

Minutes

Bicycle Collective Board of Directors

September 27, 2018

Meldrum Science Center Conference Room, Westminster College

Present: Andrew Butterfield, Josh Jones, Dannielle Larkin, Sean Murphy, Heidi Goedhart, Shelley Reynolds, Tim Shea, Clint Watson

Excused: Will Deutschman, Shawn Teigen

Guests: Jim O'Callaghan, David Macaulay

(1) **Approval of minutes.** Mr. Murphy called the meeting to order. The minutes of August 1, 2018 were approved as prepared.

(2) **Public comment.** Mr. Murphy invited any member of the public to speak. Mr. O'Callaghan introduced himself as the candidate for the Board from the Salt Lake City shop. The directors also introduced themselves.

(3) **Chair's report.** Included in the other agenda topics.

(4) **Treasurer's report.** Ms. Goedhart said that the Women in Transportation Symposium had strong participation from the Bicycle Collective, especially from the Provo and Salt Lake City shops. The focus of the symposium was transportation and land use and improving the quality of life through active transportation. She said that about 360 people attended.

Mr. Murphy said that Shawn Teigen has stepped down as treasurer due to other time commitments. He said Ms. Goedhart has stepped into her former role and that the Board should make the appointment official. Ms. Goedhart said that she will resign as vice chair in order to be appointed treasurer. Mr. Murphy moved Ms. Goedhart's appointment as treasurer, and the motion passed unanimously.

Mr. Murphy said that the Board has lost two directors in recent months. He suggested a policy that departing directors try to vet one to three possible replacements so that the Board does not become too small.

(5) **Executive Director's report.** Mr. Watson said that he and Austin Taylor have written several grant applications and letters of inquiry; most of them first-time contacts. He said that he is presenting to the Board of Directors of Weber Pathways to see whether they can introduce the Bicycle Collective to potential donors. Mr. Jones said that the group is stronger at grant applications than fundraising activities. He thought their Board might be supportive.

Mr. Watson said that the city of St. George has issued the RFP for redevelopment of the property that includes the Bicycle Collective shop. He hopes to work with the

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successful bidder to accommodate the shop in the development. The shop will have to relocate during construction.

Mr. Watson said that he has contacted Sugar Space as a possible venue for the 2019 Bike Prom. He said the venue, inside and out, could hold about 700 people. The cost would be about \$6,000 for their full service without alcohol. Directors discussed options for alcohol and expressed support for Sugar Space.

Mr. Watson said that he attended the Inter-Bike Convention to explore funding opportunities and possible new bikes for resale. He said that there were not any products suitable for our market and that manufacturers don't donate to non-profit organizations.

(6) Capital campaign; Sales tax issues; booking issues; amended RDA pro forma. Ms. Goedhart said that some receipts were not being properly accounted for in QuickBooks. The money continued to show in "undeposited funds," even though the money had been deposited. The total error was about \$40,000.

Mr. Murphy said that the Executive Committee met with Salt Lake Bookkeeping and with our auditor, Justin Shaw for help identifying and correcting the double counting in receipts, deposits, and cash drawer. Mr. Murphy said that we have been collecting sales tax on keylist sales but not remitting it to the state. He said we are waiting for a legal opinion to determine when we need to collect and remit sales tax.

Mr. Murphy said that he has been searching for a potential bookkeeper, and that Backyard Bookkeeping is interested in the role. He wants to explore with the Executive Committee any questions that may need to be clarified. Mr. Murphy said that he advised Kim Paulding of these issues and that the contract with her has not been renewed until we could figure things out. She has been out of town part of that time, so it worked out. He now feels ready to renew the contract.

Mr. O'Callaghan asked whether the audit report has been delivered. Mr. Watson said that it has not, but he expects it soon. Ms. Goedhart said that errors from 2016 and 2017 will be corrected by journal entries. She said that the 2018 receipts were correct or have been corrected. Mr. O'Callaghan said that checks and balances are needed to protect against fraud.

Ms. Goedhart said that because of the errors, she and Mr. Watson reviewed the pro forma that had been submitted to the RDA and amended it with correct information. She said that the original had been mostly correct.

Mr. Jones asked how long the double counting had been going on. Mr. Watson said that most of the errors were from 2017, but 2016 also was affected. He said that improved controls have since been put into place. Mr. Butterfield asked whether keylist sales had been affected. Ms. Goedhart said that keylist sales had been correctly invoiced.

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Mr. Shea said that he has met with Adam Dayton, a lawyer who will research and provide an opinion on the Bicycle Collective's sales tax liability for free. Mr. Dayton will contact a colleague in the Attorney General's office to inquire how best to approach the Tax Commission with the Collective's delinquent payment. Mr. Shea said Mr. Dayton will provide his opinion on which of our sales require that sales tax be collected.

Ms. Larkin joined the meeting.

(7) **Elections.** Mr. Shea said he had sent a test ballot to the directors, but for an unknown reason they did not receive it. He will resend the test ballot using his personal Google account. He reported that St. George has two candidates and the other shops each have one.

(8) **Strategic plan.** Mr. Shea thanked Mr. Butterfield, Ms. Reynolds and Mr. Teigen for their help in reviewing the document sent by Ron Woodbury. Mr. Murphy asked about the concept of environmental factors. Mr. Shea said those words and phrases describe things that Bicycle Collective must work with. He said the workgroup recommends retaining the goals, but eliminating the dates and assignments. Mr. Shea will edit the document based on the changes the workgroup recommends. He will circulate the redrafted text.

(9) **Recruiting Board directors.** Mr. Murphy said that because Mr. Teigen has stepped down as treasurer, the Board needs a director with that skill set. He will post notices with Indeed and the Salt Lake Bicycle Advisory Board. Mr. Watson suggested the Salt Lake Bicycle Action Committee, and Ms. Reynolds suggested the UNA.

Mr. Murphy said we have several Board vacancies and he recommends looking for diverse candidates with experience in retail operations and business management, finance and accounting, capital campaigns and fundraising, community relations and volunteer organizing, or working with our clients.

(10) **2019 meeting schedule.** Mr. Shea reported that the November meeting will focus primarily on the 2019 budget. He proposed 2019 meeting dates that continue the pattern from 2018. The Board would meet the fourth Wednesday of alternate months and the executive committee would meet the second Wednesday of every month. Mr. Butterfield observed that the November date shown on the handout is the third Wednesday. Mr. Shea proposed the third Wednesday in July and November so as not to conflict with Pioneer Day and Thanksgiving Day. Mr. Shea moved approval of the proposed dates, and the motion passed unanimously.

(11) **Record of membership and contributions by Board directors.** Mr. Shea said that Mr. Deutschman had prepared a form in the Google Drive on which directors should record their contributions to the Bicycle Collective. Mr. Watson will use

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the information when a grant application requests information about the financial participation of directors in the organization.

(12) **Adjourn.** The meeting adjourned at 8:00. The next meeting is November 28, 2018.