

Minutes

AVA Board of Directors (BOD) Special Meeting
January 12, 2022

1. Meeting called to order on Teams at 6:00pm CST by Chair Nancy Wittenberg.
2. All officers and Regional Directors (RD) were present. Representing the National Office (NO) was Henry Rosales, AVA CEO and President. Also participating were Deputy Regional Directors (DRD) from Atlantic, Northeast, Northwest, Southeast, and Southwest Regions; Committee Chairs Ben McDonald (App Committee and Board Member-at-Large) and Jerry Wilson (Convention); and members of the 2023 Olympiad Committee (Co-Chair Holly Pelking and members John McClellan and David Bonewitz). A quorum was declared.
3. Agenda was approved (Attachment 1).
4. Minutes. Ed Hainline (NW DRD) made the motion to accept minutes from the November 10, 2021, BOD meeting as submitted. Carl Cordes (PA RD) seconded. Approved.
5. Report on December Executive Committee (EC) meeting. Chair Wittenberg reported that in December 2021, the EC considered contracts for The American Wanderer (TAW) and for the Olympiad hotel. The EC approved the TAW contract but requested additional information on the hotel contract.
6. Report on Olympiad Committee meeting from January 10 – CEO Henry Rosales
 - a. IVV Olympiad Contract
Henry and Nancy met with Graham Fawcett, who is the IVV contact for the Olympiad to ask for contract clarifications, specifically on the force majeure clause. Mr. Fawcett suggested AVA insert the clause and submit for approval by the IVV Presidium. A second issue was IVV's 12-month approval deadline for marketing collateral for merchandise. Mr. Fawcett was willing to shrink the advance time to a 6-month approval. Third, AVA owes €5,000 to IVV. Nancy asked if we must shut down for reasons beyond AVA's control, could AVA get that €5000 back? Mr. Fawcett was unsure, as he thought the money was mostly for IVV travel. Finally, the Olympiad Committee plans to hold the Olympiad in February 2023, not slip by year if circumstances prevent having the event then.

Discussion: Bob Buzolich (MA RD) says the money owed to the IVV is a licensing fee for use of the IVV logo. Nancy replied that if we do not hold the Olympiad, their logo will not appear on merchandise.

Henry noted there was an issue with the initial proposed dates for the Olympiad that included a down day halfway through. There can be only four days, including opening and closing ceremony.

b. IVV Olympiad Draft Budget – Henry

Henry introduced a budget that focused on two companies wanting to work with AVA to host the Olympiad. However, shortly before the meeting, one of the companies pulled out, so Henry will consider options, and the Committee will rework a budget.

Discussion:

Susan Pinneke (NC RD) asked what the relationship was between AVA and the International Marching League (IML). John McClellan (Olympiad Committee) replied that strictly speaking, there is no direct relation between AVA and IML. Two clubs in the AVA offer IML events but also provide IVV credit. The national organization has a direct relationship with IVV but not with IML. We're trying to appeal to audiences for both types of events, and some of that audience overlaps.

Wayne Knapp (NE RD) asked if the Olympiad could fall back on the Texas Trail Roundup (TTR) structure to host the Olympiad. Susan Medlin (Olympiad Committee and TTR President) answered that the TTR is not able to handle the expected financial burden.

Bob Buzolich (MA RD) noted that even if the budget is reworked, there is the hotel portion to consider. The proposed budget listed a hotel rebate of \$10/room/night. For an event lasting about 9 days, he asked if the La Quinta had capacity for the expected number of participants. Henry said the host hotel is the only one AVA is contracting with but will work with other hotels in the area to bring costs down. AVA will track how many room nights are sold in those hotels. Henry has a list of 17 hotels that are offering rebates. Bob also asked about booth income for renting booths at La Villita. Henry is hoping to have 125 vendors.

c. IVV/IML Hotel Contract – discussion and vote of approval

We must fill 340 room nights from 2/18 to 2/26 (average of 30/night). If we don't fill the block, we pay the difference. We currently have a block of 50 rooms but we need to sign a contract for \$179/night + \$18/night parking (downtown). If a contract is not signed soon, La Quinta may sell the rooms, and we would have to look for other hotels. Henry noted there is a force majeure clause.

