

**FALMOUTH TRACK CLUB**  
**Board of Directors Meeting**  
**June 13, 2017**

Meeting convened at the Falmouth Track Club office on 05/16/2017 at 6:36 pm

**Members Present:** Courtney Bird, Jack Carroll, Julie Waite, Helen Kennedy, Jen McKay, Carl Gustafson, Steve Morris, Jim Preisig, Jill Polvinen, Kevin Leach, Paul DiAngelis, Ken Gartner, Brian Bourque and Sari Budrow

1. **Approval of Minutes:** Jack Carroll made a motion to approve the Minutes of May 16, 2017, Steve Morris seconded the motion. Motion carried unanimously
2. **President's Report-** Courtney Bird discussed FTC Ownership and its parameters.

Jim Preisig – Define FTC's events; does FTC own every event that they has FTC's name on it – no. What is affiliation? Case by case basis, no blanket answer for what FTC owns.

Jack Carroll – FTC has a number of events they are associated with. Club established events – consistent pattern of how events treated. FTC has no procedure to accept or deny races – never needed any until now. We may need to come up with a procedure. It is up to the Board to resolve current issue (CCTR).

Courtney Bird – This is a learning experience. The Board needs to take on a process for races/acceptance of; events managed by Club. Discussed races managed by Board. Directors have latitude in managing events on behalf of Club. We need a resolution.

Carl Gustafson made a motion that CCTR no longer will be under the auspices of FTC. Ken Gartner seconded the motion.

Brian Bourque asked to define 'auspices'. Courtney Bird stated definition of auspices is from Latin for "blessing" and one meaning is 'overseer' – has control. Board discussed.

Carl Gustafson – FTC now receives donation. Discussed remove FTC from receiving donation – 'total separation'.

Jill Polvinen – discussed money to club.

Courtney Bird – documentation Carl sent out referred to donation – 2013 Board approved a certain percentage and with a cap; and 2<sup>nd</sup> part was that the Club reserved the right to reconsider what the club received from the race in the future. CCTC was integral part of FTC.

Jack Carroll – Opposed; doesn't believe CCTR belongs to anyone else except FTC. This sets a precedent. The Club doesn't have an 'auspices' contract with Carl. But this event has been part of FTC for four years, and he believes FTC to be governing body. Thus the Board has the responsibility to oversee all FTC events including the CCTR and has a number of means at its disposal, including going to court if necessary, to ensure that control.

Carl Gustafson said he felt threatened by that statement.

Brian Bourque – Carl has run this race and now wants to own it independently. Question is do we let him. Before we leave tonight Board needs to set record for any future race.

Steve Morris – Opposed. FTC has had it within budgets and has always helped with the race. Would like to see FTC keep the race. He discussed monies (\$2,500) for income.

Jill Polvinen agreed with Steve. Doesn't want what happens tonight to affect the race.

Ken Gartner said he feels Carl is going a great job. If Carl steps back no one can replace him. We should we just support Carl to promote race. He added that he was afraid to lose this race.

Ann Tarrant said Courtney started FTC, why can't Courtney run it.

Jack Carroll said he agrees with Ken, but believes there are other people who can run this race as well. This is not about one person, it is about a race.

Carl Gustafson said he did not ask people to come to this meeting, so if we hear from everyone (members of FTC attended), then we should reconvene so he can bring in support. He requested to limit comments to just the Board members.

Courtney Bird said people who attend have right to speak, but only Board can vote.

Carl Gustafson spoke of sponsors and others who are not represented at this meeting.

Jill Polvinen had a procedural question: She spoke on Carl's support not being present and all agree Carl has done a good job with the race and other races and recognized that monies go back to community. She didn't recognize status of FTC being another charity. She reviewed the first three e-mails sent between Carl and Courtney. She asked that before a vote is made to step back and discuss issue of framework that both parties can move forward with Club governance.

Jen McKay spoke on the two summaries of race history that was forwarded to members. She agreed that it is a good race; if \$2500.00 is too much to give to FTC, then Carl wants to take race on by himself and remove it from FTC.

