

Shenandoah Valley Bicycle Coalition

Board of Directors Meeting – Draft Minutes

Date: 12/12/2025

Time: 6:00 pm

Location: The Perch Co-Working

Present:

Board Members: Thomas Jenkins, Carol Lena Miller, Michael Weaver, Case Watkins, Kristin Grimshaw, Jessica Pyle, Mark Nesbit, Taylor Evans, Andy Stravers

Staff: Executive Director Kyle Lawrence.

Guests: Andrew D'Lugos

1. Call to Order and Opening Business

The meeting was called to order at 6:05. The agenda was reviewed, and no changes were requested. The minutes from the previous board meeting were reviewed and approved as presented. The Secretary will file the approved minutes in the official records and upload them to the shared board folder.

2. Training with Ebony and Board Retreat Planning

The board discussed upcoming REDI work with Ebony, which will take place in two phases. First, a mid-January strategy session will be held over Zoom, running from approximately 6:00 to 7:30 pm, and is open to board members but not required for everyone. Second, Ebony will lead a full-board training during the February 9 board meeting to achieve full participation at that session.

The board also discussed plans for a board retreat, tentatively scheduled for **Sunday, January 25**, with a morning start time and at the same location as last

year, pending availability. It was discussed that the retreat may not create a full formal strategic plan, but rather to clarify three- to five-year organizational priorities and to identify one to three top priorities for the next one to two years. The retreat will also revisit committee structure and membership. Looking deeper at the proposed bylaw updates was also discussed. The idea of bringing in a facilitator, such as Meghan Williamson or Lori Britt, was raised and received positively.

Action items from this discussion include: Kyle/Amanda confirming dates and times with Ebony for the mid-January strategy session and the February 9 training (Calendar invites to follow), reserving the retreat location and confirming the schedule, and working with the Board Co-Chairs to draft an agenda that includes strategic priorities, program mix, and committee structure. The ED or Board Co-Chairs will also reach out to Megan and/or Lori Britt to explore facilitation for the retreat.

3. Governance: Whistleblower Policy

The board reviewed a draft whistleblower policy crafted through best practices borrowed from other nonprofits and nonprofit resources. The policy is intended to strengthen governance and transparency, allowing the Coalition to accurately answer the whistleblower question on IRS Form 990 and on nonprofit rating platforms. The board agreed that the policy should provide a safe, confidential mechanism for reporting concerns related to staff, board members, or key volunteers.

A key unresolved issue concerns the mechanics of reporting. The initial idea of sending complaints to a board email list was discussed, but several members felt this would involve too many people and could be unwieldy. There was a strong preference for naming a single primary point of contact, such as the Board Chair or Co-Chairs, along with a backup contact, and establishing a dedicated email address that can be used even when a board member is the subject of the complaint.

The board agreed to move forward with the draft whistleblower policy as a working document, with a target of formally adopting it at the January board

meeting. As action items, the Governance or Executive Committee, together with the ED, will continue to share the draft policy text as a Google Doc, share it with the full board, and set a clear deadline for comments prior to the January meeting. Board members will review and comment on the draft before that deadline. The Governance or Executive Committee will also propose a final reporting mechanism (including primary contact, backup contact, and email address) and revise the policy language accordingly. The Board Chair will ensure that adoption of the whistleblower policy is placed on the January agenda.

Action follow-up issue flagged: the board needs to finalize and document the specific reporting mechanism, including the point of contact, backup, and dedicated email, before voting to adopt the policy.

4. Finance and Budget: Board Understanding and Process

The board held an extended discussion about comfort with and understanding of the Coalition's financial picture. Members shared words they associate with the finances, mentioning donations, grants, spreadsheets, steadiness, aspiration, and shortfalls. Board members also rated their current understanding of the budget and financial reports, as well as the level of understanding they would ideally like to achieve personally.

Several needs emerged. Board members asked for clearer explanations of budget categories, such as what is included under "Supplies." They also expressed interest in seeing more contextual information, particularly budget versus actuals and comparisons between this year and last year at the same point in time. There was acknowledgment that not every board member requires (or desires) detailed information, but everyone should have a basic understanding of the financial picture and how to interpret the primary reports. It was agreed that some level of detail belongs with staff and the Finance Committee, but the board needs enough clarity to fulfill its fiduciary duties.

The board supported continuing quarterly financial deep dives led by the Finance Committee rather than relying solely on staff presentations. The Finance Committee and staff will design a quarterly financial update format that highlights

budget-to-actual comparisons, variances, and emerging trends. A Google Sheet version of the budget will be created and shared with the board, allowing board members to leave comments directly in relevant cells. In addition, it was stressed that finance committee members who already have QuickBooks access can serve as “power readers” to explore details when necessary, if any board member would like to dive deeper into any specific category.

The board also discussed the budget process and timing more broadly. While the ideal sequence is to set strategic priorities and then build a budget to support them, calendar-year fiscal constraints, reporting requirements, and the uncertainty of year-end revenue make it challenging. The possibility of shifting the fiscal year to better align with program cycles was raised but not decided; such a move would entail administrative work and formal filings.

