

Bainbridge Island Rowing
Board of Directors Meeting Minutes
08/24/22, 7:00 PM



Location: SPRC

Board Members

Present: Jennifer Ames-Karreman, Jill Bamburg, Andrew Block, Laura Bottger, Lindsay Browning, Julia Czesla, Melanie Edenholm, Sue Entress, Mirén First, Brandon Fleet, John Foy, Kris Kutchera, Tim Verharen, Beth Wheeler

Absent: Celia Clark, Hannah Cutler, Marc Stewart

Quorum: Yes (14/17)

Others Present: Bruce Beall

Proceedings

Meeting was called to order at 6:58 PM PST by President, Kris Kutchera

Welcome and Introductions

Minutes

- **MOTION** by Melanie Edenholm to approve the July 27, 2022 Board Meeting Minutes. Seconded by Andrew Block; Jill Bamburg, Lindsay Browning, and Kris Kutchera abstained.

Agenda

- **MOTION** by Laura Bottger to approve August 24, 2022 Agenda. Seconded by Sue Entress, all approve.

Month in Review - August 2022

- Summer Season is wrapping up and Fall Season starts right after Labor Day with information sessions for parents and adult rowers.
- Bruce Beall has been working diligently to fill our coaching vacancies. The fall staffing plan is almost filled.
- Celia Clark and Redge Campbell are reforming two new committees:
 - Regatta Committee, and Coordinators Committee to assist with coordination of the programs.

- We hosted a very successful Safety Day with over 40 attendees from BIR, KRA, BIPD and BIFD. Many thanks to Marc Stewart and others for organizing this informative and fun event!
- Lots of equipment maintenance is happening in this window between spring and fall seasons – shell cleaning and repair, launch cleaning and repair, and much more.
- Bruce Beall has located a used men's open weight 4x- and will ask for the Board's approval for the purchase. This boat is one of the top needs for our fleet plan.
- Ticket sales for Dream Big opened are open and will run through September 7 or at 205 attendees – whichever comes first. Detailed plans are coming together and Julia Czesla will provide an update tonight.
- The Events Committee continues to refine a framework for venue rentals. Next steps are meetings in late September with a potential events planner and discussions regarding streamlining rental of the lawn.
- Melanie Edenholm, Kurt Frost, Jennifer Ames-Karreman and Kris Kutchera are working on revising our pro forma budget with input from the Event Rentals Committee. The budget information is needed to finalize our plan for an Executive Director role, tentatively in the October Board meeting.
- Later in the year, Jill Bamburg will lead us in refreshing our strategic plan.
- YTD finances are good with higher than budgeted membership numbers.
- Clark Construction has returned a draft estimate for completion of the upper level of the rowing center and we will ask for your approval tonight.
- Many thanks to everyone for your help in making all of this happen!

Strategic Planning

- BIR's current strategic plan was intended to direct operations during COVID, post-COVID and under resumed growth. As BIR moves firmly into the "resume growth" phase, planning will need to consider the implications of varied levels of growth going forward. Jill Bamburg has agreed to lead the effort; current intent is to structure the process in concentrated workshop sessions. Additional discussion, with a view towards including a potential Executive Director in the process, prompted a decision to shift timing of workshops from November 2022 to late winter 2023, prior to the start of spring rowing and booking of potential event rentals but after an Executive Director has been hired. The following board members in attendance expressed interest in being part of this process: Jennifer Ames-Karreman, Jill Bamburg, Laura Bottger, Julia Czesla, Melanie Edenholm, Sue Entress, Brandon Fleet, John Foy and Kris Kutchera. Bruce Beall also expressed interest.

Financials Update

- Melanie Edenholm provided an update on projections for financial outlook of venue rentals. Variety of factors to be considered, as well as long-term implications for planning. Lindsay Browning offered to provide input to the discussion of corporate events.

Development

- Julia Czesla gave an update on planning for DreamBig on September 17, 2022. Mirén First agreed to coordinate dinner for the Junior volunteers on the night of. Lindsay Browning offered to identify junior parents to help with setup on Saturday.
- Donations to the BOD Booze Basket will be needed shortly. Sue Entress agreed to be the point person for donations.

