

Minutes

AVA Board of Directors (BOD) Meeting
May 11, 2022

1. Meeting called to order on Teams at 6:03pm CDT by Chair Nancy Wittenberg.
2. All officers and Regional Directors (RD) were present, except for Atlantic Region (AR) RD, who was represented by the AR Deputy RD (DRD). Representing the National Office (NO) were Henry Rosales, AVA CEO and President; Erin Grosso, Finance Director; and Hector Hernandez, Information Technology Specialist. Also participating were Deputy Regional Directors (DRD) from North Central, Northeast, Northwest, Southeast, and Southwest Regions. In addition, there was participation from several committees: IT: Mike Green (Chair); Olympiad: John McClellan; IVV-Americas Special Committee: Bob Morrison (Chair), Tom Baltes, Mike Nagan, John McClellan, and Tim Miner; Programs: Tim Miner; Convention: Jerry Wilson; and Marketing: Susan Fine. Guests from IVV-Americas were Diana Marshall (President) and Brenda Dudfield (Secretary). Other guests: Leslie Stone and Phyllis Olson. A quorum was declared.
3. Agenda (Attachment 1). Agenda item 5 revised to call for approval of February 9 minutes rather than for January 12 minutes, which were approved on February 9. Revised agenda approved.
4. Minutes from February 9 Board Meeting. MA RD moved to accept. PA RD seconded. Approved.
5. Minutes of March 9 Executive Committee Meeting. Executive Committee member PA RD moved to accept. Secretary seconded. Approved.
6. CEO Report. Highlights:
 - a. CEO Henry Rosales noted there has been a recommendation to eliminate ACE T/Y/P events based on nonuse. He does not support this recommendation, as these events allow flexibility for clubs to host events that support their communities without IVV restrictions. He deferred the recommendation to the Programs Committee to review. In addition, the SE DRD noted he has an ACE-T event coming up.
 - b. Henry briefed clubs that have requested deactivation and have taken required steps toward that end. He noted that the clubs face capacity issues more than financial ones and referred to a letter from Third Planet Volkstours at the end of his report. The SE DRD asked if Third Planet Volkstours fell under the group exemption since the club identified as a sole proprietorship. The NW RD noted that Third Planet had officers and

fell under the group exemption. Henry and Erin will follow up to determine if this club was under the group exemption.

Motion: PA RD moved to accept deactivated clubs. NW RD seconded. **Approved.**

c. Banners. Some clubs have not received banners due to the work needed to enhance logo artwork. Distribution should be caught up by end of May.

d. Element3 Health (E3H). Traditional walk participation from E3H had generated \$85 year-to-date. The walk voucher program has generated \$265 for first quarter.

e. Note the new partnership between AVA and HotelPlanner (link for discounts in CEO report). Partnership benefits both AVA and members.

f. Olympiad (section IV of CEO report).

- Registration opened May 1. As of this meeting, 61 had registered, with 7 for IVV only, 2 for IML only. There are 894 room blocks at La Quinta, and we have taken up 405 so far. There is one reservation so far at the Marriott.
- Henry recommends reimbursing the Board 3 nights due to the AVA General Membership meeting that week and extended stay for the Olympiad, using the rate of \$134/night (average of low-high end hotels). This affects next year's budget.
- The Margarita walk has 45 signed up. This walk will not be a sanctioned event.
- The IML/IVV Friendship Celebration has 40 signed up.
- Some events require transportation. In particular, there is a bus (extra fee) for the 21/42K event for the IML.

g. Finance. See section II of CEO report. Erin Grosso briefed the preliminary 1st Quarter Financial Report and presented the Proposed Revised 2022 Budget for approval. Erin expects revenues from walks to pick up second quarter, and revenues from sanction fees and the Big Give will peak third quarter.

7. Reports of Officers

a. Chair Nancy Wittenberg: No report

b. Vice Chair Susan Medlin: No report

c. Secretary Cecilia Miner: No report

d. Finance Chair Ed McCabe: Discussed detailed budget and noted the next audit would take place in July. AVA will use the same auditing firm but a different auditor, as is common practice.

Motion: MA RD moved to approve proposed changes to budget. SE RD seconded.
Approved.

8. Reports of Board Standing Committees

a. Report of Governance Committee – Steve Sandridge, Chair.

(1) Steve presented the Governance Committee report (Attachment 2), noting that the final draft of the BOD Handbook had been distributed. The Committee recommended approval of the final draft.

