**March 13, 2019**

**South End Rowing Club**

**Board Meeting Minutes**

**Roll Call**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Member** | **Present** |  | **Member** | **Present** |
| S. Dominguez | X |  | E. Rubel |  |
| F. Hegeler | X |  | P. Moran |  |
| J. Sale | X |  | R. Moore |  |
| A. Lapp | X |  | K. Bailey | X |
| C. Merryfield | X |  | B.J. Jaurique |  |
| N. Mortimer | X |  | S. Glazer |  |
| S. Greva | X |  | V. Cornwell | X |
| B. Wygant |  |  | S. Blew | X |
| T. Wurm | X |  |  |  |
| J. Bock | X |  | S. Wintersteen | X |

**Approval of Minutes**

Motion to approve February minutes: Board approved with one revision (12 – 0 – 0).

**President’s Remarks**

None.

**Members Moment**

Ryan Nelson made a presentation on behalf of the Navy Seal Foundation swim and requested the Club’s support. He explained that the Foundation supports 98 surviving families of Navy Seals. They raised $700k for these families in 2018.

The event will take place on July 14th and is a swim from Crissy back to Aquatic Park beach. It will be capped at 40 swimmers. The request is to use bar and cookshack (but not locker room or showers) for less than 100 people. A catered lunch will be provided.

While the Board took no action on the request, Board members expressed general good will about the work of the Foundation but also pointed out that there are many groups doing good work and what is our criteria for who we support? It was also pointed out that in the past there have been policies about not renting out the cookshack on weekends.

Emily Buskirk reported on progress towards this year’s Bondi visit. The Bondi’s will be here from August 7 – 11th. Right now there are 21 swimmers and 13 spouses, but those numbers are expected to grow.

They have three swims planned including two Club swims (GGB and Alcatraz). Previous Bondi visitors have requested more opportunities to swim outside of the Cove and this is being worked on.

In addition to the swim a BBQ and happy hour are being planned. Tori and Sarah are working on communications.

No Club financial support is being requested.

Board members complemented Emily on the fact that the visit appears so well organized.

1. **Membership/New life members**

Kathy Bailey reported that 2018 brought us nine new life members … a record! The new life members are: Peter Ross, Nancy Iverson, Dan Merer, Laura Small, Jeff Gunderson, Pedro Ordenes, John Stadleberger, Greg Holzman and Daniel Macchiarini. A number of these individuals were present to receive their certificate, pose for a photo and share a story about the Club. The Board congratulated each and every one of them.

Kathy reported that membership currently stands at 1,339, there have been 45 resignations and 250 folks are still on the fence. In terms of renewal, we’re ahead of where we were at this time last year.

On an extremely sad note, Kathy informed the Board that because of a change in her professional life, she would be resigning as membership commissioner effective May 2019. Even after her resignation, Kathy will be available to assist her replacement.

The news of her resignation was met with howls of disappointment from her fellow Board members. Each and every one of us is so appreciative of what Kathy has accomplished in her role. Thank you Kathy!

We should all think about possible replacements for (the unreplaceable) Kathy.

1. **SWAG**

The two Susan’s reviewed a handout explaining the problems with the current SWAG policy. Very briefly:

* Members order SWAG, often with limited shelf life, and without getting permission and then expect for the Club to pay for it.
* They don’t understand the Club’s overhead structure and so don’t know how to price the items.
* The office gets stuck storing unsold items

Recent examples of these problems were presented.

They had offered some suggestions on how to improve the situation. The key change is direction to Access Uniforms to no longer accept orders from the Club without a purchase order number. They are also looking at expanding the Office and creating a display case where SWAG can be permanently displayed.

Susan agreed to write an article for an upcoming Club newsletter explaining the policy.

1. **Update from bylaw committee**

Josh walked the Board through the previously distributed report from the bylaw committee (Brenda Austin, Sue Free and Josh). The report described the committee’s view of the problem (scope of work) and outlined the process they plan to follow. After answering a few questions, the Board affirmed the supplied problem statement and process. The committee will report back to the Board at regular intervals as their work progresses.

1. **Update from values committee**

Fran walked the Board though a document prepared by she and Suzanne. The document explains the committee’s mission (to articulate the Club’s core values to help the Club retain its character as it absorbs new members). The product of the committee will be a document that captures the Club’s essential values.

As changes are contemplated at the Club (for example in response to growth in membership), these changes could then be tested against our agreed to values. The document could also be used as input by the bylaws and communications committees.

Fran and Suzanne will be growing the committee from the broader membership (focusing on long time members and balancing gender). It was suggested that as they form their committee they also try to ensure balance across sports and considering including a “newish” member. Please send Fran and Suzanne any suggestions by Friday March 15).

They hope to report back to the Board in April.

1. **Treasurers report**

Susan reported that “we’re in good shape”. The general fund has $373k and the special fund has $263k. This compares very favorably from the situation we found ourselves in this time last year.

