



## **FINAL – APPROVED BY BOARD**

Colorado Mountain Club  
Board of Directors Meeting  
American Mountaineering Center  
February 1, 2018 – MINUTES

**3:00pm Welcome and Call to Order – Matt Biscan**

**3:05pm Attendance – Jeff Flax**

Present: Matt Biscan (President), Bill Flaherty (Treasurer), Jeff Flax (Secretary), Dan Cummings, Linda Lawson, Bruce McClintock, Rachel Miller, Dave Swinehart, and Chantal Unfug.

Present by phone: Linda Crockett, Chela Irlando-Garcia, Jason Kolaczowski, Scott Otteman, Eva Smith, Matt Stevens, Stephen Szoradi and Kathy Workman.

Not present: Craig, Clark, John Marotta (Vice President), Mark Schaible, Liz Stahura.

Staff present: Scott Robson (Executive Director), Chun Chiang (Director of Finance), Julie Mach (Conservation Director – by phone), Allison Stewart (Public Lands Partnership Coordinator), and Philip Swiny (Director of Safety and Operations),

Guests: Nathan Salsbery (CapinCrouse - auditor)

**3:00pm Agenda Additions and Adoption, Member Comments – Matt Biscan**

No agenda changes or member comments.

**3:05pm            Motion to Approve October 2017 Minutes – Motion by Linda Lawson, seconded by Bruce McClintock – APPROVED UNANIMOUSLY**

**3:10pm            2017 Audit and Management Report – Nathan Salsbery, CapinCrouse**

A review of the 2017 audit report was presented at a high level. This included review and discussion of the Statement of Financial Position; cash flows, operation; AMC; liabilities; net assets; cash position; Statement of Activities; Colorado Mountain Club Foundation (CMCF) investments and positions; and fundraising.

A discussion took place regarding monthly cash availability, contributions from members of the State Board of Directors (BOD), Adventure Travel (AT) issues, and the quarterly receipt of funds from the Scientific and Cultural Facilities District (SCFD).

There are new accounting standards being adopted in FY 2019, which include new disclosures, special cash availability and liquidity reporting. In the year that the new presentation takes effect, the new standard will require certain retroactive comparable presentation.

There were no material deficiencies found in the Management Letter. Concern was expressed under Best Practices regarding which staff members opens U.S. Mail letters and packages, and how it is processed. Previous recommendations have been satisfied regarding the off-site backup of critical Club data. Progress has been made on the centralization of bookkeeping of Group funds. Improvements have been made regarding the reporting use of the Club's credit card by the Executive Director. Bill Flaherty, outgoing BOD treasurer, advised that he signs off on monthly credit card statements and receipts.

A discussion was held about a potential review of specific IT processes. This would be beyond the scope of this audit and management review. CapinCrouse offers these services.

**Motion to Accept the 2017 Auditor's Report – Motion by Bruce McClintock, seconded by Chantal Unfug – APPROVED UNANIMOUSLY**

The BOD went into Executive Session – first meeting with the auditor only (without staff present), then with staff only (without the auditor).

**3:55pm            State Council and Constitution Change Update, and Group Voting.  
Nominating Committee Update – Matt Biscan and Jeff Flax**

The State Council's primary responsibility is the election of new and renewing State BOD members. There was unanimous approval by the State Council for second terms for Jeff Flax, Jason Kolaczowski, and Bruce McClintock. There was also unanimous approval by State Council for the election of the following new BOD members: Linda Crockett, Chela Irlando-Garcia, Eva Smith, and Kathy Workman.

The approval of only one more group is needed for implementation of proposed changes to the State Constitution and Bylaws. Linda Crockett will be meeting with the Aspen Group and will raise the proposed bylaw changes with their council. Scott Robson and Steve Szoradi will also be meeting with the Aspen Group as part of one of the group's events. State Council will elect five new BOD members once the constitution and bylaws changes are approved. (The five members will be elected to serve full, three-year BOD terms).

