



NARRAGANSETT
BOAT CLUB

Board of Governors Meeting Agenda – JOR Copy

Date:	Wednesday, December 16, 2020
Time:	6:15 PM
Place:	Virtual, via Zoom https://us02web.zoom.us/j/83868724088?pwd=K3NGaGh0U3hQbE9VVjBWaUVkVE9KUT09; Passcode: 408192
Chair:	Jamie Reavis
Secretary	Sherri Nelson
Advance Materials:	Agenda Minutes of November 18, 2020 BOG Meeting and December 2, 2020 BOG Meeting Secretary's Report – December 13, 2020 Description of Awards
Agenda:	<p>Approval of Minutes</p> <ul style="list-style-type: none">• November 18, 2020 and December 2, 2020 BOG Meetings– Jamie Reavis <p>Review of Committee Reports</p> <ul style="list-style-type: none">• Secretary's Report – Sherri Nelson, Deb Chute• Treasurer's Report – Joan Martin• Captain's Report – Eric Watne – No updates• Program Committee Report – Committee• Building Committee Report – Pete Evans• Governance Committee Report – Alan Harlam, John Kennedy• Diversity Task Force - Kristi Wharton, Pat Watson, Alan Harlam• Others? <p>Old Business</p> <ul style="list-style-type: none">• Place governance documents on website• Other? <p>New Business</p> <ul style="list-style-type: none">• Nominations• Awards• Awards – Jamie Reavis<ul style="list-style-type: none">○ Moser○ Williamson○ Chadwick• Other?

Executive Session

- Any?

Remarks for the Good of the Club

Next Meeting:	Date:	January 20, 2020 – Annual Meeting
	Time:	6:15 PM
	Place:	TBD

Narragansett Boat Club
Board of Governors meeting
November 18, 2020 6:15 pm
Virtual via zoom

Board of Governors members present: Ruth Berenson, Carol Browning, Alden Bumstead, Pete Evans, Dan Gorriaran, Michael Hamilton, Alan Harlam, Virginia Hopkins, Joan Martin, Sherri Nelson, Jamie Reavis, Eric Watne, Pat Watson, Kristi Wharton

NBC members present: Constance Chang, Davy Cutts, Francesca Dow, Rob English, Lisa Evans, Maura (Mo) Flanagan, Jonathan Haisman, John Kennedy, Wes Kerns, Christine Rogers, Daniela Roop, Suzzannah Rutherford, John Ryan, Kim Worrell

The meeting was called to order at 6:15 pm by Jamie Reavis.

Approval of Minutes

- Minutes from the 10-14-20 BOG meeting were approved.

Review of Committee Reports

Secretary's Report (Sherri Nelson, Deb Chute)*

- No new members this month. Total membership remains at 248. We are down 16 members from last year at this time.

Treasurer's Report (Joan Martin)

- No report tonight. Budget meeting in 2 weeks.

Captain's Report (Eric Watne)*

- Congratulations to Michael Hamilton on naming of black Filippi in his honor, in recognition of all of his contributions to the club.
- Rowing committee is recommending the purchase of six new singles. 20-30% of their cost would be covered by anticipated income from used NBC boat sales.
- Jonathan Haisman made a presentation of the comprehensive analysis that drove the boat selection. The committee favored the boats that gave the most performance for the money. Fluids and Wintechs came out the best in that regard, in the \$7.5K to \$8.5-9K range, with most around \$8K.
- Both Wintech and Fluid are financing purchases (around 5%). This is significant as we need to think seriously about conserving cash this year.
- These purchases reflect the fact that our singles are some of the oldest boats we have, and that we will probably be using singles for awhile.

Motion approved (unanimous): Purchase plan as recommended by Rowing Committee of 3 Wintechs and 3 Fluids is accepted, subject to an acceptable financial arrangement.

Thanks to all members who tested the boats and to Jonathan and the committee for doing all the research.

Programs Committee (Kristi Wharton)

- They are putting together a bridge program (2 days a week for 5 weeks) in the field.
- Also designing a winter erging program, to begin in January, either outside or e.g. in a parking garage, maybe using the trailer for a traveling erg program.
- Note: If anyone who has connections to a large space that is open and airy, please contact the Programs Committee.
- We have a pre-order of 25 ergs.
- Mo will send out general announcement as members have been making inquiries.

