MAB.

Dietmar noted that the MAB felt out of the loop on certain decision. Phil asked whether some of this is the result of the way the meetings are scheduled; it is not an issue for juniors, as they meet before the monthly BOD meeting and are able to get any issues on the table. The MAB meets after the monthly BOD meeting.

Dietmar noted that this will work if the MAB already knows what issues will be discussed at the meeting. Some are known based on previous meetings and documents distributed at previous meetings (capital expenditures list from Eric, for example) and prior to monthly BOD meetings.

Lynnise noted that every meeting will have an element of old business and new business. The MAB representative can take

back to the group the things this board discussed, but the MAB may also come up with things this board hasn't discussed.

David gave the example of the signature policy guidelines as a control we have in place to make sure no one has carte blanche, as well as the cap on capital expenditures, ie., a 30-day expiration on approved funds for new equipment purchases.

Lynnisse noted that the MAB wants to be involved in that process in some way.

Rob noted that practically speaking, when boats go up for sale, they go fast, and we need to act fast. We don't need another level of approval.

Lisa noted that a priority list was distributed by Eric for new equipment purchases several months ago, providing the MAB an opportunity to voice any concerns or pose questions about priorities.

Dietmar noted that the MAB feels a bit detached because Eric is not present at MAB meetings.

David suggested that if there are specific instances of miscommunication or lack of communication, they be addressed with him, so that the next time something similar comes up, we can provide the MAB advance notice so they can have input in the approval effort. We will make a reasonable effort to do so if it's prudent.

Dietmar will make changes to clarify the MAB roles and responsibilities document and circulate at the next MAB meeting and then bring to the board for approval.

Phil notes that on the JAB side, there has been time for feedback. It is key for the advisory boards to be in on what is happening in the board meetings. It is prudent for Eric to communicate with Kren as he does with Phil.

Lynnisse suggested that having the coaches liaison will help.

Lynnisse noted that they have received 39 responses to the Masters rowing survey. Will have to pay some small fee to download info. As soon as she has results, she will compile them for the MAB. She will report on the findings at the next MAB meeting and discuss. Any action items will be sent to the board and

prioritized.

Dietmar noted that the JAB could use the roles and responsibilities document to form its own.

Phil agreed—he will work on this before the next JAB meeting.

David suggested the documents be shared between the advisory boards. Full transparency is really important as the club grows.

7) Capital Initiatives Phil/Eric

Capital needs list on the website needs to be updated. We had tried to move on an octuple but were unsuccessful. Moving on to new or used midweight eights for masters men; a new trailer by fall; 2 midweight pair/doubles, and a lightweight/midweight octuple

The trailer, which was a safety issue, is good for a year with the recent repairs made. But we are already at capacity for it. We need a bigger trailer.

Rob/Eric are to work on a rough budget for equipment desired for Don.

8) Hamilton Creek Venue Eric/David

David reiterated that we will be Hamilton Creek for a while, and that there are several issues we need to tackle to make the venue as safe as we can for all members. We are outgrowing that area.

The finance ad hoc committee is continuing to investigate other possible venues. Elizabeth Theiss is keeping tabs on Shelby Park—she will update the Board of any new developments.

In the meantime, we are trying to figure out what to do to make the current venue more workable.

Don noted that informally we have talked to Lindsay Chatfield of Vandy about using the Vandy gangplank to extend the dock 40-50 feet so we wouldn't have to move it in and out as the water rises/falls. Lindsay has OK'd this. It would require new floats, which cost approx \$200.

Russell is also agreeable to moving the doc closer to the marina office where there is more slope which would mean the doc would be less affected by drops in water level. It was noted that we could dedicate a parking spot as a walk-through to get boats to the dock if it was located closer to the marina office. We would also add a light that would shine down on the doc. Don will get exact pricing on

these options. We would have to ask park board to approve moving the dock. NES will do the lighting. Don will explore getting us on the park board agenda.

Mark suggested incorporating the can dock for launches, positioning it perpendicular to the dock.

9) Learn to Row (May Event Update) Eric  
Tabled.

10) Facebook/Social Media Posting – Updates Rob/Anne  
For the Adult Learn to Row, we experimented with FB advertising—Rob noted that it worked pretty well. Several participants heard through fliers at Starbucks—others through a boosted post on Facebook that went out to 9100 people—of that, 348 clicked on the link to the website; link to website; 39 filled out the interest form. Plans are to do boosted posts for next LTR on July 12 and 13.

David needs 5X7 cards for posting at YMCAs; need to emphasize our non-profit status to persuade them to allow us to promote the club. Say not for profit. Whole Foods will also allow us to post. If there are other ideas for locations to post fliers, send them to Rob. Libraries, community centers were mentioned.

There is a desire to survey LTR participants to get a profile of who that LTR person is and whether expectations were met. Vandy has list of emails from the May LTR. Rob is to create the survey; Lisa will send out link to all those who signed up and/or participated.

Rob noted that we will try to target Crossfit gyms; we will possibly partner with IronTribe to teach an erging class.

Don noted that in Franklin there will be a three-person team erging marathon (42K). Also, Rachel may do an erg class at the Green Hills Y on a weeknight if there's a place for ergs.

11) Vote to Adopt the Policy Manual Eric  
Vote was tabled due to the fact that the document was not received by all board members prior to the meeting (neither Phil nor Lisa received email.)  
Dietmar suggested that the MAB might want to see for input prior to the vote.  
Concern was expressed that we don't delay adopting the policy manual, as it has been being worked on for several months.  
Decision was made that Eric will send Policy Manual out to board members with a date by which it must be read and comments



made; Kren can share with MAB. David encouraged all to read it at a high level and not get bogged down in language.

12) Additional Coaches Eric/David

Eric and Rob have lined up a staff of six to start at end of summer. Corey Sanderson, a new coach, will take on coaching and some administrative duties. Corey is another junior national coach, college coach at Bates. Eric noted that we won't need a contract for Corey until July—won't be here till mid-August.

B. Equipment Review/Needs Eric

Covered previously.

4. New Business

A. Situational / Exceptions – Membership Dues Maggie  
Bylaws require report when we have exceptions to standard fees. (ie., people joining mid-season). Maggie made several exceptions after talking to Eric or Don and recapped them for the board, including two members who joined in May, two members want to pay program fees monthly due to financial hardship. There were no objections to the already agreed upon exceptions.

B. Summer Programs – Updates & Timelines Eric/Rob  
Eric distributed a calendar for summer programs, including July LTR, the Masters competitive, which runs through summer with regionals and masters nationals. The goal with the novice programs by fall is to cycle up to the development group. For the juniors, rowing camps/sculling camps are planned each week, plus lifting three days a week.

5. Other

Mark mentioned the Masters Memorial Day river row on the Cumberland. We will be taking singles, the quad and two fours (the IU and Greer), plus a launch. Don alert call coast guard and barge companies; Eric and Mark will communicate about details.

6. Meeting adjourned at 9:04 p.m.