

MINUTES

ABSF Board of Directors Meeting

Monday April 24, 2023

3:00 PM

Birkie Office

Board Members Present: Paul Eckerline, Tom Duffy, Kathie Pautsch, Jan Guenther, Mike Mandli, Yuri Gusev, Andy Ubel, Sue Scheer

Electronically present: Chris Morley, Bill Brown, Kris Bjerkness

Staff Present: Ben Popp, Mike Brown, Kristy Maki, Blair Flickinger

Guest: John Munger

Absent: Madelaine Rekemeyer, Karen Manske

Approval of Agenda: Mandli move. Duffy second. **Approved.**

Approval of Minutes from March 20, 2023 meeting: Mandli move. Duffy second. **Approved.**

President's Comments: Paul Eckerline

- ABSF policy for sharing of data was discussed. This is brought forward as the Birchleggings Club have requested personal data from our database of skiers. This would enable them to send emails regarding the Birchleggings Club directly to qualified skiers. ABSF has an obligation to keep personal data secure. We already have a policy in place. Discussed coming up with an agreement which would include an opt-in option for skiers who would qualify for the Birchleggings Club. No decision made today. A smaller group (Paul Eckerline, Sue Scheer, Tom Duffy and Blair Flickinger) will meet with Birchleggings Club to come up with a formal agreement. This will then be brought back to the board for approval.

- Friends of Mount Ashwabay-Forest Practices
This was discussed in Executive Session and further discussion tabled until next month.
- Executive Director's Review
Paul Eckerline and Bill Brown will meet to discuss Ben's review, which will be sent to the entire board for further input.
- Cable Community Garden
The proposal for the Farm/Garden lease is being updated and will be reviewed at an upcoming meeting.

Executive Director's Comments: Ben Popp

- Ben sent out a detailed report electronically prior to meeting.
- ABSF membership drive was successful with 1,361 members signed up (up 20% from last year).
- Birkie event registration will be going back to a date based fee increase schedule and is proposed at \$185/\$195/\$205/\$220.
- **Motion:** Move to approve the 2024 Birkie fee scheduled as outlined above. Scheer move. Mandli second. **Approved** unanimously.
- The Epic bike race is the 2nd weekend in June with 763 registered so far.
- Yuri Gusev and Ben Popp attended a WI Youth Nordic High School meeting yesterday. They have funding for a part time administrator for this group. ABSF will have a pivotal role in this. The High School sprint numbers have doubled.
- The number of women in the elite wave is a recent topic of discussion. A group of women are vying to increase the number to equal the number in the men's elite wave. Kristy has responded to this group with rationale for the current policy. Discussed that the percentage of women in the elite wave is actually a bit higher than the percentage of

men. The current system allows for a safe flow of the race, and is similar to the elite wave criteria of other major races in the country and internationally. ABSF is focusing on attracting more women to the sport and supporting women. Examples include the Ski de She Race and Camp for women only; deferring event registrations for pregnancy; and considering a women's only lane in each wave for Birkie skiers.

- Team Birkie welcomes a new head coach, Chad Salmela. All other coaches will be reporting to him. Team Birkie has 32 athletes involved in the summer development team.
- The annual staff retreat was held last week at the Ariens Nordic Center in Brillion, WI. ABSF staff felt this was very beneficial. Emphasis was on goals for next year: focusing on customer service/participant experience as well as growth of Birkie One. Also discussed improving efficiency of the organization and internal communication. Mike Brown provided a detailed synopsis of the retreat topics which also included discussions on data sharing, expanding programs and camps, adversities (i.e. climate change, variability of registration), goals and concerns of staff, and role of leadership.

Committee Reports

Finance: Kris Bjerkness

- The Finance Committee met prior to this meeting and will meet again on Tuesday 5/16 to focus on the budget (which will be presented at our May BOD meeting).
- Mike Brown presented the March 2023 YTD financials.
Highlights:
YTD Revenue is \$5.6M, up 7.7% to Budget by \$402K (due to restricted grants/donations, other income and event ops).
YTD Expense is \$3.78M, which is just 0.9% worse than Budget by \$46K (thanks to the quality of expense management by the team; noted that

expenses are higher this year due to inflation; majority of bills are due in March).

