

Minutes

AVA Executive Committee Meeting
September 8, 2021

1. Meeting called to order at 7:00pm CDT by Chair Nancy Wittenberg.
2. All members of the Executive Committee were present except for Henry Rosales (CEO): Nancy Wittenberg (Chair), Susan Medlin (Vice Chair), Ed McCabe (Finance Chair), Cecilia Miner (Secretary), and Carl Cordes (RD representative). Representing AVA was Erin Grosso (AVA Finance Manager).
3. Financial news (Erin). Henry and Erin met with the San Antonio Sports Commission. They are on track with building the contract and budget. There will probably not be another update until the end of September.
4. Approval of Board Resolution of the Investment Account Name Change (Attachment 1), presented by the Chair. Carl moved to accept; Susan seconded. **Approved.**
5. Approval of Board Resolution of the Bank Account Name Change (Attachment 2), presented by the Board Chair. Ed moved to accept; Susan seconded. **Approved.**
6. Approval of Audit Committee charter (Attachment 3). Finance Chair Ed McCabe supported the charter as presented. Ed will solicit qualified AVA Associate Members to participate on the Audit Committee. The motion to accept the charter came from the Audit Committee, so no second was needed. **Approved.**
7. Discussion and approval of Strategy Committee and Charter (Attachment 4), presented by the Chair. Dr. Connell has four members on the committee: Tom Alyea, Kathryn King, Wayne Knapp, and Jeff Giddings. The members will oversee AVA's strategy development and recommend its approval, implementation, review and reporting in concert with the AVA Executive Leadership Team and Board of Directors. This will be a new standing committee for AVA, but Dr. Connell noted that a strategy committee is common among non-profit organizations. Nancy moved to accept; Susan seconded. **Approved.**
8. Susan moved to adjourn; Carl seconded. Adjourned at 7:39pm CDT.

Respectfully submitted,

Cecilia Miner, Ph.D.
AVA Secretary



AVA BOARD RESOLUTION

Date:

To: AVA Executive Committee and Board of Directors

Re: Authorization of Board Chair, Nancy Wittenberg to manage the investment portfolio of the American Volkssport Association, Inc. (AVA).

Issue:

The former AVA President, David Bonewitz, is currently authorized as manager of the AVA's investment account with Edward Jones.

DESCRIPTION OF INVESTMENT ACCOUNTS:

As of June 25, 2021, the AVA has a total of \$450,169.42 in the following three investment accounts with Edward Jones:

Money Market	\$177,846.12
Certificates of Deposit	\$ 58,176.90
Taxable Municipal Bonds	\$ 54,722.25
Corporate Bonds	\$159,424.15

Pursuant to the AVA's Investment Policy adopted July 7, 2012 it is the responsibility of the President now Board Chair, and his/her designee to manage the investment portfolio, with the approval of the Executive Committee. This responsibility includes the authority to purchase and sell investments, establish safekeeping accounts or other arrangements for the custody of securities and to execute such documents as may be necessary.

RESOLUTION:

Be it resolved that the National Executive Council of the AVA hereby authorizes Mr. Henry Rosales, President and CEO, 1008 South Alamo Street, San Antonio, Texas 78210, henry@ava.org, to remove former AVA President, David Bonewitz, as the authorized manager of all investment accounts with Edward Jones and add current AVA Board Chair, Nancy Wittenberg, as the authorized manager of all AVA investment accounts with Edward Jones.

Motion made by Director: Carl Cordes Second by Director: Susan Medlin

Approved: _____

Denied: _____

Abstained: _____

Signature: Cecilia A. Miner Title: Board Secretary Date: 09-09-2021
Cecilia Miner

Attachment 1



AVA BOARD RESOLUTION

Date:

To: AVA Executive Committee and Board of Directors

Re: Authorization of Board Chair, Nancy Wittenberg to be an authorized signer of the bank account of the American Volkssport Association, Inc. (AVA).

Issue:

The former AVA Board Chair, David Bonewitz, is currently an authorized Owner/Signer of the AVA's bank account with TexStar National Bank, Universal City, Texas..

DESCRIPTION OF BANK ACCOUNTS:

The American Volkssport Association has a bank account with TexStar National Bank in Universal City, Texas which it uses to fund the operations of the organization. Henry Rosales, CEO and President of the organization is the first signer on the account. At present David Bonewitz, the previous Board Chair is the second signer on the account. A second signer is required should the first signer be unable to sign checks for the organization.

Therefore, it is necessary to change the second signer on the account to the current Board Chair, Nancy Wittenberg.

RESOLUTION:

Be it resolved that the Board of Directors of the AVA hereby authorizes Mr. Henry Rosales, President and CEO, 1008 South Alamo Street, San Antonio, Texas 78210, henry@ava.org, to remove former AVA, Board Chair, David Bonewitz, as the second signer on the AVA bank account with TexStar National Bank in Universal City, Texas and add current AVA Board Chair, Nancy Wittenberg, as the authorized second signer of the AVA bank account with TexStar National Bank in Universal City, Texas.