The Finance Committee and ED will draft a proposed annual budget calendar, including the dates the board will see the first and final drafts, for future approval. The Finance Committee will also prepare a brief memo on the pros, cons, and administrative steps involved in changing the fiscal year to inform later board discussion.

Follow-up issues flagged: the board needs a clearly defined annual budget timeline, and a decision is needed on whether to pursue further exploration of changing the fiscal year.

The board also initiated a broader discussion about the Coalition’s program mix and organizational capacity. Members asked whether the organization is overextended in any particular programs, especially older or legacy efforts that may no longer be the best fit with the current mission and direction. There was recognition that staff time and energy are as constrained as financial resources.

The board agreed to use the upcoming retreat to review the portfolio of programs, assess their alignment with the mission and impact, and identify where programs may need to grow, evolve, or be sunset.

Follow-up issue flagged: The board needs to identify which programs may be overextended or have a lower impact and make informed decisions about adjustments, growth, or sunsetting.

5. Current Year Financial Snapshot

Kyle presented a high-level overview of the current year's financials. Membership revenue is currently below the year-end budget target; however, year-end giving may help close some of the gap. Event revenue is above budget, but events carry substantial costs, so the resulting net margins are not as large as top-line numbers might suggest. Revenue from Western Slope passes is below the budget. The final installment of the JustPax Fund grant has arrived (Bikes for Neighbors), which brings grant revenue close to budget expectations.

Restricted donations are behind original projections; the budget had anticipated more restricted contributions for projects such as Sunset Park, Bikes for Neighbors, Seven Bends, and the Western Slope, as well as specific funding for National Forest work. Sponsorship and raffle income, which have emerged as relatively new revenue sources over the last two years, are now approaching roughly \$40,000 in combined impact and have supported the Coalition's ability to expand staff capacity. In some cases, sponsorships include significant in-kind merchandise that the organization can sell at events.

The board discussed the "scary" large negative number showing on the current profit and loss statement, which is on the order of \$80,000. Kyle clarified that a significant portion of this figure represents grant-funded spending that will be reimbursed, meaning that once reimbursements are received, the true operating position will be much closer to break-even, even before factoring in remaining year-end donations and some final expenses. Board members emphasized that this distinction needs to be more clearly defined in financial reporting, allowing the board to easily distinguish between reimbursable grant expenditures and actual operating deficits.

As action items, staff will add specific notes or separate lines in future reports to highlight grant-funded expenses and pending reimbursements, and will work with the Finance Committee to include a simple snapshot showing the operating position assuming expected reimbursements are received. The ED will continue to monitor year-end donations and keep the board informed of progress toward individual giving goals.

Follow-up issue flagged: the board needs consistent, easy-to-read financial reporting that clearly distinguishes reimbursable grant spending from actual operating surplus or deficit.

6. Fundraising: Giving Tuesday and Year-End Campaign

The board reflected on a strong peer-to-peer Giving Tuesday effort, which was described as the most successful peer-to-peer in the Coalition's history. Board members reported that personal texts and calls to individuals with whom they already had a relationship were especially effective, as were group messages sent early in the day, followed by more targeted, individual follow-ups. Honest and conversational language about why the work matters seemed to resonate with the audience.

Board members also acknowledged feeling tension around asking individuals who already support the Coalition in other ways and worrying about multiple board members reaching the same donors. Some described anxiety when potential donors asked specific questions, such as **“What are you most excited about and how much does it cost?”** and they did not have a concrete figure ready. Others shared experiences of receiving complaints or concerns—such as frustrations about the Mason Street project—within the context of a fundraising conversation. The group agreed that these “crunchy” conversations are actually valuable because they reveal feedback and demonstrate trust.

Recurring giving was a prominent topic in the discussion. Kristen focused heavily on recurring gifts and met a personal goal for recurring giving. The board agreed that future messaging could explicitly highlight both the importance of recurring gifts—because they support planning and stability—and the continued welcome and impact of one-time gifts.

The board discussed the new \$5,000 matching gift as a key asset for the year-end campaign. Members noted that many organizations, including the Coalition, see strong giving in the days after Giving Tuesday and during the final days of the year, particularly on New Year's Eve.

As action items, board members committed to continuing year-end outreach to their networks, using the \$5,000 match as a hook and framing gifts as fuel for the Coalition's 2026 work rather than simply filling a gap. **Staff will prepare a concise one-page fundraising talking-points sheet summarizing key priorities, approximate costs, and examples, and will provide up-to-date progress-to-goal numbers for the year-end campaign.** Communications will be adjusted to emphasize both the power of recurring giving and the value of one-time gifts. Board members will also commit to saying “I'll find out and get back to you” when a donor asks a question they cannot answer on the spot and to follow through by looping in staff when appropriate.

Follow-up issue flagged: The board and staff need a clear, easy-to-share articulation of what the Coalition is most excited about in the coming year, along with the associated costs.