Construction Update

- Detailed pricing from CCI on Phase 3 has been received and is in the range of the existing budget. Potential savings have been identified and will be reviewed by Design Committee quickly prior to the execution of a contract. Construction could potentially start in the next thirty days, with the caveat that there be no conflict with DreamBig on September 17, 2022.
- **MOTION** by John Foy to approve the Corporate Resolution attached. Sue Entress seconded, all approve.
- East Deck Project awaiting purchase and installation of pavers at boundary between deck and adjacent grass.
- **MOTION** by John Foy to authorize paver installation work, not to exceed \$7200. Brandon Fleet seconded, all approve.

Boat Purchase Proposal

- Used boat has become available (Mens Open Weight Quad) from Pocock for \$7000, plus \$3000 for riggers. Total is considerably less than a new comparable boat, and one of the critical BIR needs. Down payment of \$2000 must be funded by BIR; balance potentially funded through grants identified by Jennifer Ames-Karreman.
- **MOTION** by Laura Bottger to approve purchase of Mens Open Weight Quad and riggers for \$10,000. Lindsay Browning seconded, all approve.

One-Call-for-All Event

- OCFA, which has been a strong supporter of BIR, has requested to hold their kickoff event at the Boathouse in late September/early October. Coordination with CCI would be needed. Jennifer Ames-Karreman will convey that BIR is open to holding the event at the Boathouse.

MOTION by Jill Bamburg to adjourn to Executive Session. Brandon Fleet seconded. All approve. Meeting adjourned to Executive Session at 8:33 pm.

MOTION by Jill Bamburg to adjourn meeting. Julia Czesla seconded. All approve. Meeting adjourned at 8:48 pm

Minutes submitted by Secretary, Beth Wheeler

CORPORATE RESOLUTION

That a matter was brought before the Board of Bainbridge Island Rowing ("BIR") at a regularly scheduled corporate meeting regarding the authorization to be provided to and delegated to the BIR President to sign a construction contract with Clark Construction, Inc., on the following terms, conditions, and covenants.

WHEREAS, BIR has approximately One Million and Fifty Thousand Dollars (\$1,050,000) set aside to finish the Stan Pocock Rowing Center ("SPRC"), also known as "Phase 3," starting in September 2022;

WHEREAS, BIR has been able to net approximately One Hundred and Fifty Thousand Dollars (\$150,000) in its annual auction known as "Dream Big", which is scheduled for September 2022;

WHEREAS, preliminary cost data for a construction contract ("Contract") to complete Phase 3 has been provided by Clark Construction, Inc., that is believed to approximate One Million One Hundred Thousand Dollars (\$1,100,000) including Washington State Sales Tax;

WHEREAS, an additional amount not to exceed One Hundred Thousand Dollars (\$100,000) is estimated for outside services and other expenses to complete Phase 3;

IT IS HEREBY RESOLVED

1. That the BIR Construction Design Committee and BIR Executive Committee be authorized to finalize the terms of such contract with Clark Construction, Inc., not to exceed One Million One Hundred Thousand Dollars (\$1,100,000);
2. That it is desirable and in the best interest of this corporation that the President be authorized to sign such Contract and by doing so shall conclusively establish their authority therefore from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken;
3. That the BIR Vice President and Treasurer shall be authorized to administer such Contract when work starts to add, modify, and reduce matters associated with this contract within the budget of One Million One Hundred Thousand Dollars (\$1,100,000) without further authorization of the Board, and all payment applications shall be reviewed and approved by the BIR Vice President and Treasurer.
4. That the BIR President be authorized to approve payments for outside services and other expenses associated with Phase 3 construction, up to the aggregate amount of \$100,000.

CERTIFICATE

The undersigned hereby certifies that s/he is the Secretary of BAINBRIDGE ISLAND ROWING, a corporation organized and existing under the laws of the State of WASHINGTON; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the 24th day of August, 2022 at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 24 day of August, 2022.

Beth Wheeler

Beth Wheeler

Secretary of Bainbridge Island Rowing