

Minutes of the July 6, 2022
Meeting of the
Board of Directors of
The New York Cycle Club, Inc.

Held Via Zoom Due to the COVID-19 Pandemic

Present were: Leora Rosenberg (Club President), Neile Weissman (Public Relations Director), Allan Friedman (ENY Director), Robert Gilbert (Treasurer), Sheila O'Connor (Content Editor), Gerald Ross (VP of Rides), Edward C. Delk (Secretary), Kym Blanchard (Membership Director), Steve Vaccaro (VP of Programs), Charmaine Dixon (Volunteer Coordinator), Natan Elman (Webmaster), Marc Simkin (C-Rides Coordinator), Denise Alvarez-Heller (Special Events Coordinator), Colin Taber (B-Rides Coordinator), Michael Diener (A-Rides Coordinator), and Peter Storey (past President).

Leora, as President, called the meeting to order at 6:17 p.m.

1. Approval of Minutes

On motion duly made and seconded, the Board approved the minutes of its meeting on May 5, 2022, and June 1, 2022, subject to noted corrections.

2. Robert's Rules of Order

Leora reminded the Board members that this meeting would be governed by a simplified version of Robert's Rules of Order.

3. Popcorn Updates

Leora reminded the Board members that this meeting would introduce a change in format under which each officer could spend up to one minute providing any relevant updates in their area of responsibility. The updates are briefly summarized below.

- Steve – (1) Noted a few challenges in programming recent Club meetings; and (2) Confirmed that his law firm has committed to sponsor ENY in 2022
- Gerald – Met with Denise and several ride leaders to investigate and respond in writing to a complaint from someone in New Jersey that a NYCC member cut them off on the road
- Michael – (1) Held an in-person meeting of a committee of ride leaders that is considering ways to help more SIG graduates become Club ride leaders; and (2) Working with Sheila on the website design
- Colin – (1) Was working to close out the B-SIG season with a graduation event

but was unable to identify dates in June or July that worked for most people; and (2) Working with Michael on the SIG committee

- Marc – Nothing to report
- Charmaine – Helped Allan with ENY promotions
- Neile – (1) Provided an update on cycling advocacy activities, including the Idaho Stop proposed law in New York State that did not advance but is expected to be reintroduced in 2023; and (2) Provided an update on planning for the New Paltz weekend ride
- Bob – (1) Noted that updated financials have been distributed for Board review; and (2) Noted that Drupal 7 testing is underway
- Kym – (1) Young Majors is off to a good start and has received a promise of insurance sponsorship by USA Cycling which will provide 1 year of insurance for \$20 per participant; (2) Young Majors is seeking volunteers to lead rides beginning October 1st; (3) Young Majors is seeking donations of bicycles
- Sheila – (1) Working on the website upgrade which is connected to the Drupal 7 update and should make the site cleaner and easier to manage the migration of content; (2) Working with the Marketing Committee on themes for a potential upgrade to the entire website as well as identifying a potential contractor; (3) Working on content for the next monthly Club meeting and information about Young Majors
- Natan – Working as a Drupal 7 test volunteer
- Denise – (1) Scheduling an ice cream social for August 9th at Chelsea Market and will work with Sheila to solicit volunteers; (2) Noted the All Class Ride is scheduled for August 14th in Terrytown
- Peter – He had a busy June and is therefore a month behind on developing potential By-Law updates
- Ed – Prepared minutes for Board approval
- Leora – Noted two things that went especially well this month: (1) the June Club meeting featured a very enthusiastic crowd; and (2) Charmaine and Leora prepared and sent a well crafted response to a concerned letter from a commercial partner of the Club

4. Resignation of Secretary

Leora informed the Board that Ed Delk was resigning his position as Secretary due to work conflicts, effective as of the August 2022 meeting of the Board. She noted that “Ed

has been an outstanding Secretary for almost two years. A calmly reasoned voice, his perspective has always been pragmatic and insightful. His resignation is a tremendous loss to the Club.”

On motion made and seconded, the Board agreed that (1) if any Board members had an interest in filling the Secretary position they should contact Leora directly and (2) any resulting vacancies would be announced to the Club membership as an opportunity to serve the remaining portion of the open Directorship pending election at the annual meeting.

