



Adventure Cycling Association

Board Meeting Minutes

May 3-4, 2024 – In Person Meeting

Call to order: 9:04 am CST, May 3, 2024. Milwaukee, WI.

Attendees:

Board - Maria Elena Price (Board Chair); Daniel Kanter (Vice Chair); Noel Kegel (Treasurer); Ricky Albores (Secretary); Joyce Casey; Elizabeth Kiker; Audrey Welsh; Scott Edwards; Flavia Chen and John McDermott. *Quorum Present*. Lael Wilcox (board member candidate) via Teams.

Staff - Jennifer O'Dell; Nikki Bailey; Jeffrey Mizell (virtual); Maxton Caplanides; Jessica Zephyrs (virtual).

Meeting Objectives:

- Review Audit & Investment Report
- Inform Board of Q1 '24 Update
- Review Board fundraising activities for balance of the year
- Inform Board of 3yr Operational Plan & Proforma
- Board vote on membership model recommendation
- Vote on new Board member candidate

BACKGROUND on W&S (N. Kegel)

- Powerpoint presentation.

AGENDA OVERVIEW

- **Introductions**

CONSENT AGENDA (M.E. Price)

- Page 3 mis-spelling of Kanter
- Motion to approve with correction by D. Kanter, second by E. Kiker. *Motion passes unanimously.*

FINANCIAL AUDIT PRESENTATION (N. Bailey and L. Kreutzinger (Dean-Dorten))

- Draft Statement of Financial Position – no discussion
- Draft Statement of Activities – no discussion
- Draft Adjustments of balances
 - FSA and HSA accrued balances of \$10k – effect to increase
 - PTO increased \$17k
 - Recorded invoices not received in 2023 of \$14.5k
 - Reclassification of \$6k between expense accounts
 - List of factual or projected entries regarding potential errors in financial statements. Overstatement of total assets by about 49k, and understatement of expenses by 64k. The majority of errors appear to be related to complications with the change of year-end during the audit period and on-going cleanup of financial statement accounts.
 - Internal control discussion. Evaluation of IC and material weaknesses. Cutoff level is \$68k for identifying material weakness.
- Next steps to get financial statements back to management and YPTC with appropriate documentation. Full draft will be reviewed by Stephanie Allgeier. Approval draft will be provided to the Board by end of May.
- Discussion of auditor's services. Finance committee discussion suggested.

MARCH FINANCIAL STATEMENTS (Jessica Shaver (YPTC))

- First Q highlights – \$382k better than budgeted
- Presentation of Financial statements; statement of activities; statement of cash flow; summary of rolling forecast.
- Discussion. Results improved.

INVESTMENT FUNDS OVERVIEW (N. Kegel (Treasurer))

- Life member fund - \$1.7m
- Operating fund - \$570k
- Endowment fund - \$280k

Break (10:39 am)

STAFF REPORTS

- Introductions
- Mission Moment (J. Zephyrs)
 - Finding coordinated marketing plan over the last six years
 - Recent example – collaboration with East Coast Greenway Assoc.
 - Alignment with 40 short routes development and experiences.

- 2024 Wins (J. O'Dell)
 - Adventure council creation
 - 13 Adventure grant recipients
 - Q1 fundraising +5% of goal
 - Nominated for USAToday best tours – currently 4 of 19.
- Adventure Ride Workshops (J. Mizell)
 - 4 week program once a week. Culminate in an experience on a short route. Lowering the barrier to entry.
- Digital Navigation (J. Mizell)
 - Discussion of collaboration with RideWithGPS.
 - Suggestion that there is a discussion of RWGPS funding for ACA efforts/knowledge.
- Board Development Workgroup (M. Caplanides)
 - Overview of overall goals; cultivation list; June webinar on strategic plan and comms to existing donors from Board members.
 - Development work is easier with the program and marketing work that has been done.

MEMBER MODEL DISCUSSION (J. O'Dell)

- Before the board because bylaws require board approval for changes in membership pricing.
- Round robin discussion.
- Overall support for simplicity of model.
- A variety of specific implementation and pricing issues for consideration were raised.
- Recommendation to evolve the life membership in a strategic way.

Lunch (1:10 – 1:44pm)

Member Model Discussion Continued (J. O'Dell)

- Overview of communications strategy (J. Zephyrs)
- Motion to approve recommendations as proposed by ME Price. Second by D Kanter.
Motion passes unanimously.

THREE YEAR OPERATIONS PLAN (N. Bailey)

- Making sure that we can pay for the programs we are planning.
- Membership number projections will be confirmed via RWGPS partnership hopefully.
- Discussion of how to operate in a balanced fashion and modeling for best case scenarios regarding membership revenue.

- Membership and development work projections discussion.
- Staffing change discussion.

GOVERNANCE COMMITTEE REPORT (A. Welsh and D. Kanter)

- Meeting agreement guidelines for committees to consider.
- Lael Wilcox attended as board candidate today.
- Onboarding of board members two times per year.
- New intake form to be owned by the board.
- Offboarding process work.
- Discussion of bylaw change at Art. V, Sec. 3 to non-binary language. Suggestion to make changes in batch once a year.
- D. Kanter motion to enter executive session. Second by ME Price. *Motion passed unanimously.*

EXECUTIVE SESSION (Board)

- ME Price motion to approve nomination. *Motion approved unanimously.*
- Move to end session by ME Price, D. Kanter second. *Motion approved unanimously.*
- Exit executive session at 4:40 pm CST

Adjournment

– Meeting adjourned at 4:41 pm CST.

Signed by Ricky Albores, Secretary;

M.E. Price, Board Chair

2-4-2025