Motion: The Olympiad Committee recommended approving the hotel contract. Bob Buzolich moved to approve the contract for La Quinta by Wyndham. **Approved** on voice

vote with one nay but later discussion suggested waiting for updates from Henry before signing.

d. Discussion of marketing the Olympiad was postponed until the February BOD meeting as Henry works on options for a hosting company.

7. Reports of Officers

a. Chair – Nancy Wittenberg has been sitting in on the Olympiad Committee and is on the Governance Committee.

b. Vice Chair – Susan Medlin - none

c. Secretary – Cecilia Miner works on the Governance Committee and the Awards and Recognition Committee

d. Finance Chair – Ed McCabe will work with Erin to discuss timing of an audit. Nancy noted AVA has a lot of money in money market accounts. When bonds matured in the past, we decided not to reinvest, but we need to think about an investment committee, as money market accounts provide almost no interest. Send suggestions on such a committee to Ed.

8. Reports of Standing Committees

a. Report of Governance Committee and approval of Charter (Attachment 2) – Steve Sandridge, Chair. Committee members include Teresa Arnold, Cecilia Miner, Butch Spaulding, and Nancy Wittenberg. The committee is updating the BOD Manual with emphasis on streamlining, specifically, eliminating material provided elsewhere, and cleanup. Steve expects to have a near final draft in March, and he is seeking additional committee members. In the future, the committee will look at the Bylaws, first for administrative cleanup and second for any needed changes.

Motion: Carl Cordes (PA RD) made the motion to approve the Governance Committee charter. As the motion came from committee, no second was needed. Discussion: None.
Approved on voice vote.

b. Approval of charter (Attachment 3) and chair of IVV Americas Special Committee – Chair Wittenberg.

Nancy has appointed Bob Morrison (previous AVA treasurer) to chair the committee. Also on committee are Tim Miner and Chris Mellen.

Motion: Kathryn King (SE RD) made the motion to approve the IVV Americas Special Committee charter and chair. Sharon Moats (NW RD) seconded. Discussion: None.

Approved on voice vote.

c. Approval of charter (Attachment 4) and chair of Standards and Evaluations (S&E) Committee – Chair Wittenberg.

Historically, the S&E Committee, which was a standing committee of the Board, has owned the policy manual. Wayne Knapp (NE RD) will chair the committee and seek members.

Motion: Jeffrey Giddings (AT RD) made the motion to approve the Standards and Evaluation Committee charter. Bob Buzolich (MA RD) seconded. Discussion: Steve Sandridge (RM RD) asked who owned or would look after the club operations guide. Cecilia Miner (Secretary) pointed out that the current club operations guide goes beyond specific IT how to's and contains records retention requirements, which may belong in policy. Wayne envisions a major reorganization of the policy manual along with streamlining. The expectation is an effort of several months.

Approved on voice vote.

d. Nominating Committee. Chair Wittenberg has appointed Chris Mellen to chair the committee. Nancy will see if previous chair Tom Jackson has a charter.

9. Next meeting: February 9, 2022 (electronic) if there is not additional special meeting of the Board called before then.

10. Motion to adjourn from Ed Hainline (NW DRD), seconded by Kathryn King (SE RD). Passed. Meeting adjourned 8:16pm CST.

Respectfully submitted,

Cecilia Miner, Ph.D.
AVA Secretary



Board of Directors Special Meeting Agenda

Wednesday, January 12, 6pm – 8pm CT via Teams

1. Call to Order (Welcome and Reminder of Teams meeting procedures)
2. Roll Call of AVA Board - Secretary
3. Call for Introduction of Guests -- Chair
(Olympiad Committee members are sitting in for Olympiad Discussion.)
4. Approval of Agenda
5. Approval of Nov 10th Board Meeting Minutes
6. Report of Dec Executive Committee Meeting -- Chair
7. Report on Olympiad Committee Meeting January 10 – Executive Director
 - a. IVV Olympiad Contract – discussion and vote of approval
 - b. IVV Olympiad Draft Budget – Erin Grosso
 - c. Event Planner Contracts – Vote of which to continue negotiation with.
 - d. IVV/IML Hotel Contract – discussion and vote of approval
 - e. Marketing of Event – current plans

Break for Olympiad Committee members to sign off – 5 min.