YTD net income is \$1.85M

A graph that compared event ops revenue vs. general donations vs. restricted donations over the last 10 years was shared. This revealed a gradual (predictable) increase in expense ops. Restricted donations increased dramatically over the past 2 years, while general donations have sharply decreased over the past 2 years.

Staff Count Size information was also shared. Currently we have 22 FT and 8 PT employees.

Bank Balance \$1.25M.

Total Assets are \$9.3M

Total Liabilities are \$2.2M

Debt Ratio is 23%.

SBA EIDL Loan essentially unchanged (\$1.38M at 2.75% over 30 years).

Capital Expenditures \$1.3M YTD which is 76% of Budget.

A/R Aging \$24K (66% over 30 days old, which is manageable).

A/P Aging \$235K at end of March, but \$40K now (12% over 30 days old, meaning we are paying our bills).

Trail Pass Income YTD \$187K which is up 3.5% to LY.

Event Participants:

11,265 for 2023 Birkie events

686 signed up to date for Epic Bike Fest (ahead of 655 LY).

119 signed up to date for Birkie Trail Run (ahead of 115 LY).

Telemark Comprehensive Snapshot was shared by email.

Telemark Capital Campaign: Bill Brown and John Munger

- The committee continues to meet every other week.
- John Munger discussed the Capital Campaign in general:
This \$10M campaign is currently in the “silent” phase focusing on discussions from potential donors. Anticipate starting the “public” phase after approximately 65% of the campaign is achieved.
- The campaign committee is striving to increase annual giving and is researching the demographics of our participants, especially those who have supported the ABSF in the past with medium sized gifts.
- Board participation is essential to the campaign and 100% participation is expected. John will be reaching out to board members.
- Factors that are felt to enhance our campaign include the upcoming 50% Anniversary of the American Birkebeiner, excitement surrounding the Base Camp Building, and the opportunities for naming rights.
- Where we are at:
 - \$10.5M project including \$1M in private investments.
 - \$9.5M Capital Campaign.
 - We have now raised approximately \$4.2M.
 - We have \$5.3M left to raise.
 - Raising an additional \$1.1M is needed to feel comfortable with proceeding with the construction of Base Camp.
- Base Camp Construction:
 - 90% of the documents are completed.
 - The bid from Royal Construction is due back on May 6; a proposed contract is anticipated by mid-May.

Documentation Committee: Karen Manske and Andy Ubel

- Motions presented at our March meeting have been revised. These will be discussed and voted on today.
- Motion to Amend Procedures Manual

Move to approve the amendments to the Procedures Manual as below:

A. The following new Board Parliamentary Procedures (and Robert's Rules) shall be added to the official ABSF Policy Manual and become the standard for how BOD meetings shall be conducted; and

B. The Procedure manual shall be reformatted by the Rules Committee and presented to the BOD for final adoption.

*[*N.B. It is anticipated that the new Parliamentary Procedures rule will be inserted at the end of the revised manual. The section numbering below may change when the manual is reformatted.]*

18. Board Parliamentary Procedures

18.1. Regular and Special Board Meetings shall be held pursuant to Art. III Section 6 of the Bylaws.

18.2. Agenda Distribution. A meeting agenda preferably shall be distributed by the President one week in advance of Regular meetings and as early as practicable for Special meetings.