Motion: NE RD moved to accept the final draft of the Board of Directors Handbook. Coming from Committee, the motion required no second.

Discussion: Henry thanked Steve and committee for the work to update.

Approved.

(2) Steve presented a revised Governance Committee Charter (Attachment 3). This revised charter lists policies/documents and their owners, along with the “as of” date. The goal is to review them every two years.

Motion: SE RD moved to accept the revised Governance Committee Charter. Coming from Committee, the motion required no second.

Approved.

b. Report of Awards Committee – Carl Cordes, Chair

(1) In lieu of a report, Carl opened discussion on the next general meeting. The 2023 convention will not follow the usual format and timelines, having a business meeting only in February in conjunction with the Olympiad and Texas Trail Roundup and a second portion (remote) in June. Carl asked if AVA should present awards in June or squeeze their presentation into the in-person meeting in February. If awards will be in February, he must adjust the approvals process, as the approvals are normally done in January, and that doesn't leave the National Office enough time to prepare awards.

(2) MA RD recommended keeping with June for awards presentation. SE RD and NE RD agreed. Carl said doing so would keep the process on the normal schedule, but we would have to decide how to distribute awards. On the other hand, Henry felt we should recognize those doing good things in front of an international audience in February. The Chair agreed and said at least the President’s Award could be presented,

since the Board does not approve it. Henry added that the NO could prepare the award(s) in time for the February meeting. No final decision was reached.

c. Report of Nominating Committee – Chris Mellen, Chair

Chris recommended that elections be held in June 2023. Nominations would then occur on the regular schedule, and nominees would be publicized by the February meeting.

d. Report of IVV-Americas (IVV-A) Special Committee (Attachment 4)– Bob Morrison, Chair. Committee members include Tom Baltes, Chris Mellen, Tim Miner, and Mike Nagan. Also participating in discussion were Diana Marshall, IVV-A President; and Brenda Dudfield, IVV-A Secretary.

See the extensive report for details. In short, the committee examined IRS and State of Texas non-profit rules and found nothing prohibiting AVA from joining. The committee believes there is considerable value for AVA joining IVV-Americas.

Motion: The Committee moves that AVA immediately take steps to join the IVV-Americas Continental Association and appoint representatives to IVV-Americas. Coming from committee, the motion required no second.

Discussion:

MA RD noticed references to IRS documents. One document not seen is tax treaty between the U.S. and Canada. Bob Morrison replied AVA would not be doing commercial business with IVV-Americas but would simply be joining an organization. As such, he did not see that document as relevant. He likened the partnership to the one between IVV and AVA, in which dues are paid, but there are no commercial ventures.

Henry asked if there was a constitution or articles of incorporation or certificate of formation? Brenda Dudfield answered that IVV-A was governed by Industry Canada. She does not have a separate document other than the Bylaws, which are effectively the Constitution. Industry Canada would have used these to approve the organization.

Diana Marshall stated there would be no fee for AVA to join IVV-A. At the next meeting, IVV-A would be looking for a country VP, as each participating country has opportunity to have a VP. Brenda added that each country would have two non-voting delegates on the governing council. Nancy asked if membership in IVV-A would affect AVA's relationship with IVV? Diana and Brenda said no, countries retain their own relationship, and IVV has a separate vote.

Henry asked how voting takes place. Diana answered that each country has the same number of votes. It's important to have a good representative that is knowledgeable

about the country's organization. The Governing Council is composed of the President, country Vice Presidents, Secretary, Treasurer, and the administrative assistant. All are voting members except for the admin assistant. Members of the IVV-A Governing Council may not also be members of the IVV Presidium.

Henry asked what Diana's expectations were of AVA. Diana replied AVA should share ideas, participate in the organization of IVV-Americas, and consider hosting an Americaspiad (which could be accompanied by an Oceanapiad), and promote IVV-Americas. There are no paid dues by country. Currently there is one small program, the IVV-Americas walk program, and she would like AVA to promote the program and consider expanding the name to include the Americas and Oceania.

NC RD asked what the IVV-Americas organization does besides go to meetings. Brenda said the current effort is to expand walks to new locations, such as the Caribbean. NC RD asked if New Zealand and Brazil were involved? Diana replied not at this time.

SC RD asked if the general membership needed to vote on joining IVV-A. Nancy said no, the Board can decide to join an organization.

