

SVBC Board Meeting Minutes

Date:	March 18, 2010
Location:	Redwood City Main Library
Present:	Shiloh Ballard, Gary Brustin, Mark Eliot, Caryl Gay, Paul Goldstein, Ryan Kauffman, Jack Miller, Lilia Scott, and Jeff Selzer.
Absent:	Filepe Buitrago, Ted Huang, Jim Parker, Alyssa Plicka, and Greg McPheeters
Staff:	Carlos Babcock, Anne Fisher, Ernesto Lizaola, and Corinne Winter
Guests:	Martin Delson (member), Lisa Carrillo (Stanford), and Allison Pedrazzi Helrich (Stanford), Alicia (Stanford)

Meeting was called to order at 6:05pm by Gary, serving as Chair in lieu of Greg.

Public Comments. The meeting was opened for public comments. Martin Delson commented on the SVBC nomination and election process. He felt that an election with the same number of candidates as openings on the board is not proper as it is a forgone conclusion that all nominated directors are automatically elected. He urged the board to correct this.

Bylaws and Policies Update

The Stanford Law Clinic presented the corporate document review it conducted for SVBC. Paul and Ryan asked for clarification on a number of proposed changes to the bylaws. Shiloh arrived at 6:38pm. Gary commended the clinic members for their excellent work on our behalf. The board concurred. After no further questions from the board, the clinic members left the meeting.

MOTION by Shiloh to approve the amended bylaws. Board members had further discussion about the magnitude of the change and whether there is any urgency for the change.

MOTION by Paul to continue the discussion of the bylaws at a later date; seconded by Mark; vote of 4-5; motion failed.

Lilia seconded the motion to approve the amended bylaws; vote of 6-3; motion passed.

ACTION for staff to post the new bylaws on the website and send an email bulletin about the new bylaws.

ACTION for Governance Committee to clarify 11.2 (d) of the bylaws: what is a reasonable request to inspect the membership list?

Finance Committee Report

Corinne presented the current balance sheet and income statement.

Development Committee

Shiloh presented the 2010 Development Plan. The board discussed membership development, how it relates to fundraising, and other reasons for signing up new members. Martin suggested that we prepare a bulleted list of selling points to assist in the process of signing up new members.

MOTION by Shiloh that we approve the 2010 Development Plan; seconded by Jack; motion passed unanimously.

Policy Committee Report

Paul summarized the work of the Policy Committee in the last few months. The Policy Committee met several times, and drafted a proposed mission and charter; however, subsequent to this, the bylaws revision suggested a more uniform format for all committee charters, so the draft charter in this meeting's packet is not the one proposed by the committee. In addition, the Policy Committee discussed how to approach creating general policies that will serve to support our future positions. Right now we only take positions on issues as they come to us, and members of the committee would like to see policy statements that will allow us to take positions more proactively. Paul emphasized that the committee is still struggling with how to create these policy statements, and that they are very difficult to craft. The board discussed the proposed charter for the Policy Committee as well as those of the other committees. The sense of the board was that the charters could be approved later.

Staff Report

Corinne discussed SVBC's role and current work on the Santa Clara bicycle share program. This is a large, complex, and highly visible program.

The board interrupted the regular meeting for an executive session to discuss the program due to the sensitive nature of the relationships between SVBC and its potential partners. Lilia excused herself from the meeting due to her relationship with VTA. Lilia, Carlos, Ernesto, Martin, and Anne left the meeting room.

MOTION by Paul for SVBC not to be involved in the daily operation of the bike share program but to instead explore a consulting role on the program; seconded by Ryan; motion passed unanimously.

The board resumed the regular meeting. Lilia, Martin, Carlos, and Anne rejoined the meeting. Corinne discussed the Safe Routes to Schools program, the potential to roll it into San Mateo County, the opportunity to help C/CAG with bike project decisions. Corinne asked the board to revise the 2010 Goals Document to account for a change in priorities.

MOTION by Gary that goals 1.1.1 (monthly fundraising rides), 1.1.3 (leveraging Google Maps), 1.2.1 (bike-hostile schools) be removed from the 2010 Goals Document and that new goals be added for a) providing county-level leadership and support on Safe Routes to Schools programs, b) consulting on the Santa Clara County VTA bike share program; seconded by Caryl; motion passed unanimously.

MOTION by Paul that future staff reports include a section on how members and volunteers are being included in organization activities; seconded by Jack; motion passed unanimously.

Appointment of Officers and Committee Members

The board discussed who should be the officers and who should serve on each committee this year. Jeff asked that he be removed from the Policy Committee. Mark withdrew from consideration as Secretary. Ryan volunteered to be Secretary. Shiloh nominated Ryan for Secretary.

MOTION by Jack that the office of President be filled by the Executive Director; motion passed unanimously.

MOTION by Gary that the following slate of officers be elected: Greg, Chair; Jim, Treasurer and Vice Chair; Ryan, Secretary; Corinne, President; motion passed unanimously.

The board interrupted the regular meeting for an executive session to discuss the process of expelling a member from the organization. Gary excused himself from this discussion due to a potential legal conflict of interest. Gary, Martin, Ernesto, and Carlos left the meeting room.

Lilia left the meeting at 8:53pm to catch the train.

MOTION by Paul that Greg and/or Jim be authorized as an ad hoc board committee to handle the the expulsion proceedings; seconded by Jack; motion passed unanimously.

The regular meeting resumed and was immediately adjourned at 9:02pm

Respectfully submitted,
Mark Eliot