

February 9th Board Meeting Minutes

Meeting Details

Chairperson: Brian Ellison
Secretary: Matthew Martinez
February 9th at 5:11pm CST
Virtual Google Meet
Agenda submitted by Brian Ellison

Directors in Attendance

President: Brian Ellison
Vice President: Sydney Shimko
Secretary: Matthew Martinez
Treasurer: Janet Kreilein
League Director: Renee Griswold

I. Call to Order

-Meeting called to order @ 5:11pm by Brian Ellison
-All current Board Members present.

1A. Agenda (attached)

-Motion to adopt agenda made by Janet Kreilein
-Second to the motion made by Sydney Shimko
-No opposition

1B. Mission Review

-Sydney will provide another image

2. Board Business & Action

2A. Preliminary Discussion on Strategic Plan

-Janet suggests a survey or investigatory questions that help start the discussion and foster good ideas.

-Talk with D&K about past Strategic Plans

- Brian brought up the point of whether the Strategic Plan is something we want to do or if this something a committee should tackle.
- We should include others outside of the organization.
- We should include national NICA help.
- Renee will talk with Chris Mileski tomorrow about the discussion and gain his perspective

2B. Review FAQ draft (attached)

- Discussion of Process of choosing the Board was done by Brian
- Brian will draft the narrative on how the process was done

2C. Approve Past Board Minutes

- January 9th approved
Motion to approve by Sydney Shimko
2nd to motion made by Janet Kreilein
- January 12th approved
Motion to approve by Sydney Shimko
2nd to motion made by Matthew Martinez
- January 19th approved
Motion to approve made by Janet Kreilein
2nd to motion made by Sydney Shimko

Adjournment

- Motion to adjourn made by Matthew Martinez
- 2nd to motion made by Sydney Shimko
- No objection
- Meeting adjourned at 6:13pm

FAQ Draft

WI League Becomes a NICA Chapter League! You ask, “So what does that really mean?” The League FAQs will help!

What is a NICA Chapter League?

A NICA Chapter League is a legal structure that allows the WI League to operate as a subsidiary of NICA and allows the League to control their day-to-day operations with the support of the League Director and a Board of Directors. The legal structure has several advantages:

- The League is incorporated in its state of operation. The WI League is incorporated in WI and operates under the rules and guidelines of WI law and regulations. Sponsors often wish for their donations to be made to legal organizations incorporated in the state of operation.
- The WI League operates underneath the umbrella of the NICA IRS 501(c)(3) tax exemption certificate. This structure means that the WI League does not have to maintain its own IRS tax exemption, file annual IRS Form 990s reflecting our operations, and engage our own external auditor. This support is provided by NICA staff and their paid advisors. This allows the WI League to utilize our resources on the operations, management and growth of the League.
- As a separate legal entity, the WI League is required to operate with a Board of Directors (BOD). Once the WI League was organized and the entity by-laws were completed, the Board of Directors were legally authorized to represent the new entity as the initial Board. The most significant indicator of the success and longevity of a non-profit entity is having a BOD with varied backgrounds to support the leadership of the organization. The WI League is further supported by the resources and support of NICA and its staff.

What was the WI League before it became a Chapter League?

The WI League was called a Project League. Some other state leagues are in project league status. Project Leagues do not have their own legal entity and are essentially operating within the legal entity of NICA, incorporated in California. As such, their activities operate within the NICA IRS 501(c)(3) tax exemption certificate, their financial activity is reported within the NICA Form 990 and they do not have their own Board of Directors.

What are the advantages of operating as a Chapter League?

- The League Director has the support and expertise of the Board to leverage. In the event of an unexpected departure of a League Director, the Board and NICA will be available to the League to ensure that the work of the League continues uninterrupted.
- The League Director and Board have the full support of NICA and if the Board could not serve for any reason, NICA would be able to legally serve as a board member while elections are held for new board members.
- The League will have full access to and be able to leverage the systems and processes of NICA while operating autonomously within the parameters of our Chapter Agreement with NICA.

What is the role of the Board of Directors?

- Set policy guidelines for the organization
- Fulfill a fiduciary oversight duty to both NICA and the WI League
- Ensure that the legal organization complies with all applicable rules and regulations of Wisconsin law
- Ensure that the League does not engage in any IRS prohibited activities that could jeopardize NICA tax-exempt status
- Serve as a resource to the League Director in their role as the executive and operational leader of the WI League

It is anticipated that the Board will establish regular meetings with the League Director to ensure that these obligations are met.