John Marotta has resigned from the BOD due to unavailability to participate on the Board.

The Board thanks outgoing BOD member Linda Lawson for her remarkable contributions as a Board director and treasurer.

Dan Cummings, Nominating Committee co-chair, made a **motion** for the 2018 BOD officers:

- Matt Biscan, president
- Matt Stevens – vice-president
- Eva Smith – treasurer
- Chantal Unfug – secretary

**The motion was seconded by Linda Crockett – Approved Unanimously.**

Jeff Flax will continue to serve on the Executive Committee. Additional committee assignments will be made following this meeting.

**4:10pm            Finance Committee – Bill Flaherty, Scott Robson, and Chun Chiang**

We had a good 1<sup>st</sup> quarter - we are on budget for the fiscal year. Expenses under budget - marketing department director position is open – plan to fill in May or June, and AT is still a concern with staff changeover and fewer trips planned. Foundation grants and individual contributions are lagging. Cash is positive and expected to remain so over the fiscal year.

**Motion to Accept the Financial Report – Motion by Dan Cummings, seconded by Bruce McClintock – APPROVED UNANIMOUSLY**

**4:20pm Strategic Plan – Scott Robson**

The existing five-year plan ended on December 31, 2017. The next plan will be a succinct to cover a two to three-year period, with five or six primary goals. A new BOD strategic plan committee will be formed, including new BOD members with extensive strategic planning experience. Plan development will include the new Board member representatives elected by the State Council under the revised bylaws.

**4:25pm Open Space, State Park, and Forest Service Permits – Scott Robson and Philip Swiny**

Use of open space, state parks, and Forest Service (FS) lands are critical to CMC schools. Permits are required whenever there is money exchanged for schools (*i.e.*, tuition and other school fees) – trips and events in which there are no charges do not require permits. Fewer permits are available. Some parks now require certain school instructors to be certificated as AMG guides, and hold current wilderness first aid and CPR certifications.

New, streamlined procedures are being developed by the CMC safety and risk staff for coordinating, handling, and obtaining permits. However, not all of the permits required by the Club are available, particularly those permits for which had not been previously applied. Problems relate to the overutilization of public lands and insufficient governmental staff who approve permits. Alternative lands farther from the Front Range are suggested to CMC schools, given more permits are available in these areas.

Progress continues on the use agreement for the private Rendezvous property near Winter Park. This would provide a good alternative for many, but not all, of the outdoor schools. Concerns were expressed about the adverse impact of the unavailability of permits on CMC schools, as well as impact for lack of permit compliance. There are varying and inconsistent application procedures across the FS permitting offices. Certain parks are charging individual daily use fees for schools' participants.

Scott Robson updated the BOD on the status of the Rendezvous agreement. This would allow the Club to access up to 500 acres, at 10,000 feet with about 800 vertical feet. The property is off of Corona Pass Rd. A risk and safety plan is being developed by CMC staff. The plan is to pilot a winter camping activity on the site in the late February to March timeframe. Staff has already toured that site. The Club's insurer has indicated our coverage will extend to the Rendezvous property for an approximate \$900 per year

policy increase. Certain leasehold improvements may be required; however, no funds have been budgeted for that purpose.

**5:00pm Insurance – Scott Robson and Philip Swiny**

Scott and Philip met with a new potential insurer. There are no current problems, but this was to explore current gaps in coverage, including international trips, sexual misconduct, and cybersecurity. There may be overlap in the current coverage. Quotes are expected, including the addition of offering greater extraction insurance coverage as a member benefit.

**5:10pm American Mountaineering Center – Scott Robson**

The American Mountaineering Center (AMC) is owned jointly by the CMC and American Alpine Club (AAC). There are informal discussions for new ideas for the use of the building. The move of the Outdoor Industry Association to Colorado may open up new opportunities. These discussions will be part of the new Board strategic planning committee. It was noted that the museum and library are underutilized. The building revenue currently covers its expenses.