8. President and CEO's Report
9. Reports of Officers
 - a. Chair – Nancy Wittenberg
 - b. Vice Chair – Susan Medlin
 - c. Secretary – Cecilia Miner
 - d. Finance Chair – Ed McCabe
10. Reports of Standing Committees
 - a. Report of Governance Committee and approval of Charter – Steve Sandridge
 - b. Approval of charter and chair of IVV Americas Special Committee – Chair
 - c. Approval of charter and chair of Standards and Evaluations Committee – Chair
 - d. Approval of chair of Nominating Committee -- Chair
11. Next Meeting – February 9, 2022 (Electronic)
12. Adjournment



American Volkssport Association

IVV AMERICAS SPECIAL COMMITTEE CHARTER

(Proposed 11-12-21)

Organization: The IVV Americas Special Committee shall be chaired by an Associate Member of the AVA designated by the Board Chair. The Board Chair or Committee Chair shall select other qualified AVA Associate Members to serve on the committee.

Purpose of the Committee: The Committee will explore the possibility of AVA joining IVV Americas.

Committee Reports to: the Board of Directors and takes direction from the AVA Board Chair.

Staff to Committee: The President/CEO as needed.

Frequency of meetings: Meetings as required will be held electronically and called by the committee chair.

Scope of work for the IVV Americas Special Committee:

- 1) Review previous efforts to join IVV Americas and determine legitimacy of findings.
- 2) Review the bylaws of IVV Americas.
- 3) Determine the requirements for joining IVV Americas.
- 4) Recommend whether AVA should join IVV Americas.
- 5) Recommend policies and procedures to strengthen relations between AVA and other IVV Americas countries, especially CVF, even if the committee does not recommend joining IVV Americas at this time.
- 6) Recommend any action to be taken in the future.
- 7) Report to the Board of Directors at its meetings.

AVA Standards and Evaluation Committee Charter

Purpose of the Committee: The Standards and Evaluation Operations Standing Committee of the AVA, will work continuously to develop, update, simplify and consolidate program documents addressing policies and procedures for clubs, regional directors and the national office to deliver fun and inviting noncompetitive physical fitness activities for all participants.

Mission: To improve organization direction through review, simplification, consolidation and update of published policies and procedures.

Reports to: the President and CEO and takes direction from the AVA's strategic plan.

Strategic Plan Goals Supported: Strategic Goal 1 (Mission Impact), Objective B. Improve membership benefits, programs and services by providing clear direction.

Committee membership and operations: The chair is appointed by the Board Chair. If the chair is not serving as Board member, a Board member will be assigned to the committee as a liaison to the Board. The chair will identify the needs for additional committee members and work with the Regional Directors to find the best candidates. All committee work is done in partnership and through the leadership and enabling of the Executive Director.

Frequency of meetings: As needed, decided by the chair and committee, generally by electronic meetings such as Teams or Zoom.

Scope of work for the Standards and Evaluation:

- 1) Update the Policy and Procedures Manual and simplify and eliminate those policies and procedures that are no longer needed.
- 2) Work with other committees to update publications, including recommendations for updating AVA By-Laws.
- 3) Continuously seek feedback from all partners related to policies, procedures and current IVV rules and procedures.
- 4) Develop, coordinate and participate delivering evaluations as directed by the Board Chair.

Budget: No travel requirements are foreseen for this committee. Publication of final documents will be online. An annual budget of not greater than \$500 is forecast for administrative costs.