



Colorado Mountain Club
Board of Directors Meeting
American Mountaineering Center
April 21, 2016 – MINUTES

3:15pm Welcome and Call to Order: Kevin Duncan

3:16pm Attendance: Jeff Flax

Present: Kevin Duncan (President), Linda Lawson (Treasurer), Jeff Flax (Secretary), Dan Cummings, Craig Clark, Bill Flaherty, Jason Kolaczowski, John Marotta, Matt Stevens, Dave Swinehart, and Stephen Szoradi.

Present by phone: Scott Otteman.

Not present: Matt Biscan (Vice-President), Bruce McClintock, John Spidell, and Kevin Volz.

Staff present: Scott Robson (Executive Director), Holly Barass (Youth Education Program Director), Teresa Baron (Intern), Chun Chiang (Director of Finance), Molly Daley (Youth Education Manager), Lauren Shockey (Membership Manager), Carmen Stagg (Group and School Programs Manager), Rachel Vermeal (Membership and Marketing Director), Mackenzie Wick (Development Associate), and Leslie Woollenweber (Director of Development).

Guests Present: Steve Bain (CMC Foundation President) and Bill Landsberg

NOTE: Matt Biscan (Vice-President) granted his voting proxy to President Kevin Duncan

3:18pm Agenda Additions and Adoptions – None

3:19pm Member Comment Period - None

3:20pm Minutes from January 2016 Meeting:

PASSED UNANIMOUSLY

(Moved by Matt Stevens and seconded by Dan Cummings)

- A request was made to shorten the details of future minutes.

3:21pm Staff Members' Overview – Scott Robson

- Leslie Woollenweber (Director of Development) introduced Mackenzie Wick, who is the new Development Associate.
- The 24th CMC Backcountry Bash will be held on October 28, 2016, at the McNichols Building with the hopes of attracting a new audience. Changes are being made to the event in an effort to increase attendance and financial support.

Previously the Bash was held at the AMC conference rooms and auditorium. There will be a new format. There will be a live auction, but it has not been decided whether there will be a silent auction.

- A crowdfunding effort on the Internet will be made in August, including a request to the full membership. The goal is to attract 10-15 champions, and member challenge, peaks climbed, miles climbed, etc. Board members are asked to serve as champions.

The Youth Education Program (YEP) was discussed by Holly Barass, Molly Daley, and Carmen Stagg.

- There have been 7K student visits, though not unique students, including those who are one-time and others who are continuously involved.
- The numbers are growing.
- The students include K-12 in the Ft. Range.
- YEP provides a safe and fun outdoor environment, and exposes kids to outdoor activities.

- Holly provided a model of the breakdown of the program. They are looking forward to an increase of 500 visits, which could positively affect the SCFD grant.

- Carmen Stagg discussed the program is two-tiered, including fieldtrips and outreach to schools directly, or schools whose students come to the CMC facilities in Golden.
- Open space is used for field site, as well as the use of CMC's Bouldering Bus.
- There is a relationship with the end of the year program – return kids and longer term and funding.

- Molly Daley discussed the wide variety of educational adventure courses and open enroll families. These consist of the following:

- Year-round out of school time, including after school and school break periods.

- Summer mountain explorer, including rock climbing and intro and intermediate skills
 - Teen – overnight and expeditionary, tech skills, leadership development and community building.
 - Conservation education is included in various outdoor and teen courses, and includes a stewardship component.
 - There have been few accidents, mostly skinned knees and dehydration – one staff member and two kids.
 - YEP staff have wilderness first aid, wilderness first responder, or EMT training.
 - Teens are offered first aid training as part of the outdoor leadership program.
 - There is an on-line repository of incidents and near-misses. All rock instructors require certification.
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- A question was asked about the cost to revenue ratio of the program.
 - Chun advised that the program must minimally break-even. It is not subsidized by other CMC departments.
 - Funds originate from grants and in-kind donations (*e.g.*, ropes, slings, and harnesses). Some equipment is purchased out of the program budget. However, there is a significant need for replacement equipment such as shoes, which are worn to the soles.
 - The program would like to offer more services, but cannot due to funding and staff limitations.
 - There is a goal for four camps during the summer. 30% of students are under reduced lunch programs at school.
 - The challenge is to increase opportunities and demand; funding and development; and replace aging of equipment, software, and database.