Vote: Majority voted yea, one nay. **Approved.**

9. Reports of Operational Committees

a. IT Committee Report (Attachment 5) – Mike Green, Chair

(1) Karen Kaufman (AT DRD) read in comments from Jeff Giddings (AT RD) to the IT Committee. First, the May Checkpoint contained information about policy changes that included new pricing for traveling stamps and for short seasonals. The changes have not been approved by the BOD and should not be distributed until the Board takes them up and approves them. Second, Jeff strongly suggests the OSB directly support clubs that do not allow free walkers. Nancy's response: With respect to fees, those decisions are Henry's purview. Similarly, the OSB recommendation falls under Henry's charge. Henry advised the IT Committee to make a change so clubs would have an option for to allow or not allow free walkers. The IT Committee did not make the change. The Committee's rationale was that AVA would be protected in instances in which clubs host events in parks that prohibit collecting fees. Mike Green noted clubs may opt out of having a generic brochure, which carries a statement about free walkers. Also, clubs can upload their own brochure, which overrides the default. There are work arounds, including making comments in the text. NC RD said many clubs would like to have a choice rather than have to use work arounds.

Nancy noted that Wayne Knapp would be considering these issues in the policy manual revamp.

(2) There was discussion of ACE-T events, which do not have stamps. Mike Green and Henry will take further discussion offline.

b. Convention Committee Report (Attachment 6) on AVA biennial meeting at the IVV Olympiad February 24, 2023 – Jerry Wilson, Chair

The Call for Proposals is out for hosting the 2025 Biennial Convention. Jerry noted the three hours allotted for the business meeting in February 2023. He stated we normally present the convention proposal in one session and then vote at the next session. Jerry recommends having any proposals presented briefly at the February 2023 meeting and having a booth for additional information. The vote would then be in June.

c. National Programs Committee Report (Attachment 7) – Susan Medlin, Chair

d. Programs Committee Report (Attachment 8) – Tim Miner, Chair

(1) The Baltimore Club wants to bring back the Lighthouse program for next year backed by National Lighthouse Society. Also the Delaware club is proposing Par for the Course, which would include par courses, golf courses, and playgrounds.

(2) The year 2026 is the 250th birthday of the U.S. Tim is already working with National Park Service in Virginia.

(3) Tim suggests supporting the IVV-Americas special program rather than creating a new North America's Cup program.

(4) Tim arranged donation from REI of trekking pole in Atlantic Region. He would like to extend to the idea to the national level.

e. Marketing and PR Committee Report (Attachment 9) – Susan Fine, Chair
See report. French and German translations of the video will be uploaded to YouTube.

f. Standards and Evaluation Committee (Operational Policies) – Wayne Knapp
Wayne is targeting the August meeting for a full presentation to BOD.

10. Reports of Each Regional Director on what they have done to promote attendance at the IVV Olympiad

AT: At recent Atlantic Region Conference, passed out flyers and keychains in the participant bag, and there was discussion at the conference.

MA: Windy City Walkers in Chicago already have three planning to attend. The RD will find out more by the Mid-America Conference in June. Flyers and keychains will be in participant bags.

NC: Have been mentioning in region newsletters since last fall. Organizing a bus trip. Need 20 people to go, have 14 now. Info is in the Checkpoint and will be in TAW.

NE: The RD sends out Facebook updates. He is awaiting shipment of T-shirts, flyers, and keychains. The RD and DRD will attend club events.

NW: Have asked for postcards, flyers, and keychains for bags at NW Regional Conference

PA: Shared special PA Region newsletter with all RDs. Encouraged all to sign up for both Olympiad and TTR. Also, Tater Tours will have a bus, which filled up within three hours of announcing. Carl and Holly will be talking up Olympiad at California conference.

RM: No report

SC: The RD has ordered promo items and has been sending emails to clubs. Will promote at regional roundup and has a rep from Texas who will come to speak.

SE: Looking at vans for group travel because buses from the region are costly.

SW: Talked up Olympiad/TTR at Ruidoso events in April. Reservations from New Mexico club members are already coming in.

National Office (Erin): Some clubs are trying to get info. RDs/DRDs, please promote and help clubs how to get promo items.

11. Adjournment

Next meeting will be August 10. Susan Medlin will chair. The meeting after that will be November 8, 2022.

Regular session adjourned 8:22pm CDT. Executive Committee convened 8:23pm CDT. Executive session adjourned 8:50pm CDT.

Respectfully submitted,

Cecilia Miner, Ph.D.
AVA Secretary