Helen Kennedy said CCTR is a good race and if \$2500.00 is an issue then discuss with the Board. She asked Carl if the monies are the reason he wants to remove race from FTC.

Carl Gustafson said he feels he has answered all the questions. Helen Kennedy asked again. Carl said the question is phrased incorrectly; he discussed what he does for the race with no reimbursement. He gives emotional and physical time to the race; he said the Club has no financial risk and he would be solely responsible for financial risk. He said the point of this race is not to make money for FTC.

Helen Kennedy said her point is that the donation to FTC from CCTR goes into the pot for charities FTC supports.

Brian Bourque addressed Carl – the work you do is your decision, not Board requested; should be separate from issue of donation to FTC.

Steve Morris requested to get back to the motion before the Board – he believed issue is increase in donation amount.

Jill Polvinen this is a Board decision – we should discuss goals.

Carl Gustafson said if it is A, B or C – I have given answers – here to speak of the race and what it is. He said it is a lively organism that he feels he needs to protect. His response to Courtney was reactive – there are more concerns than just the monies.

Jen McKay asked Carl if he would be willing to work with the Board on the overall money aspect. She commented that Carl has not committed or is willing to discuss money issue with the Board.

Jill Polvinen asked what is the parameter to work together to protect the spirit and culture of CCTR.

Jack Carrol – Motion was made. He is opposed to CCTR being taken away from FTC. FTC is an important identity to the race – this would set a precedent and will not be good for future races and process. CCTR is a viable race.

Call for vote: 2 approve (Ken and Carl) – 2 abstentions (Jill and Brian) – 10 opposed

Motion failed.

Steve Morris – Lets discuss money; was \$1500 and now is \$2500 over a four-year period.

Courtney Bird – Agrees he should have brought to the Board instead of indulging in e-mail responses. He said it was not his intention to act on behalf of the Board. He reviewed the e-mail comments and understands and supports concept of the race to raise monies for charities. He explained that the overhead of the Club expense for any race is a concern and he want to make sure FTC's costs are covered.

Carl Gustafson made a motion to allow FTC to distribute the 2017 funds to charities specified. Jill Polvinen seconded the motion.

Courtney Bird made a motion to amend to insert per the financial schedule set forth by Jessica Whritenour for specific amounts to charities. Brian Bourque seconded amendment. Motion carried.

Call Vote as amended – Unanimous approval

Steve Morris discussed the increase of donation to the Club from CCTR starting at \$1500 the first year and is now \$2500 at the fourth year of the race.

Courtney Bird asked if the Board knew what the actual overhead costs to the Club are. He said the CCTR is a unique race as it is charity oriented specifically. 100% of the income of all other events goes into the general fund. He discussed the overhead costs of FTC (office, electricity, administrative costs, materials for races, etc.) and the scholarships FTC sponsors. He discussed the 2017 Budget V. expenses – and noted that there is no formula to fairly assign a percentage of the club's overhead to each race and other income producing activities.

Ken Gartner stated that after this he does not want the Youth Race to be a part of FTC.

The Board discussed how to assign costs – should wait to hear from Judy before any decision.

Carl Gustafson said he was told by Courtney that there have been discussions with attorneys and said he has no interest in contacting an attorney. The Board has enough information, no need for more discussion.

Carl Gustafson made a motion to keep the donation to 20% with a maximum of \$2500 'forever' and to cover Judy's cost separately. Steve Morris seconded the motion.

Jack Carroll said Judy is not the only expense. Discussed other issues involving FTC's accountant and administrative assistant does the reconciliation monthly and gives support for Trail race. She is paid for work she does by FTC; and race and costs are growing. He stated he is opposed to the motion.

Carl Gustafson stated numbers are not going to grow exponentially – we are out of parking area as well.

Julie Waite said costs will increase; race will make more money – expenses will increase as well. Consider increased costs. She believes this has to be revisited every couple of years.