It was pointed out by a Board member that the AMC serves as a clubhouse for CMC schools and committees. It would be a disservice for members to lose the facility to a commercial room rental center.

**5:20pm CMC Code of Conduct Revisions and Club-Wide Changes to Incident Reporting – Matt Biscan**

A discussion took place regarding the history of the current CMC Code of Conduct. Originally it pertained to leaders only. Later it applied to all members and staff.

The current provisions do not require the Executive Director be notified of infractions, and it delegates the resolution of most disputes to group leadership. There have been numerous incidents of which the Executive Director has been unaware and never notified.

Changes to the Code are needed to address and require notification of serious misconduct violations to the BOD Executive Committee and the Executive Director. New state staff level procedures will be developed for incident management, including code of conduct violations. It was suggested that training of leaders regarding the changes will be needed. This might include the restriction of discussions about politics, religion, and conservation positions.

A requirement should be implemented to require volunteers, members, and staff sign the Code of Conduct, in the same manner as the liability release form. Similarly, guests should be required to sign the Code of Conduct along with the liability release form.

Matt Biscan presented a draft BOD update to the Code of Conduct. Additional changes will be prepared and submitted to the BOD .

## **5:35pm          BOD Committee Reports**

**Database Needs and Web Committee – Jeff Flax** – the web committee will be meeting with a local company called Slalom, which will be hold a SWARM brainstorming-type session at no cost to the Club to evaluate business process and web development alternatives. Moving forward, staff will be contracting to stabilize the existing CMC.org system.

**Development – Dan Cummings** – met with Jay and Lucy (Development Department staff). Committee efforts will be ramping up. Position descriptions are being drafted for committee members. There will be buckets of development efforts, including events, capital campaigns, individual giving, foundation grants, and Board member contributions.

The events include: film festivals, Backcountry Bash, happy hours, and the speaker series. Individual contributions include: annual, end of year, Colorado Gives Day, Community Shares, CFC (for federal employees), major donors, and Summit Society members. Foundation grants are tracked in a database. CMC has \$72K pending grant applications.

The goal for Board member contributions is 1% of Club revenues. The expectation is for all Board members to make yearly contributions. There are numerous methods for Board members to contribute: direct monthly or yearly cash contributions, renewing as a CMC Life Member, hosting house parties, donating vacation property rental times, lobbying on behalf of the CMC, making introductions to donors, and representing the CMC at major Club functions (*i.e.*, Banff Film Festival, Backcountry Bash, MountainFest).

**Finance – Bill Flaherty** – covered in Auditor’s and Finance Committee reports.

**Governance – Matt Biscan** – covered under State Council agenda item.

**Nominating Committee – Jeff Flax** - covered under above agenda item.

**Risk Management, Safety, and Schools – Philip Swiny** – focusing on three major areas.

- (1) the valid medical certification period is now set at two years. This policy is effective as of January 1, 2018, with a one-year extension period.
- (2) ) Wildcat trips are defined as fewer than three participants (including the leader), except for technical climbing trips. The question is whether Wildcat trips are covered under the club's insurance policy
- (3) Extending the one CMC vision to all Club training and safety requirements, a presentation was made by Linda Lawson of the RMSS Committee's recommendation on avalanche training statewide.

**Motion to Exclude Non-Leader Members from Avalanche Training Requirements (for implementation in the 2018/2019 winter season.** (Discussion included the need to have a plan available for financial support and a consistent message to Group leaders statewide prior to the announcement of the requirement).

**– Motion by Jeff Flax, seconded by Dan Cummings – APPROVED UNANIMOUSLY**

**Recommendations and details:**

General Avalanche Education in Non -Avalanche Prone Terrain\*

The CMC Education Director develop a standardized Avalanche Terrain Avoidance (ATA) course to be used statewide for leaders who do not wish to travel in avalanche prone terrain in snow-covered areas.