The YEP program includes:

- 110 day of adventures per year, serving 900 students/participant visits (not including school room visits).
- plans after-school restructuring – move from a single class to multiple classes.
- two-day winter, one-day spring break, and family adventure two-day intensive class
- teen adventure programs include: two-day wilderness first aid, three-day hut trip, five-day Moab Spring, three-day overnight, and 10 weekday trips.
- The program is limited by vehicle size.

In addition to part-time staff, YEP has three FTE staff serving as program management. There are numerous volunteers, however the program has had better luck with interns.

4:14pm Colorado Mountain Club Foundation Update – Steve Bain

The Colorado Mountain Club Foundation (CMCF) is recognizing Linda and Chuck Lawson with an award for their contributions in estate planning.

4:16pm Finance – Linda Lawson, Treasurer

- The financial statements for the second quarter ended March 31, 2016 were reviewed.
- Of note is the fact that cash flow has been better than projected thus not requiring use of the note available from CMCF; however, May and June cash flows are projected to be very tight as a result of payments for Adventure Travel (AT) outfitters."

4:23pm Denver Group Asset Transfer Proposal – Linda Lawson, Treasurer

- The Denver Group (DG) has a large cash position, and is invested in low interest bearing accounts.
- The accumulation of monetary assets has been viewed by the Denver Group Council (DGC) as *rainy day* funds.
- DGC seeks to invest in higher interest bearing sources and write their own investment policy.
- They would like to move some funds to the CMCF accounts.
- The CMC Board of Directors (BOD) have expressed concerns, particularly in light of the CMC's potential debt and loan from the CMCF.
- Scott Robson and Kevin Duncan have met with David Hutchison (chair DGC) and Brian LeBlanc (treasurer DGC) to discuss the issue.
- A question is how much DG requires over the next two years.
- The BOD Finance Committee will continue to review the proposals, have a role in the process, and seek to find a solution which meets the state-wide needs of the club.
- The Pike Peak and Boulder Groups also have excess funds, but the BOD is unsure how the funds are invested or maintained.
- A question was raised about what groups actually require, and whether there should be a percentage or fixed dollar cap imposed by the BOD acting in its legal and fiduciary role for the CMC, while still understanding the responsibilities of the group councils to manage their funds.
- The CMC staff works with the groups to obtain favorable pricing for goods and gifts.\
- A discussion took place about the transition in financial management between the groups and the state-wide organization, risk, and alignment of stewardship – and conflicts with the state and group bylaws, as well as the CMC Constitution.
- A suggestion was made to seek guidance from the auditors.
- Scott Robson added the need for a state-wide summit of group chairs and the BOD.

4:55pm Governance Committee – Bill Landsberg

- A discussion took place about the history of groups, and the CMC as a 501(c)(3), non-profit organization.
- Despite years of discussion of changes with respect to the state constitution and bylaws, no action has been taken notwithstanding certain conflicts between the two

governing documents. These included proposed changes to the bylaws concerning the role of State Council (SC).

- Changes should be made today to avoid further delays.
- Changes to the Constitution require a vote of 2/3rds of the BOD and of all of the various groups.
- The proposed changes to the State Constitution and Bylaws would bring SC (as a separate governing body) into the BOD as a subcommittee, with SC members as full BOD members.
- Currently the SC elects BOD members and approves certain BOD actions.
- Proposed amendments were made to Article V, §5.1 through §5.5.
- The BOD would recommend to SC that (1) the State Constitution be replaced with a short charter, (2) approve the revised bylaws as restated, and (3) moving SC into the BOD as a standing committee
- No changes would be required to the quorum bylaw clause.
- A discussion took place about the number SC member to be added to the BOD, ranging from three to 11 new members, including the impact on the functionality of the BOD with a sizable increase in members.
- The BOD agreed that the SC would elect five members from within their membership to serve on the State BOD and the newly-formed SC Standing Subcommittee.
- Scott Robson advised the SC agreed to these changes in principal, but have not seen the specifics.

MOTION: The State Constitution shall be eliminated.

PASSED UNANIMOUSLY (offered by Bill Flaherty and seconded by Craig Clark).

MOTION: The State Bylaws are amended and restated as provided by Bill Landsberg.

PASSED UNANIMOUSLY (offered by Matt Stevens and seconded by Jason Kolaczowski).

