

Road Runners Club of America
Minutes of the Board of Directors Meeting
October 29, 2022
In Person

In attendance:

George Rehmet, President
Lisa Rippe, Vice President
Barbara Jewell, Treasurer
Stephanie Davies, Secretary
Betsy Boudreaux, Southern Region Director
Mickie Sanders-Jauquet, Eastern Region Director
Bonnie Sexton, Central Region Director
Stephen Wright, Western Region Director
Lionel Adams, At-Large Board Member
Hans Wong, At-Large Board Member
Jean Knaack, CEO
Andy Smith, Program Manager
Erica Gminski, Coaching & Youth Program Manager
Michael Webb, Membership Manager
Peter Qumsiyeh, Board Development Committee Chair – via Zoom

RRCA President, George Rehmet welcomed everyone and called meeting to order at 9:12 AM CDT

Vice President Rippe moved to ratify the email approval of the following items:

- July minutes
- Approval and appointment of the audit firm Gross Mendelsohn

Passed unanimously

Kids Run the Nation Grantees – Vice President Rippe moved to record the Kids Run the Nation grantees in minutes. Motion passed unanimously. The following organizations received a grant:

This year, 37 programs from 27 states serving nearly 20,000 children will receive a total of \$30,300 in funding:

Denali Running Club – Fairbanks, AK
Mesquite Mileage Club – Tucson, AZ
Kids Run the School – San Jose, CA
BGCV Project Fun Running Club – Vista, CA
BV Run Club – Walnut Creek, CA
Saints in Motion – Greeley, CO
Teens Run DC – Washington, DC
OBE Running Club – Gulf Breeze, FL
Florida Striders Children's Running Program – Orange Park, FL
BlazeSports Youth Track & Field – Norcross, GA
Arbon Valley Runners Club – Arbon Valley, ID
Wild Fox Run Club – St. Charles, IL
Harrison Track Program – South Bend, IN
Manhattan Cross Country Club – Manhattan, KS
VSL Running Club – Louisville, KY
Junior Bulldogs Running Club – Boston, MA
Kids Run the Nation – Stoneham, MA
Recess Running Club – Sabillasville, MD
Brainerd Family YMCA Youth Running Club – Brainerd, MN
Gibbs Gallopers – Rochester, MN

The NB3 Running Club – Santa Ana Pueblo, NM
Vikings Running Club – Las Vegas, NV
Kids on The Run – Glens Falls, NY
The P.S. 146 Running Club – New York, NY
Menlo Park Academy Running Club and Track Team – Cleveland, OH
Interscholastic Track Inclusion – Wooster, OH
YMCA of Youngstown Running Club – Youngstown, OH
Elementary Track Program – Maysville, OK
Small Strides – Lakeview, OR
Atkinson Running Club – Portland, OR
Students Run Philly Style – Philadelphia, PA
Honea Path Elementary Running Club – Honea Path, SC
Youth Villages Runners' Club – Memphis, TN
Patriot Pacers – San Antonio, TX
Rappahannock Ospreys – Fredericksburg, VA
Kids Run RVA – Richmond, VA
Kids Run the Nation – Princeton, WV

Financial Review

Treasurer Jewell reviewed the minutes from the Finance Committee Meeting. Planning timeline for the 2023 Budget and Objectives was reviewed. Renewals for 2023 started in October.

Revised Document Retentions and Destruction Policy - Vice President Rippe moved to approve the updated policy. Motion passed unanimously. (Attached)

Fundraising/Sponsorship

The program outline for the Coaching Scholarship Fund was reviewed with the Board. After discussion, Eastern Region Director Sanders-Jauquet moved to approve the program as presented. Motion passed unanimously. The program and associated cost will be included as part of the 2023 objectives and budget.

CEO Knaack discussed the history and current state of the Road Scholars Fund. Giving to the fund has declined significantly, as has interest in applying by athletes. It was noted, staff should not have to work so hard to give away money to athletes. Following discussion Treasurer Jewell moved to discontinue the Roads Scholar Grants for 2022/2023 cycle. Motion passed unanimously and no grants will be given for 2022/2023 under the now depleted Roads Scholars Fund. Additional discussion was held about evolving the program, which will be presented as part of the 2023 objectives and budget.