The ATA standardized course curriculum should be provided to all Groups at no additional cost to them. Groups that regularly schedule winter trips on non-avalanche prone, snow-covered terrain will implement the course within a reasonable timeframe or, as determined by the State office; field demonstrations and practice locations should be determined by local groups. The CMC Education Director should direct and assist with the implementation as necessary.

Although the field demonstrations and practice locations should be conducted in a CMC group's local non-avalanche prone terrain, the concepts to be taught and demonstrated in the field should be standardized as a component of the ATA curriculum developed by the CMC Education Director. A starting point for the ATA seminar is to use the curriculum currently developed by the Fort Collins, Denver, Boulder CMC Groups. A recurrent period of time to repeat this training be determined by the RMSS Committee based on assessment of need by the CMC Education Director and Director of Safety and Operations.

Avalanche Education in Avalanche Prone Terrain\*

Winter, backcountry leaders who intentionally travel in avalanche prone terrain complete AIARE Level 1, currently a 24-hour standardized course OR an equivalent avalanche education course meeting the requirements of the American Avalanche Association (A3, e.g. National Ski Patrol Level 1).

Effective 2018 AIARE will offer an 8-hour Rescue Course featuring single and multiple burial practice sessions as well as associated issues of companion rescue and extraction. This Rescue Course OR and equivalent is not required but is recommended for winter leaders traveling in avalanche prone terrain.

**TIMING:** to be implemented for the 2018/2019 winter season

**FUTURE OFFERINGS:** Given there may be changes in the curriculum offered by recognized avalanche education certification organizations, the recommendation is to have the RMSS Committee determine changes needed based on the CMC Education Director's monitoring of basic level avalanche education requirements, whether from AIARE, A3 or the NSP, and offer the appropriate training to CMC leaders and members.

\*Definitions pertinent to the motion passed requiring avalanche education for winter trip leaders statewide:

*Avalanche prone terrain - terrain with unstable snow pack, slope angles of 25-45 degrees; such avalanche prone terrain may have terrain traps consisting of stream beds, gullies, steep road cuts and trails including snow pillows, roll-overs, cornices and subtle micro-terrain features.*

*Non-avalanche prone terrain – terrain with stable snow pack, slope angles not in the 25-45-degree range, terrain that does not include terrain traps consisting of stream beds, gullies, steep road cuts and trails including snow pillows, roll-overs, cornices and subtle micro-terrain features; terrain that does not have avalanche prone terrain above routes selected.*

It is recommended these definitions be adopted by all statewide CMC groups including schools.

**6:45pm            Conservation Department Report – Julie Mach (CMC Conservation Director)**

2017 was a big growth year. There are four year-round, and three part-time staff members involved in FS and Bureau of Land Management (BLM) activities, including the Leadville trail maintenance stewardship project. A second team will be added for San Luis Valley activities. The Conservation Department is involved in advocacy, policy and planning, and clean water and energy projects (focus on recreation). 2,000 letters were sent to Congress on conservation issues by the Club.

A question was raised about oversight of various Club positions on conservation and political issues, particularly those that may be controversial. Scott Robson discusses

these issues with Julie. The Conservation Committee meets quarterly to provide guidance to staff. There will be a call to CMC group chairs to participate in the Conservation Committee. It was made clear that the BOD speaks for the CMC, not conservation committees.

**7:05pm          Executive Director's Operational Report and Key Performance Indicators – Scott Robson**

Scott referred the Board to review his latest monthly and departmental report for Key performance indicators (KPIs) and other major issues.

**7:05pm          Executive Session**

**7:20pm          Special recognition of Linda Lawson, outgoing Board officer and member.**

Linda provided a short presentation on Board history, accomplishments, and recommendations moving forward for the BOD.

**7:25pm          Adjourn**

Respectfully Submitted:

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Jeff Flax, Secretary  
Colorado Mountain Club State Board of Directors