5. Escalante Litigation Memorandum

Gerald updated the Board on the current status of the Club’s Escalante litigation, including a scheduled deposition in August. Gerald reminded the Board that it is not appropriate to discuss details of the accident unless the club’s attorney is present, and that any discussion of facts or opinions about the accident or the club’s role in the event prior to May 4, 2019, is not protected by attorney client privilege unless the attorney is present. There was no further discussion of this matter during the meeting.

6. Incentive Program Budget for 2023

Charmaine and Bob provided an update on the proposed Incentive Program budget for 2023. Charmaine said the plan for 2023 was to spend approximately \$12,000, which represents an increase compared to the 2022 plan to spend approximately \$5,000, which in fact amounted to approximately \$7,000 in expenditures (including shipping). The Board discussed the matter and, upon motion made and seconded, approved the proposed budget of \$12,000 for 2023, in addition to the volunteer party budget which has been \$7000 in recent years in which the party was held.

7. C-Ride Update

Marc and Gerald provided an update on the C-Ride program. A Club member complained that insufficient notice was provided of updates to C-Rides including waiting lists. Gerald said the solution is to request (but not dictate) that Club members who normally ride at a C-Ride pace be permitted to sign up for C-Rides before other Club members sign up for such rides.

8. Update on Escape New York and Potential Paid Positions

Leora informed the Board that Allan would discuss a slide deck he prepared and previously emailed to Board members which provides an update on ENY and includes a discussion of potential solutions to problems the ENY Director is having filling certain required positions. She alerted the Board that the potential solutions were not proposals for Board action but were just that – ideas the Board could consider in connection with the plan for ENY 2022. Those ideas included the potential for one or more of the positions becoming paid positions. She also noted that Allan wanted the Board to know

that under the right circumstances it was possible he would be willing to be considered a potential candidate (among other candidates) for any such paid position if the Board eventually decided to authorize a paid ENY position.

Leora said that any such candidacy by Allan would present a potential conflict of interest for Allan given his position as ENY Director. As a result, the remaining portion of the Board meeting would be split into two sections. The first section would be devoted to Allan's discussion of his presentation and the second section would exclude Allan and would be devoted to a review of By-Law provisions governing conflicts of interest and having confidential discussions about the presentation. She reminded the Board that no motion on the presentation was proposed or expected.

During the first section of the remaining portion of the Board meeting, Allan discussed his presentation in detail. In short, Allan relayed an organizational challenge: ENY 2022 was at a critical juncture because of the lack of qualified volunteers who would commit to complete certain vital tasks. Without such volunteers, Allan believed the event was in danger of not being held. In light of this risk, Allan said the Board could consider filling one or more positions with paid independent contractors, an idea that was discussed in a prior Board meeting. A copy of the presentation is attached as Exhibit A to these minutes but excludes the last page at Allan's request due to its inclusion of confidential information. A key part of the presentation appears on page 5 which includes the following slide. According to Leora and Allan, despite the wording of the slide, its content is not a formal proposal but an idea the Board could consider in connection with the plan for ENY 2022.

Proposal: Create Two New (Paid?) Roles

Unless we can find a Ride Director willing and able to do the following

- Job 1: **Event Manager** (400-600 hours)
 - Reports to the ENY Ride Director
 - Develops Branding in line with NYCC Branding and Escape New York Mission
 - Manages Marketing, Sponsorships (Partnerships), Registration,
 - Manages Logistics, Provisions, Routes PLAN, Staffing by Volunteer Coordinator
- Job 2: **Project Manager** (100-200 hours)
 - Reports to the ENY Ride Director
 - Manages overall plan committed to by team members and monitors, reports timely individual execution
 - Traditional PM role (Job description to be detailed if board agrees)

Even when/if such a person emerges - it may not be in the best long term interest of NYCC/ENY

The Club should also create a development model and require ENY Ride Directors to be part of a prior management team. The above two positions should be filled with people implementing board-set goals.

Allan said that under the right circumstances it was possible he would be willing to be considered a potential candidate (among other candidates) for any such paid position if the Board eventually decided to authorize a paid ENY position.

The Board discussed the presentation with Allan until Leora directed Allan to leave the Zoom call to enable the Board to continue its business without the participation of Allan. Allan left the Zoom call.

Ed began the second section of the Board meeting by discussing a presentation he previously emailed to Board members entitled "Conflict of Interest – Proposal for Paid ENY Positions". A copy of the presentation is attached as Exhibit B. The presentation addressed the NYCC By-Law provision on Conflicts of Interest which is quoted below.

"Section 11. Conflicts of Interest. Whenever a Board Member, or their immediate family, has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval."