7. “Fundable and Findable”: Theory of Change and Communications

Kyle introduced the idea that the Coalition must be both “fundable” and “findable.” To be fundable, the organization needs a concise, coherent way to answer why it exists, how it creates change, and what future it is working toward—a simple theory of change that does not require academic language but provides clarity. To be findable, the Coalition must present that story clearly and quickly in its public-facing channels, particularly on the website, which serves as the primary front door. With average visits lasting only a few dozen seconds, top-level site content must immediately communicate who the Coalition is, what it does, and why it matters.

The discussion highlighted three core intervention areas: building and maintaining trails (including Western Slope, Massanutten, Seven Bends, and GW National Forest work); advocating for safe, connected communities (including Liberty Street, Mason Street, and the Shenandoah Rail Trail); and expanding mobility and transportation options (with Bikes for Neighbors and related transportation-focused efforts as a key example). There was broad agreement that refining and simplifying the Coalition’s public-facing story around these interventions is essential for both fundraising and engagement.

Follow-up issue flagged: the organization needs updated, concise messaging that board members can easily reuse in fundraising and advocacy conversations.

8. Projects and Advocacy Updates

The board received updates on several major projects and advocacy efforts. The GW National Forest trail survey remains open and is performing well, with around 800 responses reported. Responses are skewing toward hikers, and with relatively few mountain bikers represented so far. The immediate geographic focus is on western Augusta and Rockingham counties, which are likely to be a pilot area. However, the survey is also relevant to the broader GW National Forest.

All board members are asked to share the survey link with local mountain biking communities, clubs, and shops. Staff will plan another push after the holidays, specifically targeting underrepresented user groups and tracking shifts in the respondent mix.

The Shenandoah Rail Trail update included a review of VDOT's Phase 3 report, which estimates a trail-only option at approximately \$167 million, a train-only option at around \$400 million, and a combined option near \$700 million. The Commonwealth has already allocated roughly \$38 million in the state budget for corridor purchase and preliminary trail design. There is concern that the corridor might instead be transferred to a Battlefields Foundation, which could make trail development much more difficult or impossible. The Coalition's goal is to encourage the current administration to make a pro-trail decision, rather than leaving the matter to a future administration where local opposition could frame the trail as something being forced on Shenandoah County.

Kyle will continue to monitor Commonwealth Transportation Board agendas and decisions and coordinate with the Shenandoah Rail Trail Partnership and allied organizations on advocacy strategy. Board members will stay informed and be prepared to sign letters, make calls, or attend meetings if mobilization becomes necessary.

Follow-up issue flagged: the outcome of CTB discussions and the risk of corridor transfer to a non-trail entity require ongoing monitoring.

The board also heard an update on state-level policy, including the proposed Virginia Great Outdoors Act, which would provide substantial annual funding for trails, state parks, and land conservation and would be funded through a modest tax on data centers. The Coalition is engaged in this work through the Virginia Conservation Network and the Virginia Bicycling Federation. The Virginia Safety Stop legislation, which would allow bicycles to treat stop signs as yields under certain conditions, remains controversial and will require careful messaging.

Staff will share the Virginia Conservation Network "Our Common Agenda" resource with the board. Interested board members are encouraged to participate in lobby days or other state-level advocacy efforts focused on the Great Outdoors Act, trail funding, and bicycle safety legislation.

Finally, the board discussed local infrastructure projects. For Liberty Street, the city's plan to install a two-way cycletrack has met some resistance from members of the cycling community who prefer vehicular cycling, have safety concerns, or worry about driver resentment. The Coalition's position remains that protected facilities generally

provide safer and more accessible options for a broader range of riders. Details regarding vertical separation (such as flex posts versus curbs) will be coordinated with the city and the fire department.

The Mason Street quick-build demonstration drew complaints from at least one neighbor who felt there had been insufficient input; a board member is working with her to provide accurate information and opportunities for engagement. Early data suggest that vehicle speeds decreased and travel time through the corridor also decreased during the demo.

Board members will complete and circulate relevant city surveys on Liberty and Mason as they become available. Staff will prepare a short set of talking points or a brief FAQ for board and volunteers explaining why the Coalition supports protected bike infrastructure and summarizing the early Mason Street data. Board members who are in direct contact with concerned neighbors will continue to provide information and help connect them to formal feedback channels.

Follow-up issue flagged: The Coalition needs clear internal and external messaging that addresses the concerns of cyclists and neighbors who are skeptical of or opposed to protected bike infrastructure.

9. Summary of Key Decisions and Next Steps

In summary, the board confirmed that the February 9 meeting will focus on training with Ebony and tentatively set January 25 for the board retreat, pending venue confirmation. The board agreed to move the draft whistleblower policy toward adoption in January, with further clarification of reporting mechanics. Members endorsed quarterly financial deep dives and improvements to financial reporting that better separate reimbursable grant spending from true operating results. The board affirmed peer-to-peer outreach and the new \$5,000 match as central elements of the year-end campaign and committed to refining the Coalition's theory of change and public messaging around three core intervention areas. The board will use the retreat to examine the program mix and organizational capacity. Board members and staff will continue advocacy on the GWNF trail planning process, the Shenandoah Rail Trail, the Virginia Great Outdoors Act, and local projects such as Liberty Street and Mason Street, while also addressing internal culture issues around the Century ride.

The meeting was adjourned at 8:06pm