Motion made by Director: Nancy Wittenberg Second by Director: Ed McCabe

Approved:

Denied:

Abstained:

Signature: Cecilia A. Miner Title: Board Secretary Date: 09-08-2021
Cecilia Miner

Attachment 2

American Volkssport Association

AUDIT COMMITTEE CHARTER

(Revised 9-1-21)

Organization –

The Audit Committee shall be chaired by the Finance Chair or other financially qualified individual designated by the Board Chair. The Committee Chair shall select other qualified AVA Associate Members to serve on the committee.

Purpose of the Committee: The Committee will provide assistance to the Board of Directors in fulfilling its oversight responsibilities related to: (1) the integrity of the organization's financial statements, (2) the effectiveness of the organization's internal control over financial reporting, (3) the organization's compliance with legal and regulatory requirements, (4) the independent auditor's qualifications and independence, and (5) the performance of the organization's independent auditor.

Committee Reports to: the Board of Directors. is guided by AVA's strategic plan and takes direction from the AVA Board Chair. The Finance Chair will report to the Board at the board meeting prior to the end of the calendar year with the committee's recommendation of the audit firm to perform the year's financial audit.

Staff to Committee: AVA Treasurer and other staff as required.

Committee membership: Qualified AVA Associate members.

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

Scope of work for the Audit Committee:

- 1) Review qualified candidates and select for recommendation to the board the audit firm best qualified to perform the annual audit of AVA.
- 2) Receiving the annual report prepared and submitted by the audit firm including any recommendations, concerns or audit issues that arise during the performance of the audit.
- 3) Reviewing the audit report with management and the auditor and make appropriate recommendations regarding its contents to the Executive Committee prior to delivering to the Board.
- 4) Reporting to the Board of Directors.

AMERICA'S WALKING CLUB

STRATEGY COMMITTEE CHARTER

COMMITTEE PURPOSE:

The **STRATEGY COMMITTEE** confirms the use of the name, America's Walking Club, as the singular reference to the organization in all communication.

The purpose of the **STRATEGY COMMITTEE** is to oversee AWC's strategy development and to recommend its approval, implementation, review and reporting in concert with the AWC Executive Leadership Team and Board of Directors. This includes the oversight and improvement of AWC's strategic planning processes and framework. The **STRATEGY COMMITTEE** is accountable for ensuring that the AWC Board engages in and spends sufficient time on strategic dialogue. Such time and topic for discussion will be requested of the Board Chair to be placed on the agenda of any meeting of the Board of Directors.

COMMITTEE STRUCTURE:

The **STRATEGY COMMITTEE IS A STANDING COMMITTEE OF THE AWC BOARD**, as proposed by the Board Chair and approved by the Board of Directors. Its Chair and Members are AWC Board members appointed by the Chair with the approval of the Board Chair.

The STRATEGY COMMITTEE does not usurp the authority of the Board of Directors and neither directs or oversees any staff.

RESPONSIBILITIES OF THE AWC STRATEGY COMMITTEE:

1. Prepare and present to the AWC Board, for its discussion, a DRAFT **2022 AWC STRATEGIC PLAN**, incorporating updated one, three and five year strategic goals, timelines, and measurements for achieving such targets. Such DRAFT 2022 AWC STRATEGIC PLAN may propose an update of AWC'S mission statement, identify potential new demographic targets, promote broader partnership network, reference potential expansion of services,

suggest a change in the role of local Clubs, identify revenue opportunities and advance branding alternatives.

2. Review all major new national programs, services, partnerships and events (Major Initiatives) to ascertain their alignment with the one, three and five year strategic goals. A **NEW INITIATIVE AND PARTNERSHIP STRATEGIC REVIEW** process shall be defined by the STRATEGY COMMITTEE. The STRATEGY COMMITTEE should have sufficient time PRIOR to a Board meeting at which Major Initiatives' approval is scheduled, for such review.
3. Assist the AWC Board and Executive Leadership in identifying critical strategic issues facing the organization and analyzing alternative strategic options. **STRATEGIC ALERTS** will be issued by the STRATEGY COMMITTEE for the AWC Board and Executive Leadership when financial, industry or organizational changes occur that may have significant AWC impact.
4. Develop a **STRATEGIC DASHBOARD OF KEY PERFORMANCE INDICATORS** for any new AWC national initiative, partnership or event. Report annually to the AWC Board the performance of new activities and partnerships.
5. Present its **ANNUAL STRATEGIC UPDATE_RECOMMENDATIONS** to the AWC Board for one, three and five year strategic goals, following a review of changes in the market, Industry, community, Club organization and other relevant factors that may impact the operations, revenues and potential growth of AWC.