18.3. Meeting Order. The presiding President shall call the meeting to order, take attendance and then announce whether a quorum of board members is present. Assuming a quorum is present the normal order of the meeting shall include the following items:

- *Approval of Agenda;*
- *Approval of Minutes;*
- *President's Comments;*
- *Executive Director's Comments;*
- *Committee Reports;*
- *Old Business (which includes open matters that have been previously discussed at earlier Board meetings, previously tabled or deferred motions,*

- and motions previously referred to a committee);*
- *New Business (which includes all motions that are not considered “Old Business”); and*
 - *Motion to Adjourn.*

18.4. *Robert’s Rules shall be the standard for the Board’s discussions and decisionmaking process. These processes are designed to ensure that everyone has a chance to participate and to share ideas in an orderly manner. These parliamentary procedures should not be used to prevent discussion of important issues.*

18.5. *“Old Business” Motions may be moved, seconded, discussed, and voted on during a meeting, pursuant to the attached Robert’s Rules procedures.*

18.6. *“New Business” matters should normally be tabled until the next Board meeting, however New Business Motions that are considered “urgent” may also be moved, seconded, discussed, and voted on during a meeting by first making and approving a motion to advance the matter on an urgent basis.*

Ubel move. Scheer second. **Approved** unanimously.

- Motion to Amend Bylaws

The revised motion was reviewed and discussed. Concern was expressed regarding Article 4, Section 5 regarding the President’s functions. Item #4: *Hire or fire senior officers (e.g. ED, CFO, COO, Development Director).*

Currently the ED is delegated to the hiring and firing of other senior officers. A friendly amendment was made and agreed upon unanimously that this line item be changed to: *Hire or fire ED.*

Move to approve the amendments to the Bylaws as below:

Article IV, Section 5 of the corporation’s bylaws shall be deleted and replaced in its entirety by the following new Section 5:

Section 5. President. The President shall be the chief executive officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or as are prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies control and direction of the Board of Directors.

The President shall perform or have performed under the President's discretion the following functions:

- (a) Make reports to the Directors and members.*
- (b) Sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors (including instruments or documents consistent with an annual budget that has been approved by the Board of Directors), except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer or agent may:*

- 1. sign any deed or instrument of conveyance;*
- 2. endorse any security;*
- 3. execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness that exceed the approved annual budget by \$50,000 for a line item or \$100,000 in total expense;*
- 4. hire or fire ED;*
- 5. lend money of the corporation; or*
- 6. sign agreements of material importance, including, for example:*
 - a. financing agreements,*
 - b. multi-year employment agreements,*
 - c. multi-year licensing agreements,*
 - d. multi-year leases,*
 - e. sponsorship agreements greater than five (5) years in length*

*that encumber property, facilities, events or activities,
f. multi-year service agreements, supply agreements, outsourcing
agreements, and*

*g. any contracts with affiliated parties, such as Birkie Enterprise
LLC, and Foundation for the Endowment of the American
Birkiebeiner (aka "FEAB"), etc.,*

*without the specific authority of the Board of Directors (or a
designated Board Committee) pursuant to Article V below of these
Bylaws dealing with such matters; and*

*(c) Prescribe the duties of other officers and employees of the Corporation,
in a manner not inconsistent with the provisions of these Bylaws and the
directions of the Board of Directors.*

Ubel move. Mandli Second. **Approved** unanimously.

- Reminder to board members to send Karen Manske information regarding committees on which you serve.

Birkie One: Chris Morley

- Birkie One and LCO youth had a recent event where the LCO youth taught Birkie One representatives and other interested persons how to make maple syrup!
- A running series at LCO starts this Wednesday with registration at 4:30PM and the run at 5:00PM. This series will continue through the summer.
- The 50th Anniversary Celebration of the American Birkebeiner will have tribal involvement. Ernie St. Germaine is helping lead this.

Old Business:

- Funding for the Memorial Plaza statue of Tony Wise was discussed. This is part of the Tribute to the Trail. The other two statues are being

funded independently. Each statue cost is \$67K. Funding for Tony Wise statue is yet to be determined. Various ideas were discussed including asking the Birchleggings Club to fund this over time; reaching out to Tony Wise supporters to look for funding that does not interfere with the Mount Telemark Capital Campaign. If funding is not attainable in the near future, this may need to be put on hold while we complete our Capital Campaign. No decision reached.

New Business:

- Next board meeting is Monday May 22, 2023 3PM at ABSF Office.

Motion to adjourn: Duffy move. **Adjournment** at 5:30PM by acclimation.