Discussion was held about the status of fundraising from Championship Events, and more specifically events that said they would donate. The tracking spreadsheet seems to be a useful tool and will be maintained by staff. Championship Event fundraising status. Jean will keep the spreadsheet updated.

Discussion was had about discontinuing the BBB Alliance Seal. The effort costs RRCA \$3000 a year with very little return on investment based on the giving amounts by RRCA members and individuals. Everyone agreed the money could be better invested in RRCA programs and will not be included in 2023 budget.

Diversity Overview – CEO Knaack present a slide deck to the Board outlining the work that has been done since 2020 to improve DEI in RRCA and to help build a more inclusive anti-racist organization.

CEO Report – CEO Knaack presented highlights from her 2nd & 3rd Q report.

State Reps Program – An overview of the program with recommendations was presented to the Board by Andy Smith. Following discussions, Vice President Rippe moved to approve the recommended updates including changing from the term “State Representative” to “RRCA Representative” starting in 2023. Moving forward, recruitment and appointment of RRCA Representatives will examine membership density in a state/region along

with engaging candidates that are very interested in helping promote RRCA and its programs. Andy will work with the Regional Directors on communication and implementation of the recommendations for 2023.

Performance Evaluation Process – Director Adams and CEO Knaack provided a historical review and overview of the annual performance process and the role of the Performance Review Committee as outlined in the Bylaws. The need for improved hand-off between committee chairs and education of committee members was identified as an opportunity for improvement. Shared files will be created that members of the committee can access to help with orientation. The process for 2022 will remain unchanged. The PRC continues to work on how best to address a bonus structure for the CEO for work on projects/strategic objectives that are above and beyond day-to-day operations of the organization.

Meeting adjourned – Western Director Wright moved to adjourn the meeting. Motion passed unanimously. Meeting adjourned at 4:11 PM CDT.

Updated RRCA Record Retention and Document Destruction v.2022

Introduction

Record retention and document destruction are distinct but complementary issues. Record retention balances the need for an organization to maintain accurate and appropriate files with the challenge of limited physical and electronic space for archives.

The Sarbanes-Oxley Act of 2002 forbids purging of documents when any organization — nonprofit or for-profit — is under federal investigation. Document destruction policies provide guidelines for the proper disposal of records and prevent destruction of relevant documentation if the organization is involved in litigation. It is a federal crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding.

RRCA Record Retention Policy

The following outlines documents that must be retained by the RRCA Board of Directors along with timelines for retention of such documents. It is the duty of the CEO to ensure compliance. Retention may be in the form of a secure digital file, printed records, or combination of both, especially for items older than 15 years.

Permanently retained documents:

- Determination Letter from the IRS and correspondence relating to it
- Articles of Incorporation
- Bylaws and all historical iterations of the Bylaws
- Minutes of board meetings and annual meetings of members
- Audit reports from independent auditors
- IRS 990 Tax forms
- Annual Reports of the RRCA
- As applicable, real estate deeds, mortgages, bills of sale of real estate
- Trademark and copyright documentation

Documents to retain for 7 years:

- Expense records (accounts payable)
- Income records (accounts receivable)
- Credit card statements and reconciliation reports
- Depreciation schedule and support documentation
- General Ledgers/Trial Balance
- Audit work materials

- Payroll records including 1099 forms
- Contracts with 3rd parties
- Legal actions RRCA is named in under the General Liability Insurance Policy for Members
- Personnel files of terminated/retired employees

Documents to retain for 3 years:

- Bank statements and reconciliation reports
- Insurance Policies
- General Correspondence (non-legal) with members, staff, board of directors, sponsors, etc.

Document Destruction Policy

The RRCA takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act of 2002 makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the RRCA and its employees, directors and officers and possible disciplinary action against responsible individuals up to and including termination of employment.

The RRCA will retain documents in accordance with Generally Accepted Accounting Practices and applicable laws, and its document retention policy.

From time to time, the CEO or the Board of Directors may issue a "legal hold," suspending the destruction of any records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the person placing the hold.