She paid for the Club’s insurance and rent. Various Federal tax forms were filed. She attended an all-day conference sponsored by Park and Rec.

She is creating a new project with Park and Rec which is precursor to getting the $13k of donated money they are holding.

It was suggested that Susan write an article for the newsletter explaining how people can donate to the Club.

1. **Five year plan**

Carol has met with Jim and now has the “building” input to the five year plan. She still needs to get similar input from each of the commissioners.

She stated that one of the challenges associated with this effort is knowing the size of our membership in five years. How big of a Club are we budgeting for?

1. **Report on crab feed**

This item was deferred due to Eli’s absence. The deferral will give Susan time to complete the accounting for the event.

1. **Rowing and building budget**

Jim, Susan, Carol and Simon met and went over the detailed short, medium and long term building budget that Jim had prepared. The Board reviewed the recommendations from that group.

The budget priorities reflect a philosophy of spending small amounts of money now with the expectation of avoiding or deferring larger expenditures later. For example performing preventive maintenance on the roof rather than dealing with leak associated water damage later.

The recommendation was that the Board approve a $151k allocation toward recurring, operation expenses associated with the building (utilities, janitorial, etc) and $43k towards discretionary projects (sound system for the bar, fixing stairs, etc). The Board voted (12 – 0 – 0) to authorize these expenditures.

Susan and Jim will come back to a future Board meeting with a recommendation on which of the approved budget items can be funded from the special fund (requires a 2/3 vote).

The Board expressed its appreciation to Jim for the care and detail that were in ample evidence in his budget.

1. **History of South End book**

Kim Pross introduced the item. She has taken over shepherding this project for Kim Howard. Kim outlined the history of the book and described the many Club members who have read all or parts of the book and provided feedback to Bob Barde and Pat Cunneen (the books authors). Bob is a published historian and Pat is the Club’s *de facto* historian.

The book covers the history of the Club from its founding in 1873. It’s about 500 pages and includes nearly 400 photos. Other than cover design and final layout, the book is essentially complete. They believe a proof copy of the final book will be available in July.

Bob and Pat’s plan is to print the book on demand so nobody will have to pay for books sitting in inventory.

So far the Club has no money invested in the book. Bob has invested about $3k of his own money to date plus lots of his and Pat’s time.

The key question put to the Board was who should own the book, have final say over its content and be responsible for its sale? Bob, Pat and Kim put two scenarios before the Board.

In scenario 1, the Club becomes the publisher of record and assumes all responsibility for the book (including legal liabilities associated with libel, intellectual property, etc). The Club would become responsible for the books’ content (e.g., future revisions) and sales. Bob would be reimbursed by the Club for his out of pocket expenses.

In scenario 2, Bob (or an entity that he creates) becomes the publisher of record and retains all responsibility for the book (including its content). In this scenario, Bob purposes to split (50-50) royalties with the Club after he’s been made whole.

The Board then entered into a long and somewhat complicated discussion of the issue.

* Some reviewers had concerns with aspects of the book.  Past president Bill Wygant previously submitted comments to the Board about issues he had with various descriptions of the swim program, including: under representing Bob Roper's, Rick Bartel's, and Joe Oakes' contribution, too much emphasis on the Melissa King incident, the development of key club relay events, etc. Bob indicated that he has addressed some of Bill’s concerns. Some reviewers had no issue with the content.
* Is there a way to quantify or mitigate the liability concerns? It was stated that there are lawyers who for a fee will read a document/book and opine on their perception of exposure.
* A number of members spoke in favor of scenario 1, but wanted to get an estimate of what it would cost to perform the legal review. For many of those who spoke in favor of scenario 1, a key rationale was to ensure that the club retained ownership of its own history, intellectual property, stewardship of its history, and options to maintain, update, and sell, the book, (or do nothing and incur no costs at all.)
* One member expressed concern that the Board has enough trouble executing to the Club’s core mission and why would we want to take on the long term responsibility of ownership that comes with scenario 1?
* Over the dinner portion of the meeting, a sage identified another defect with scenario 2 … without legal arrangements granting rights of survivorship, should Bob and/or Pat pass away, scenario 2 could result in the loss of access to the manuscript, publishing rights, and the ability to purchase copies. In response, the sage’s dinner companion suggested that scenario 2 could include language granting the Club right of first refusal in that situation.

In the end, the Board decided to defer the issue until we understood how much it was going to cost to have the book reviewed by an attorney versed in liable.

1. **Save aquatic park and pier**

This item was deferred.

1. **Calendar review**

This item was deferred.

**Not on agenda**

Fran read a lovely card addressed to the Club by Dianna Shuster’s sister. The card thanked the Club for making such a positive contribution to Dianna’s life. The card was accompanied by a check for $1,000. Fran has asked Bill how he would like to see the money used.