Building Committee (Pete Evans)

- Decision has been made to replace main ramp for south dock.
- South deck completed and looks great.
- He will look at 3- and 5- year plan for the facility.

Governance Committee (Alan Harlam, John Kennedy)*

- John and Alan made a powerpoint presentation regarding the Governance Committee proposal for a revised constitution. Thanks to Davy Cutts and Eric Goetz for the work on this project, along with committee members Fusun Gundogan and Tiffany Hogan.
- Strategic Plan set the stage for the goals they were trying to achieve: seeking governance that is more transparent, that encourages greater engagement by, and is more representative of, the membership; encourages leadership development; creates workable succession plans; strives to ensure a long term stable pipeline of talent to move onto the BOG.
- Structure of the BOG remains the same: 14 members; 6 officers; 7 standing committees, which includes Executive Committee. (The new constitution formalizes the creation of the EC.) BOG made up of three bodies: 1) officers, 2) chairs of standing committees; 3) at large members.
- The things that will be different will be: committee organization, nominating processes, and voting processes around BOG.
- Small changes in committee composition: Strive for 2 board members on each standing committee to comply with RI law. Most are that way now, some are not, e.g. Governance.
- They are proposing term limits: maximum allowance in RI for an officer or any board member is a 3 year term; a board member can do 2 consecutive terms; and then take a break for at least a year; that rotation pattern allows for bringing new talent, fresh perspectives, new insights but is also balanced with the need for institutional knowledge through consistency.
- They are proposing a rotation pattern for the election of the 6 officers and chairs of standing committees, that would be gradually introduced following the adoption of the new constitution, to allow for continuity.
- Currently there are 3 at large members who are also chairs of standing committees. So there are 5 at large members who are not committee chairs. The proposal is that in the

year following the adoption of the new constitution, these at large members would be elected for 3, 2, and 1 year terms, separate from the slate, on an individual basis. This would start the rotation through the process.

- Nominating Committee is an ad hoc committee will henceforth report to the BOG in their proposal, and the President will select its chair. Two BOG members will sit on the Nominating Committee.
- Question was raised re mechanism for keeping membership up to date on the activities of BOG, e.g. a newsletter. Alan responded that this could be something that is put into the new constitution.
- Out of a slate of 10 officers plus committee chairs, there would be 3-4 who would be elected each year on a rotating basis as part of the slate, as is the case currently, and 1-2 at large members, who would be elected individually. That is, the majority of the BOG would still be a board-driven process, while the idea is for the at large members to be a more open, member-driven process.
- The process for electing at large members: the Nominating Committee will solicit applications for people to be on the ballot and will develop a set of objective criteria for people to be presented on that ballot, and then the membership would vote for individuals; this would increase direct engagement by the membership in the process.
- Question: Is there an avenue for membership to replace someone before their term is up? President has the ability to put in motion a process to replace a board member if necessary.
- In response to a question, balloting cannot be done by email, as a member must be present at the annual meeting in order to vote, but perhaps there will be increased participation in a virtual meeting. The Governance Committee is looking into different methods of virtual balloting.
- There was a lively, at times contentious, debate focused on the process of electing at large members. Concerns expressed included how to ensure membership representation, DEI (diversity / equity / inclusion) issues, how to encourage members to apply for nomination for an at large position, how to avoid the election of at large members based primarily on name recognition. It was noted that DEI issues are not constitutional issues and that they should be embedded across the club, including in the nominating process. Also, the Nominating Committee would be involved with the process of supporting candidates for at large positions.
- At the conclusion of the discussion, Alan and John stated their opinion that the BOG is not ready to bring this proposed constitution forward to the membership. Jamie will reach out to people who have been vocal on this issue tonight in order to have a small group get together to discuss the points of contention in the process.
- Procedurally, BOG proposes constitution to membership and the process of adoption takes place over two quarterly meetings (six months). Realistically, this would mean that a revised constitution would not be adopted before 2022.

DEI Committee (Kristi Wharton, Pat Watson, Virginia Hopkins)

- They are working to clarify their goals and how to communicate these to the membership and the general public, and to figure out what is realistic to accomplish during a pandemic, and to consider which tasks belong in the DEI Committee and which ones belong with other committees, e.g. Programs, Membership.
- They are continuing to pursue a program with the Cuffee School, potential collaborations with Brown, potential funding sources, identifying community partners.
- They are creating a google doc with DEI resources that will eventually be available on the website for members and / or the general public.

