

Minutes

AVA Board of Directors (BOD) Meeting
November 21, 2023

1. Call to Order: The meeting was called to order on November 21, 2023, at 6:00 P.M. CST by Chair Nancy Wittenberg.

2. Roll Call of AVA Board:

- **Officers:** All officers and Henry Rosales were present
- **RDs:** All RDs were present except PARD Becky Forsythe and SWRD Susan Medlin
- **DRDs:** All DRDs were present except MADRD Roberta Allen, RMDRD Christopher Benoche, and SCDRD Terri Tyler
- **AVA HQ:** Erin Grosso and Hector Hernandez
- **Committee Chairs:** IT Mike Green
- **Guests:** Mary G.

3. Approval of Agenda: Chair, Nancy Wittenberg called for approving the agenda. MARD Craig Gauger moved to approve the agenda. The agenda was approved.

4. Approval of Minutes of October 18-19 Regular Board Meeting: CEO Henry Rosales requested changes in the minutes. Those changes were noted. A motion to approve the October 18-19 meeting minutes, as amended, was made by Finance Chair, Ed McCabe. The motion was seconded by MA-RD, Craig Gauger. The minutes were approved as amended.

5. Board Chair's Report – Nancy Wittenberg

- The Chair thanked the Big Give Donors. It is important for all members of the Board of Directors to donate to the AVA: America's Walking Club as it shows the board members are invested in the organization.
- The Chair also advised that for representatives for the AVA will be attending the IVV Congress in Canberra, Australia in March. Those representatives are: Nancy Wittenberg, Carl Cordes, Leslie Stone and Delores Grenier. The representatives will be self-financed. The AVA is not covering the costs.

6. CEO/President's Report – Henry Rosales:

- Reminder that the AVA offices will be closed December 21, 2023, through January 2, 2024. There will be someone on call during that week.
- The AVA General Liability & Accidental Coverage policy is ready for renewal. The broker cannot issue a new policy until December. The cost of the policy for 2024 is the same as 2023. Finance Chair Ed McCabe made a motion to approve the

renewal of the liability insurance. The motion was seconded by MARD Craig Gauger. Discussion followed. During the discussion, ATRD Jeff Giddings moved to amend the motion to approve the liability insurance by removing terrorism from the policy. The motion was seconded by MARD Craig Gauger. The motion to remove terrorism from the policy was passed. The renewal of the liability insurance was approved as amended – without terrorism.

- The AVA is continuing to develop the mobile walk app. Competing apps are being reviewed by the committee. The AVA has undertaken initial discussions with an attorney who can help support us with club intellectual property agreements, drafting user agreements, and other compliance issues.
- The AVA has had feedback from clubs that there could be financial hardships implementing the \$2.00 participation fee that will be paid to the AVA. If that is the case, the AVA intends to review each case, individually, to see if a delayed start of the \$2.00 participant fee to the 2nd quarter of 2024 would be appropriate. Effective January 2024, the word “Free” will be removed from registration logs and start cards and be replaced with “Guest”.
- The AVA is considering fund raising projects in off-convention years. The AVA will be requesting interest in a bus tour to the Crazy Horse walk in 2024. The AVA should commit to searching for other fund-raising adventures.
- The Big Give raised \$93,723.00. We met our goal of \$90,000.00. Many thanks to those who donated. A full report on the 2023 Big Give will be issued in the January 2024 Checkpoint.

7. Financial Report: Finance Chair, Ed McCabe

- The largest expenses are wages and rent. We need to focus on the revenues.
- There were questions and discussion related to items on the proposed 2024 Budget.
- A motion to approve the proposed budget was made by MARD Craig Gauger. The motion was seconded by PADRD Suzi Glass. The motion

8. Awards and Recognitions Committee: Carl Cordes

- We had a meeting of the Awards Committee. All members are returning. We have a new member, Tom Baltes. Tom will be taking over the database tracking all the national and regional award winners.
- We made some minor revisions to the committee charter. Changed from having approval of awards at a January board meeting. It now is changed to the first meeting after January 1 of a convention year. “Headquarters” was changed to AVA National Office throughout the charter. The charter stated the Committee chair was responsible for the database and now it says a committee member is responsible for the database.

- A motion was made by the committee to accept the changes made to the Awards and Recognitions Committee. The motion passed.

9. Governance Committee -Approval of Chair and Committee Charter for 2024

- The new committee chair, effective January 1, 2024, is Becky Forsythe. Steve, the current chair, will continue serving on the committee. It is a standing committee.
- The AVA Chair believes the committee should develop a Policy Manual, related to governance, separate from the Operational Policy Manual.
- The committee should review the relationship between the clubs and the AVA. There is currently an affiliate relationship, but there is no affiliate agreement. The committee should investigate affiliate agreements within Texas law guidelines.
- The committee will review the ownership of the club's walk directions and how the AVA can use them.
- Proposed by-law changes would go to this committee first for review and recommendation before going to the full Board of Directors.
- The committee would make recommendations for the conduct of club officers and within the whole organization.
- Volunteers should let Nancy Wittenberg know if they would like to be a volunteer.
- AVA Chair moves to accept the Governance Committee Charter from committee. The motion was passed unanimously.

10. 2024 Proposed Regular Board Meeting Schedule – Nancy Wittenberg

- Nancy Wittenberg led discussion on the proposed meeting schedule for 2024. The Board of Directors agreed to meet on Tuesdays at 6:00 P.M. Central Time. The dates selected for the meetings are - February 20, May 14, September 17, and November 19.

11. Adjournment: A motion to adjourn was made by MARD Craig Gauger. The motion was seconded by Finance Chair Ed McCabe. The meeting was adjourned at 8:19 P.M. CST.

Respectfully submitted,
Leslie L. Stone
Secretary
AVA: America's Walking Club