

Upper Valley Rowing Foundation
Board of Directors Meeting Minutes
February 2, 2009
Oberlander Lounge

Board Members Present: Dick Grossman, Peter Davenport, Brenda Sirovich, Win Piper, Deb Dufty, Liz Marshall, Peter Kermond, Buzz Congram, Steve Perry

Board Members Absent: Jen Friend, Elizabeth Glenshaw, Bob Haynes, Kristen Laine

Call to order: 6:05 PM

Win Piper presented the agenda for this special meeting of the Board, consisting primarily of voting on the inclusion and language of four proposed amendments to the Club Bylaws, preparation for the annual meeting, and discussion of coaching compensation, deferred from the previous Board meeting. The next regularly schedule Board meeting would ordinarily take place on the evening Thursday Feb. 12, one day following the Annual Meeting. It was agreed that Board members would be polled in short order as to availability for the next Board meeting following the Annual Meeting.

Amendments to the Bylaws

Win Piper introduced proposed language for four amendments to the Bylaws, relating to: Annual Meeting notification to the membership by electronic v. postal mail, at the discretion of the Board; a provision for voting (for Board members only) by absentee ballot in advance of the Annual Meeting; a corresponding change in the language regarding election (to include absentee ballots); and a change of the date by which the annual budget must be presented to the Board by the Treasurer. The language of the proposed amendments was revised, and the Board voted unanimously to approve the presentation of the (revised) amendments to the membership at the Annual Meeting. Win Piper was to circulate the revised language to the Board members in advance of the Annual Meeting.

It was discussed that absentee balloting does have several drawbacks. It is not the intention of the Board to encourage absentee participation at the expense of attendance at the Annual Meeting. Therefore, absentee ballots will have to be specifically requested in writing from the Club Secretary and returned at least 7 days in advance of the Annual Meeting. The membership will not be solicited to request absentee ballots. Absentee voters will not be able to vote for Board candidates nominated from the floor at the Annual Meeting. It was agreed that absentee ballots would include a write-in option, and that absent members could request that a member (including themselves) be nominated from the floor by proxy.

Only current members of the Club are entitled to vote at the Annual Meeting. It was agreed that membership will be considered current until the start of the new season, which will be defined by the availability of membership signup or renewal (currently via Ronin). This currently occurs after the Annual Meeting. Peter Kermond pointed out the advisability of continuing to work with Ronin to build a

database of current and past members through Ronin. Currently the Ronin-based membership list has certain omissions, including several coaches. We should also work with Ronin to remedy this.

Annual Meeting Agenda and Preparation

Win Piper presented the proposed agenda for the Annual Meeting, on which he and the Executive Committee have been working. Brenda Sirovich noted that the agenda for the winter 2007 UVRF Board Meeting, posted on the website, includes a 15 minute period for socializing, followed by a Welcome and Summary by the Club President, followed by the reports of multiple committees, including the nominating committee (and election of new Board members). Committee reports this year will include Programming (with separate presentations for Sculling and Sweep, to include Coaching, Safety, and Competitive Results); Finances; Property; Membership (including our first year with Ronin); Equipment; Nominations; and others, as to be determined by the Executive Committee, which will solicit presentations on these topics from individual Board members. It was anticipated that the President's Welcome and Summary will include an acknowledgement of our appreciation of Dartmouth College for their ongoing support of UVRF and its programming. In addition, Club membership will be reminded of the transition of the Club to all-volunteer status, and the increasing responsibility on all members to contribute.

Relationship to Friends of Hanover Crew (FOHC) – Liz Marshall pointed out that we should be prepared to address questions from members about the relationship between UVRF and FOHC. An animated discussion ensued. All Board members present supported a statement by Win Piper to membership that UVRF is very supportive of the efforts of FOHC to develop a center for community rowing at the Fullington Farm site, and that UVRF anticipates a mutually beneficial relationship between the two groups. Peter Kermond, a member of the FOHC Board, advised that FOHC has been very clear in all its dealings with the town of Hanover and all regulatory bodies, that the Fullington facility is planned as a home for Hanover crew, other high school and youth crew, and community rowing in the Upper Valley. It will be important to identify at least one UVRF Board member who will serve as a liaison between the UVRF and FOHC Boards. Peter Kermond would anticipate serving on a joint committee with this individual.

Coaching Compensation

Discussion was again deferred. Buzz Congram advised the Board that because he may not be available for much coaching for UVRF this coming season, the differential coaching compensation issue may have less urgency. Other members agreed, however, that a policy should be developed.

Other

Conflict of interest policy – The Club Bylaws have referred to a Conflict of Interest policy for Board members since 2007; however, the Conflict of Interest policy itself has not been specified or adopted. All Board members present agreed on the principles of such a policy – that Board members with any true or perceived conflict of interest with business of the Club would absent themselves from relevant

Board discussion and voting. Dick Grossman will develop language for the policy. Peter Kermond suggested this be mentioned to the membership at the Annual Meeting as 'work in progress' by the Board.

Dartmouth concerns – Steve Perry was asked to share any Dartmouth concerns related to crew or UVRF. Steve pointed out that, anticipating a new college President and new Athletic Director this year, there is some uncertainty throughout Dartmouth athletics, particularly given the downturn in the economy and the value of the college endowment. There have been no policy changes at this time, and no anticipated change in the relationship with UVRF. In response to an inquiry from Dick Grossman, Steve responded that having Mike Delapia (sp?) work as an ad hoc rigger for UVRF boats has presented no problem at all for Dartmouth. The question of whether Dartmouth has any boats for sale at this time was raised, and Steve advised that the Men's team did not, and he would pass on the inquiry to Wendy Bordeau of the Women's team. Steve was offered the opportunity to address Club membership directly at the Annual Meeting, or to have a statement read to the membership by another Board member, if desired.

The meeting adjourned at 7:35 PM.

Respectfully submitted,

Brenda Sirovich
(for Jen Friend, Club Secretary)