Other Old Business

Gatherings in RI are down to 5; this shouldn't impact dock traffic, though we may have to reconvene if Governor Raimondo announces further restrictions. It will affect Bridge program; Mo will restructure the space to comply with current restrictions.

New Business

Nominating Process

John will soon send out solicitation of entire membership to announce the process, including the timing and also invitation to the annual meeting.

The meeting was adjourned at 8:07 pm.

Next meeting:

Wednesday, December 16, 2020, 6:15 pm

Location: zoom

*indicates that a report was submitted as part of tonight's meeting materials

Respectfully submitted,

Sherri Nelson
Secretary

Narragansett Boat Club
Board of Governors meeting
December 2, 2020 6:15 pm
Virtual via zoom

Board of Governors members present: Ruth Berenson, Carol Browning, Pete Evans, Dan Gorriaran, Michael Hamilton, Alan Harlam, Virginia Hopkins, Joan Martin, Sherri Nelson, Jamie Reavis, Eric Watne, Pat Watson, Kristi Wharton

Board of Governors members absent: Alden Bumstead

NBC members present: Lisa Evans, Barbara Link, Jonathan Haisman, Tim Maclay, John Mullen, Daniela Roop, John Ryan, Kim Worrell

The meeting was called to order at 6:15 pm by Jamie Reavis.

President's Announcement (Jamie Reavis)

Dave Phillips passed away a few days ago at the age of 94. He was a sports reporter for the Providence Journal for many years, and focused on rowing and sailing. He was a big supporter of NBC and of rowing, covering our regattas and coming to HOCR, for many years. A moment of silence was held in his honor.

2021 Budget presentation / discussion (led by Joan Martin)*

*Joan sent out a tentative budget earlier today.

Joan made the following points to frame the decisions we needed to make tonight:

- In the long term, we should develop a 3-year strategic financial plan , including how to manage 1.66 mortgage, ongoing fleet replenishment.
- But for tonight, we need to make decisions re 2021 dues and how to finance boat purchases approved by BOG in last meeting.
- In developing the numbers for tonight, Joan took the following into consideration, based on data from this year and projections for 2021:
 - We look profitable in 2020, but that's in part because we got a \$40K grant (for wakeless launch and extended barge sections), a \$37K PPP loan (which will in all likelihood be forgiven), and because we defunded the Director of Rowing position in the spring.
 - Joan is assuming that 2021 will bring a bigger economic downturn; accordingly, her projections assume a 20% decrease in membership. She was conservative in her projections, to help ensure that we don't end up short on cash.
 - However, she is projecting a one third increase in program revenue since we didn't have a spring program in 2020 but should be able to have one in 2021.
 - There are several uncertainties, mostly because of COVID-related issues: e.g. when will we be able to return to team boats (she made the assumption that it would be fall); will we get rental income for rack space from schools (Lincoln and Bay View), given there will be no spring programs.

- Also, Mo Flanagan is leaving NBC to take a new full time job (Congratulations, Mo), and her position as Program Coordinator will need to be replaced in some fashion so Joan left the salary in the budget.
- She projects \$250K in cash at year end; much has been designated by BOG; it could be moved around, depending on need (with exception of Scholarship Fund, which of course can't be shifted).

Dues discussion and decisions:

Factors taken into account in this discussion: current COVID situation, what to do about discounts we currently have in place, initiation fee, incentivizing members to pay their dues by the end of January. Scholarship money is available for dues as well as programming.

Motion approved (unanimous): Eliminate U27 discount; institute U23 discount of 50%. Adjust 72+ from 50% to 25%. Adjust spousal discount from 50% to 25%. Only one discount per family.

- Discussion: We currently have two types of memberships: regular and clubhouse. Then we have discounts for various categories. We already eliminated new member discount earlier this year. The other discounts, at 50%, are very generous, and not in line with discounts in other domains. Given that we may be going into leaner times, we need to reconsider how we structure discounts. Not many U27 members convert to regular memberships. The U23 discount will cover college-aged rowers and support their rowing.

Motion approved (unanimous): Add an initiation fee for all new members and people who have not been a member of the club in the previous calendar year, equal to 20% of the full dues (i.e. not on the discounted rate). For that initiation fee, members will take a 3-session class and get a sculling rating from the Captain.