Jill Polvinen said it is not good to say 'forever' in a motion as costs go up as well as income. "Spirit" means setting parameters; take into consideration desire/intent to raise monies for charities.

Steve Morris made an amendment to the vote to put in "for three years". There was no second.

Carl Gustafson suggested building in a COLA (Cost-of-living adjustment).

Courtney Bird said the event has grown – costs have increased. What issue is is “what is fair percentage” that FTC can apply to all races. Maybe we should take time to discuss what the best formula to use is.

Carl Gustafson asked for integrity to be maintained; he will work at events to help FTC.

Courtney Bird said the Board needs to balance the budget and how to deal with reserves. Board has fiduciary responsibility to break even and make income. He said he does not support the motion.

Jim Preisig said we can't vote an amount now without reviewing figures and facts. Why is it not acceptable to put together figures for Board review to determine CCTR to be capable of paying costs incurred by FTC?

Carl Gustafson said there are many intangibles to the Club; Club gets many benefits not just fiscal. He is not happy with holding off 2017 disbursements. He said he feels outnumbered and marginalized – let's find another way to bring monies to the Club. Fiscal v. Charitable Event.

Jen McKay said she understands the stress, but not unreasonable for Club to establish formula going forward. She said she feels that Carl is not willing to work with the Club.

Steve Morris said he is willing to go to \$3,000 and with separate costs paid for Judy and Leslie's work.

Carl Gustafson agreed and withdrew his original motion. Carl made a motion to donate \$3,000 with separate payment to Judy and Leslie forever. Steve Morris seconded.

Vote called – 4 in favor of motion, 9 opposed to motion – SB abstained. Motion failed.

Courtney Bird made a motion to come to next meeting with formula for costs for race. Jack Carroll seconded.

Jack Carrol said we asked this at last meeting and set up committee. Work on formula.

Jen McKay reiterated a 'formula' to be used for all races.

Carl Gustafson said it is not relevant to all races!

Board discussed formula to apply to all races and how to asses for each race.

Carl Gustafson said he cannot go on like this and won't give another month of worry to this issue. If the Board cannot come up with something, he said that he will resign and will turn in his key.

Ken Gartner said that a formula concept scares him; i.e. If I start a Youth Cross Country race, I want all the monies to go to race not to pay the lights.

Jack Carroll said we should go forward with plan, Board may or may not agree.

Brian Bourque said we need a basis – a formula that we will be able to use for all races. We need time to do that but should make a compromise now. He made a motion for CCTR to freeze for a two-year period annual payment of \$3,000 and separate payment to Judy and Leslie to pay for their race-related time. Steve Morris seconded.

Courtney Bird said he doesn't see how critical it is to decide this formula for CCTR race as CCTR doesn't start until next year. He feels Club has time to settle this and not commit for two years.

Steve Morris said this is a reasonable motion with reasonable increase based on past years. Supports motion.

Jack Carroll said it is a reasonable compromise.

Courtney Bird amended the motion to one year.’

Vote on amendment – 3 approved – 9 opposed – 1 abstention (SB). Amendment to motion failed.

Carl Gustafson asked members what is fair.

Julie Waite said the two years is fair.

Main Motion called for vote – 10 approved, 2 opposed, 1 abstention (SB) – Motion carried.

**3. Cape Cod Marathon** – Helen Kennedy informed the Board that she has been successful in getting LL Bean as a sponsor for the Marathon.

**4. New Business:**

David’s Swim – Courtney Bird asked for support and to put this on website.

Jack Carroll made a Motion to support David’s Swim. Steve Morris seconded. Motion carried unanimously.

Brian Bourque suggested we reach out and find out what they need most for support from the FTC. Courtney Bird agreed and said he would do so.

Motion made to adjourn by Jack Carroll, seconded by Jen McKay.

Meeting adjourned 8:47 PM.

**Next Meeting to be held on July 11, 2017 at 6:30 PM at Falmouth Track Club Office.**

Respectfully Submitted,  
Sari Budrow, FTC Secretary

Approved by Board of Directors: \_\_\_\_\_ Date: \_\_\_\_\_