The presentation also addressed Allan's ideas for a paid ENY position and related considerations for the Board. The remaining Board members discussed both presentations in detail.

On motion made and seconded, the Board voted to schedule another meeting with Allan in July to discuss planning for ENY 2022 and agreed that after such meeting it would decide what to do. The motion included a requirement that Allan provide to the Board members a detailed written status update on the planning for ENY 2022 at least 48 hours before the second July Board meeting.

The meeting adjourned at 9:10 p.m.

Escape New York

How to make it a more manageable experience for the club



What Problems Are We Trying to Solve?

Historically - every year (or two) a new ENY Ride Director brings a new team with...

- Dependency on one person with a team of 8-10 “creative, ***committed***, energetic” people
 - Team management approach and personnel dynamics have varied over the years
 - Typically comes down to a very small number of people carrying management load
 - People start off with best of intentions, not all can deliver what’s necessary
 - Many don’t want to come back to do it a second time
- Teams typically have limited
 - Continuity
 - Experience
 - Skills
 - Free Time
- Yet most of the time, we pull off an amazing event
 - Need an approach making ENY easier for the club and its volunteers to manage

ENY Ride Director's Mission

Deliver NYCC's Major Large Scale Ride/Event meeting these objectives:

1. Fun, high quality ride
2. Celebration for members
3. Bridge to the broader cycling community
4. Volunteer opportunity for members and SIG grads (to "give back")
5. Source of funds for local cycling-related causes

If we can't do all of the above - safely - we cancel

To stage a uniquely generous ride and festival that is so infused with club spirit; so much fun, so well-run, user friendly, thoughtfully detailed and welcoming that it elevates the club and the members that stage it, helps NYCC build a diverse membership, cements ties among the disparate groups that make it happen....riders, volunteers, sponsors, donors, community leaders, advocates.

Typical Escape New York Management Team

Ride Director

Marketing

Sponsorship

Routes

Logistics

Provisions

Registration

Sakura

Hospitality

Volunteers

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Proposed Escape New York Management Team

Ride Director

Project Manager

Event Manager

Marketing

Sponsorship

Routes

Logistics

Provisions

Registration

Sakura

Hospitality

Volunteers

THE NEW YORK CYCLE CLUB, INC.

Conflict of Interest – Proposal for Paid ENY Positions

June 6, 2022

- NYCC Bylaw Provision on Conflicts of Interest
 - “Section 11. Conflicts of Interest. Whenever a Board Member, or their immediate family, has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.”
- Escape New York Proposal for Two Paid Positions
 - Event Manager & Project Manager
 - Potential Use of RFI (Request for Information)
- Considerations for the Board
 - Comply with Section 11 of Bylaws
 - Board member must fully disclose the nature of their conflict of interest
 - Board member must withdraw from discussing, lobbying and voting on the matter on which they are conflicted
 - Board action on the proposal should be made by a majority of disinterested directors
 - The disinterested directors must act in a manner reflecting their determination that the action is in the best interest of the Club
 - Meeting minutes should record conflicts disclosure, abstention and rationale for approval
 - Additional Protective Measures (Optional)
 - Consider the Proposal Over Multiple Meetings
 - Meeting #1: Receive and Ask Questions About the Proposal
 - Meeting #2: Disinterested Directors Meet to Discuss Proposal and Develop Follow-Up Questions or Revisions

- Meeting #3:
 - Disinterested Directors Meet to Further Discuss Proposal with Conflicted Director
 - Disinterested Directors Have Additional Discussion and Vote without Participation by Conflicted Director
- Fiduciary Duty Typically Includes Obligation to Disclose Conflicts and Either Avoid Them or Take Steps to Mitigate Them
- One Way to Help Avoid or Mitigate Conflict is to Present Proposal for Review & Approval by Club Members
 - Paid Club Positions Are Novel and Present Significant Financial and Oversight Issues
 - Club Members Deserve to Hear Proposal, Debate Pros & Cons and Then Vote
 - Disclosure Should Include Potential for a Conflicted Board Member Being a Candidate for a Paid Role Subject to Approval by Board Consistent with Bylaws
 - Proposal for Paid Roles is Separate from Board Member Being a Candidate for a Paid Role
 - Process for Selecting a Person to Fill a Paid Role Could Include a Public RFI Process
- Transparency & Documentation are Key to Preserving Integrity of Board and Trust of Membership