- Discussion: We instituted a \$150 in the last few months to cover the cost of a required three-session orientation to the boat club. Many clubs have initiation fees, some much higher than what we have settled on.

Motion approved (unanimous): Set regular dues for 2021 at \$750; institute a renewal fee of \$50 which will be waived if dues are paid by January 31st, or if members initiate monthly payment.

- We have had a \$50 annual increase for the past several years. There has been an ongoing issue with members not renewing their membership until several months into the year, which creates extra work for Joan, Eric, and the registrar, and greater difficulties in projecting our financial situation for any given year.

Equipment financing discussion and decisions:

Factors taken into account in this discussion:

- We are looking at approximately \$100K in equipment outlay, that includes boats already approved (4 Peinerts, 3 Wintechns, 2 Fluids) and 25 ergs that we have reserved the right

to order from Concept 2. (Order window will be mid-December; we can order fewer than 25, but not more.)

- Programming Committee is planning “sizeable” winter virtual programming. They also plan to send out a member survey re interest in ergs, to guide how many of the 25 ergs we would actually purchase. They will offer “lease to own” option for members.
- We are selling off older singles, which will likely net \$20-\$25K.
- Rowing Committee will aim to have a net increase of seats (preferably a minimum of 6), such that additional sessions could be added to program schedule, so that cost of purchase could be offset by program revenue from the new boats.

Motion approved (unanimous): That the Board of Governors, in its discretion, is hereby authorized to obtain financing of up to \$80,000.00 from Webster Bank, N.A. for boat and other equipment purchases; and that James O. Reavis, as President of Narragansett Boat Club, and Joan M. Martin, as Treasurer of Narragansett Boat Club, are each hereby authorized and directed to execute and deliver any agreements, documents, instruments, certificates or things and to take all other actions as such officer deems necessary or appropriate to carry out the intent of the foregoing resolution, the execution and delivery of any such agreements, documents, instruments, certificates or things and or the taking of any such action to be conclusive evidence of the approval thereof and compliance with this and the foregoing resolution; provided that the terms of any such loan are approved by the BOG prior to entering into any such agreements, documents, instruments or certificates.

Discussion: We could use cash to purchase equipment; however, interest rates are low, and we should conserve cash since it's very difficult to predict what 2021 will bring. We would be looking for a two-year note. If our financial situation turns out to be better than anticipated, we can pay off the loan. Eric will hold off on boat orders until we know our financing options, with the exception of one Wintech that we already have and need to purchase now (\$7900; already approved). As part of long term strategic financial planning, we want to have a plan for turning the fleet so that we don't have to pursue financing.

Other business:

- Minor maintenance issues: collar for finger dock and piling caps; Pete Evans will address.
- Balance in scholarship fund is \$13.5K. Joan predicts \$16K by year end. 1% of dues and 1% of program revenue goes into fund. Historically, when it has gotten low, members have donated to replenish the fund.
- Thanks to Pat Watson for a well-done annual fund letter.
- And a big thanks to Joan for the numbers she provided tonight, and all the work that went into it.

Meeting was adjourned 7:48.

Next meeting:

Wednesday, December 16, 2020, 6:15 pm

Location: Zoom

Respectfully submitted,

Sherri Nelson
Secretary

DRAFT

Secretary's report - Membership as of 12/13/2020

Membership Category	12/13/2020	11/12/2020	12/11/2019
Regular	139	140	171
Spouse	12	12	16
72+	23	23	19
U27	57	57	45
Life	10	10	10
NonResident	4	4	n/a
Clubhouse	2	2	4
Total Members	247	248	265
Applicant Members to Vote on (included in numbers above)			
Type	Last_Name	First_Name	Comments

NONE

Notes:

Refunded one Regular member as a non-rowing parent

NBC MAJOR AWARDS

- **Chadwick Award**

The Marguerite Chadwick Award is presented to the Outstanding Masters Sweeps Oarswoman: The following rower has been selected because of her ability to contribute to her team's general enjoyment of rowing, her ability to consolidate and inspire her team's effort in competition, her individual effort and improvement, and her overall endeavor to strengthen her boat's teamwork. (2018 Winner - Ginny Brett)