- The amended bylaws as passed as attached to these minutes.

MOTION: The CMC State Council members on the State Board of Directors as described provided in the amended bylaws shall not exceed five members.

PASSED UNANIMOUSLY (offered by John Marotta and seconded by Craig Clark).

5:21pm Committee Reports

A. Risk Management – Matt Stevens Reporting for Matt Biscan:

- The committee has been discussing its structure and defining its role, including procedures, review of incidents, but has not yet addressed risk issues.
- Staff has not been part of discussions concerning the structure of the committee.
- Recent incidents were discussed.

- The next steps include, bring staff into the discussions, guidelines for the review of incidents at a state level, whether groups should have a first level review of incidents (however incidents in groups without a safety committee would go straight to the state committee).
- Reviews will be made from a risk management perspective and to coordinate responses.
- The committee will review school issues across the state to evaluate training standards including for leaders and instructors.
- Risk insurance will be studied.
- Safety issues will include input from outside (non-club) experts, who will serve as *ad hoc* committee members.

B. CMC Press – Scott Robson:

- Press revenue is higher than budgeted as a result of six new titles. In accordance with budget the TNT publication is now twice annually. As a result of Sarah Gorecki's resignation an interim director will be named.
- In FY '17 there will be new titles.
- In FY '18 the guide books will be updated, and there will be six to eight new titles.
- The *Trail and Timberline* has been reduced to two publications per year as a cost savings measure.
- Revenue loss is not expected on the sale of existing titles.

C. Awards – Steve Szoradi:

- The committee held a conference call.
- There was a discussion about the two existing awards (Blaurock and Ellingwood), which would be continued. These would continue as non-cash awards.
- There would be four new awards for the Colorado young climber of the year and aspiring climber (18-25 years old). There would be two awards in each category, for a male and the other for a female. The awards would be based in part on mountain ethics and skills.
- All of the awards would be given at the Backcountry Bash.
- Corporate sponsorship may be sought for the awards.
- The committee discussed additional ideas for possible cash awards in such areas as younger girls and non-CMC highly recognized climbers.
- Another award is being considered for 14er finishers to include USGS medallions with a CMC emblem.
- A question is how applicants would apply and the process for staff.
- Additional non-BOD members are being added to the Awards committee.

D. Development – Kevin Duncan:

- The committee had a productive conference call.

- Leslie Woollenweber is focusing on corporate sponsors and foundation liaisons.

E. Database Needs and Funding – Jeff Flax:

- The committee is on hold awaiting information from Percolator. Scott Robson advised there is an effort to obtain cost estimates and demo walk-throughs of existing Alpine 5 systems.
- Less costly commercial off-the-shelf (COTS) products are available which may reduce the cost of a new database. Customization would be needed to the base product.

F. Nominating – Craig Clark:

- There are currently 17 BOD members (subsequently corrected to 16 following the meeting).
- There will be two open positions in 2017: Kevin Duncan and Donna Lynne (who resigned earlier in the year).
- There are three members whose terms are expiring: John Spidell, Matt Biscan, and Scott Otteman.
- There will be five new open director positions to be made available to SC members per the new bylaw amendments.
- The bylaws permit up to 25 BOD members.
- The committee is seeking diversity in new members.

G. Key Performance Indicators (KPIs) – Scott Robson and Chun Chiang:

- The Finance Committee discussed various key performance indicators (KPIs) that would be useful to the committee and the BOD without adversely affect staff's time.
- Two to three indicators per department would be useful, some of which are already tracked and collected.
- A draft list of KPIs was defined.
- Useful indicator would include the median of gift size, grants by purpose and category, and trends.
- Chun tracks this information in QuickBooks.
- It was noted that the Conservation Dept. writes its own grants.

5:58pm Executive Director's Report – Scott Robson

- The First Quarter and first half of the Fiscal Year have been positive.
- The outliers include a new Press Department Director.
- Will be meeting with the other Alpine 5 clubs in DC, which will overlap with the meeting of the Outdoor Industry Association.
- The meeting with the Alpine 5 will include discussions on insurance and corporate sponsorships.

- There is continuing effort to lobby on behalf of permitting on public lands.

6:04pm ADJOURN

Respectfully Submitted:

Jeff Flax, Secretary
Colorado Mountain Club State Board of Directors