

North Carolina Rail-Trails, Inc.
Board of Directors
Community Room, Woodcroft Community Association, Durham
October 10, 2009 10:30 A.M
Minutes

Present: Dilys Bowman, AL Capehart, Alison Carpenter, Dave Connelly, Jack Kiser, John Morck, Nancy Pierce, Tony Reevy, Bob Segal. **Absent:** Harry Clapp, Mike Domonkos, Sam Erwin, Charles Farley, Bob Menzies. **Program Support:** CR Townsend **Guests:** Curt Devereux, Pam Fulk, Leandra Ganko, Jean Middleton, George Smart.

Welcome and overview of year's accomplishments

John Morck welcomed everyone. He and AL Capehart gave a quick overview of the year's accomplishments. There is now a listserve for NCRT Board members.

George Smart introduced the Carolyn R. Townsend Volunteer Award by noting that he was turned on to the idea of rail-trails when he saw AL Capehart on the cover of the NC Independent 20 years ago, leading to his eventual setting up an endowment to recognize volunteer service. The first winner of the Carolyn R. Townsend Volunteer award is CR Townsend, in recognition of her 18 years of advocacy to rail trails. The second award went to Jean Middleton in recognition of her volunteer service as Treasurer, membership coordinator and data management. Both women were given an award plaque, applauded and photographed.

AL Capehart presented The Golden Spike award to Curt Devereux in recognition of his volunteer work for the website. A photo was taken.

Guest speaker

Guest speaker Pam Fulk, Executive Director, Carnivore Preservation Trust*, spoke about the process of converting from all-volunteer to paid staff. Following is a synopsis of her main points:

NCRT Board should be mindful of what the changes will mean in how the organization operates with respect to the Board-Executive Director relationship. Some questions to ask ourselves are: "Who will be the spokesperson and/or figurehead in the public's mind?" "Where does decision-making lie for what levels of decisions?" The answers to these questions begin to define the Board-ED relationship.

Three possible scenarios:

- 1. ED is in charge and if they leave, things fall apart.*
- 2. Board has authoritarian approach. They are in charge and ED is an employee.*

3. *The most common and effective model is a partnership between the ED and the board.*

Under the third (and best) scenario, each has well-defined roles. The Public tends to look at ED for organization identity (board is transient) But if ED is unexpectedly absent, the Board can still carry on seamlessly. A good partnership guarantees that goal. A good partnership means the Board and ED ask each others opinion and seek consensus.

For most organizations it's very difficult to find a part time ED. Anticipate problems with this. It's difficult to have an ED who splits time between two organizations. Who wins in juggle? It puts that person on tightrope and poses potential conflicts of interest especially re: fundraising. This kind of set-up calls for exceptionally clear boundaries and is fraught with challenge. Therefore, it's necessary to be clear during the interview: regarding what will be the candidate's priority. Disclosure has to be total if hiring is imminent. Trust has to be paramount.

Overview: You want someone who thinks correctly, ie someone who shares your philosophy and is dead honest. The likelihood is that more staff will follow. Ask the candidate: What is your philosophy regarding staff? Are you autocratic or a census builder? Are you a team player but with initiative? Seek shared core values and sense of mission. Ask: What kind of experiences have they had? Ask yourself: Do they need ED experience, passion for trails? Pam suggests nonprofit experience is a must.

She uses multi-stage interview process:

1. *Cull resumes*
2. *Brief phone interview (Establish pre-interview questions beforehand)*
3. *Bring candidates in.*
4. *Team interview.*

Questions are best when scenario driven. Examples: "Tell me about a time when... and what did you do?" Keep questions open ended. This will give you insight into person's thought processes. Cull down to 2-3 people before team interview. Decide upfront what jobs person will have. Being an ED is very hard. Single employee ED is very isolated and the Board has to work on a culture to support that person. The ED is responsible to support Board and vice-versa. The Board needs to feed and water the ED.

What skills Pam thinks are important: Risk management, resource development, communication skills, supervisory experience, experience on a nonprofit board. Fund-raising experience is top skill to look for in NCRT case.

Minutes

Nancy Pierce presented July minutes for approval, Dave Connelly so moved with second by AL Capehart. John Morck gave overview of first-ever Executive Committee meeting held prior week, in which the committee selected Carolyn R. Townsend awards, agreed to have guest speaker Pam Fulk, discussed with AL Capehart staying on as President (separate from his seat on the Board) and he agreed until ED is hired.

Treasurer's Report

Bob Segal reported that for year to date \$12,000 was taken in and \$24,000 was spent. NCRT has \$167,000 in the bank. He noted that NCRT is fortunate to be a nonprofit with money in the bank. Past year expense has been chiefly for business plan and mission statement consultants. Deficit without consultant would have been about \$6000. In response to Alison's query whether we set an annual budget Tony Reevy suggested we review a draft annual budget at the January meeting which will govern the year so that the ED knows what his/her budget is. Bob will work on that. Tony suggested in future (beginning 10/10) we do that in the October meeting so budget is in place by January 1.

Bob Segal noted that Minor, Anglin & Associates, P.A. asked for an increase in fees for audit and IRS Form 99) and moved that NCRT accept, noting that it is a very good deal.

Tony seconded motion to retain Minor, Anglin & Associates, P.A and their asked-for fee. Approval unanimous.

Meeting Locations for 2010 were established as follows: January 9: Washington (Tony will arrange possibly at the Estuarium) April 10: Greensboro July 10: Franklin October 9: Durham

Lunch Break

Board election

Board members with terms ending in December are as follows: Alison (fulfilled another term) Jack Kiser, AL Capehart, Nancy Pierce. Bob moved to reappoint all for three years. AL accepted with the understanding that he expects to resign in one year.

Jack Kiser moved we retain the same officers: John Morck Chair, Dave Connelly Vice-Chair, Nancy Pierce, Secretary, and Bob Segal, Treasurer, AL Capehart, President. Alison seconded. Approval unanimous.

NCRT Website and Technology Presentation

Curt Devereux and Leandra Ganko presented the new website, which has not been publicly unveiled yet. Content has been reconciled and migrated successfully from old site. Users can search content by keyword, including PDFs.

Discussion ensued about whether to moderate content, especially photographs posted to Flickr linked to NCRT website.

Tony moved that all content including link to Flickr be moderated by duly authorized rep of NCRT . Bob seconded. Approved with one abstention (Alison Carpenter)

Preview of FAQs, news archive, demonstrated site map, BOD bios.

Leandra briefed BOD on content management.

Site will store minutes, documents, bylaws, business plan and etc. There will be a Board portal for Board business. Please send FAQs to Curt for website. Curt will email Board when site is live.

Board members who anticipate posting items (minutes etc), should email John Morck to arrange training.

New Business

CR Townsend discussed NCRT Board of Director participation in ESNC giving campaign with distribution of ESNC giving application and ESNC brochure. AL moved NCRT continue participation as a partner with EarthShare of North Carolina. Tony seconded. Unanimous approval.

CR noted that ESNC is our biggest undesignated source of income. In October NCRT received \$2,702.13 less dues of \$125 with net payout of \$2,577.13 from ESNC for Calendar year 2008 - 1st quarter disbursement 9-29-09. There will be another disbursement before Dec 31.

Meeting Adjourned: 2:00 pm

Short meeting: Search committee composed of Tony, Bob, Alison, John, and Dave.

Minutes submitted by Nancy Pierce, Secretary

*Carnivore Trust has changed their name to Carolina Tiger Rescue