- **Williamson Award**

The C. P. Williamson Sculling Award is presented annually to the sculler who both successfully competed at the Head of the Charles and whose good sportsmanship embodies the spirit of C. P. Williamson, one of the key NBC members who helped keep it going when times were darkest at NBC. Being fastest or first is not necessarily part of the criteria as noted above. (2018 Winner – Deb Chute)

- **Moser Award**

The Albin Moser Award is the MVP Award is the highest honor presented to an NBC member who has given time, effort and resources to further the mission of the club. Without this person, the club would look different. All members of NBC are eligible for the Albin Moser Award. (2018 Winner – John Ryan)

Proposal for Review and Amendment of NBC Constitution
Prepared by: NBC Governance Committee, December 2020

The Governance Committee was charged by the Board of Governors to review and update the Club's Constitution to reflect the goals, strategy and structure of the Club's Strategic Plan published in August 2018.

The Governance Committee undertook a thorough process to update the Constitution throughout 2020. A brief overview of the project is important to understand the process undertaken by the committee to assure that the document can provide the right foundation for the next chapter of the Club's service to the rowing community:

- Governance Committee membership: Davy Cutts, Eric Goetz, Fusun Gungodan, Alan Harlam, Tiffany Hogan, and John Kennedy
- Davy and Eric formed a working group that conducted the majority of the following tasks - with (no less than) monthly review and consultation with the full committee
- Thorough review of the 2018 Strategic Plan & the Club's current Constitution
- Review of the constitutions of other rowing clubs, other athletic clubs and associations, and other membership organizations to understand the important topics that we should include in our own document - and to identify models of approaches that might inform how our own document should be drafted.
- Additionally, we relied on the extensive governance experience of our full committee drawing from other non-profit and membership organizations
- Throughout the year, the team developed at least 14 drafts of a framework that identified the key sections of the new document, the topics that the document needed to address, and suggested structure and content for each section based on our understanding of the Club, the Strategic Plan, and best practices of governance in membership organizations
- We consulted Board members for their perspectives and expertise along the way including conversations with Jamie Reavis, Kristi Wharton, and the Planning Committee - and incorporated ideas from these meetings in the document drafts
- In October, the Governance Committee voted to approve the framework and began the process of converting the framework to a final draft of the document in consultation with an attorney retained by the Club. At the same time, we began a process of socializing the Framework with the full-Board to identify any areas for further work.
- The draft of the document is nearing completion (this week) with the attorneys - so it is important to create a process to collect feedback from the Board and from the Membership - and ultimately to amend the Constitution based on the draft we

are developing.

The Governance Committee has proposed the following process to collect feedback and suggested changes to the document - and for amendment:

- *Board review of this process at its meeting on 12/16/2020.* The process we outline is fully based on the current Constitution and does not require Board approval, but to assure that the process is open and transparent we are soliciting feedback and welcome any suggestions.
- *Relevant sections from the current Constitution:*
 - **ARTICLE X. MEETINGS**

10.3 The Annual Meeting of the Club shall be held in January of each year, and three additional meetings will be held in April, July and October at such time as the President or the Board of Governors may direct. Notice shall be given at least five (5) days prior to each meeting and an agenda shall be posted at the boathouse..
 - **ARTICLE XIII. AMENDMENTS**

13.1 This document may be amended, added to or repealed by a two-thirds vote of the members present at a regular meeting of the Club, provided at a previous regular meeting said proposed amendment, addition or repeal shall have been submitted in writing, endorsed by seven (7) members of the Club.
- *Document Review and Comment:* The draft Constitution will be shared with the Board and the Membership along with an accompanying document that provides context around the goals, connection to goals in the Strategic Plan, and clarification about policies that need to be developed to enact certain changes in the Constitution. This comment period will commence as soon as possible after the Board meeting on December 16, 2020 and will invite comments and feedback through the January 31, 2021
- *Public Discussion:* In early February 2021, the Governance Committee will host an open meeting of the Club where it will present its summary of the feedback they have received, facilitating any further discussion of issues in the document that need to be clarified or refined.
- *Document Revisions:* The Governance Committee will review all feedback and prepare a final document on/before February 28, 2021
- *Approval by Membership:* The final document will be submitted, as required by Article XIII, paragraph 13.1 of the Constitution with endorsing signatures for discussion at the regular meeting of the Club in April 2021 - followed by a vote at the July 2021 meeting of the Club where the Membership will be asked to vote to

amend the Constitution with the proposal developed by the Governance Committee