Why were the Board members announced in early 2021 if they could not legally serve until 2022?

Board members selected in early 2021 spent time learning and understanding the legal structure of the organization in place at the time and determined that changes were needed to facilitate the “umbrella” tax exempt status of NICA. Work proceeded to put a new structure and new legal entity in place along with the necessary insurance coverages required by a Board. During this time, the Board operated in an advisory status. Once the new legal structure was in place, the Board members selected to serve through the previous process could “stand up” and begin their role as a Director.

How are future Directors selected?

Future Directors will be elected according to Section 2 of the by-laws of the Wisconsin Interscholastic Cycling Association, which are posted under the Governance heading on the WI League website. The Board will establish a process to solicit applications prior to the January Annual Meeting and the election process is as follows:

At a Board meeting at which one or more director positions are to be filled, each director may nominate one person (but no more than one person) to fill each of the positions to be filled. Once nominations have been made, the Chair shall distribute at the meeting to each director a ballot setting forth as to each director position to be filled, the names of each candidate nominated for the position; in addition, one space shall be provided for a write-in candidate for each director position to be filled. Each director shall have one vote as to each position to be filled. As to each position to be filled, the candidate receiving the greatest number of votes shall be declared the winner as to that position (regardless of whether the candidate receives a majority of the votes cast, i.e., it is unnecessary for there to be a “run off” election if in the “first round” of voting, a candidate does not receive a majority of the votes cast). In the case of a tie in the voting for any particular director position, the Chair shall resolve the tie via the Chair’s choice of some openly-observable, impartial, tie-breaking method (e.g., a coin toss).

The terms of the Board are staggered to preserve continuity and terms will be open in 2023 (1 position), 2024 (1 position), and 2025 (2 positions). The Board has the authority to expand the number of Board positions if considered prudent and set the date and time of the Annual Meeting.

How can the WI League coaches and team directors learn about the activities of the Board?

The Board minutes from every Board meeting will be posted under the Governance heading on the WI League website once the minutes have been approved by the Board. Other governance processes and procedures may be considered and implemented in the future.

How should WI League members approach League leadership with concerns or ideas for future improvements?

Concerns and ideas for future improvements should be directed to the League Director whose contact information will be added to the FAQs once hired. The League Director has full responsibility around operational details.

If the subject concerns a matter of policy, compliance or oversight under Board governance, the best way to communicate with the Board is via email to board@wisconsinmtb.org. The Board will strive to discuss the concern or idea at its next meeting and one of the Board members will respond you the email. The WI League has not previously operated with a Board. As the Board gains experience and knowledge about the League and its operations, the Board may initiate processes designed to support its needs.

How can Coaches and Team Directors communicate with the Board?

As of now, the best way to communicate with the Board is via email to board@wisconsinmtb.org. The Board will strive to discuss the concern or idea at its next meeting and one of the Board members will respond you the email. The WI League has not previously operated with a Board. As the Board gains experience and knowledge about the League and its operations, the Board may initiate processes designed to support its needs.

NOTE: The Board is setting policy, not attending to operational details. Any communication around operational details should go to the League Director.

What is going to change for teams, families, and coaches?

The overarching goals of the League are as they have always been:

- Invite growth while maintaining the culture and values of NICA at both the team and League level
- Remove any barriers and improve and streamline processes to support coach, rider and parent participation
- Ensure a successful transition of League Directors
- Model and support the FIERC values in everything the League does

February 9, 2022 at 5:00 PM – Wisconsin Interscholastic Cycling League Board Meeting

1. 5:00 PM CALL TO ORDER

1A. Adopt the Agenda

1B. Mission, Vision and Values of the Wisconsin Interscholastic Cycling League

NICA Mission



We build strong minds, bodies, character, and communities through cycling.

NICA Vision

Every youth is empowered to be part of a thriving and engaged cycling community.

NICA Values

- **Fun:** NICA inspires friendship, joy, and adventure.
- **Inclusivity:** NICA believes everyone should be able to participate in our programs and feel welcomed, respected and supported.
- **Equity:** NICA is committed to fair treatment, equal access, opportunity, advancement and elimination of barriers to encourage participation for all.

- **Respect:** NICA expects consideration for all others, oneself, and the outdoors.
- **Community:** NICA unites diverse people, families and communities through cycling by creating fun and welcoming experiences.

2. BOARD BUSINESS AND POSSIBLE BOARD ACTION

2A. Preliminary discussion on Strategic Plan

2B. Review FAQ Draft

2C. Approve past Board Minutes