

THE COLORADO MOUNTAIN CLUB
Board of Directors Quarterly Meeting

Saturday, April 17, 2010 American Mountaineering Center

Board Members Present

Wynne Whyman, President	Lee Rimel
Jim Berryhill	Lauren Schwartz
Nancie Biery, Secretary	Ray Shem
Dale Hengesbach	David Tabor
Nickie Kelly	Vern Twombly
Dana Miller, Treasurer	Alice White, Vice President
Paul Raab	
John Raich	
Jim Riddell	

Board Members Absent:

George Barisas
Carol Kurt
Debbie Welle-Powell
Edward Seely

Staff Member(s) Present:

Katie Blackett, Executive Director

Guests Present:

Linda Lawson, Denver Group Chair
Steve Bonowski, Joint Development
Paul Weber, State Council Lead

Welcome and Introduction

President, Wynne Whyman, called the quarterly meeting of board of directors of The Colorado Mountain Club to order on Saturday, April 17, 2010 at 2:05 PM. Roll call taken. The chair thanked everyone present for participating and preparing appropriately. Wynne reported that a review and discussion of the agenda and scorecard started at 1:25 PM. Wynne and Dale H. reported the results and measures from last quarter and that they have improved significantly. The scorecard committee has officially disbanded, and is now a review only status.

Agenda – Additions and Adoption. No changes.

Approval of Minutes to January 2010 Board of Directors Meeting

The minutes of the January 2010 CMC board of director meeting approved with the following corrections:

Under President Report, Executive Committee heading: name should read Jim B.;

Under Ballot Operating Committee heading: correct spelling of Lee Rimel's last name and correct spelling of Dale's last name to Hengesbach;

Under Joint Development Report heading: correct spelling of Sarah Goercki's last name and strike "newly hired intern" and replace with wording: newly hired development director; also correct last initial of Jim Berryhill's name from an R to a B.

Under Attachment section: Conflict of Interest Policy heading: change wording to adopted.

Member Comment Period

No comments.

COMMITTEE REPORT

Joint Development Committee Report:

Reference one page handout by Steve Bonowski with 6 items.

- 1) Steve encouraged people to participate on this committee – including involvement from anyone in the Pikes Peak or Boulder area.
- 2) May 7, 2010, Hugh Kingery will be the featured speaker at a CMC luncheon. He has a vast background in mountaineering experiences and is a master birder.
- 3) Corporate program: Good support has been offered from staff and Denver Group. There is a streamlined process to staff positions in fund raising and, development.
- 4) Grant writing applications are getting out the door to support GNA. They are building in some GNA overhead for department, grants, and education.
- 5) Board member involvement is encouraged. Development team will follow up with members based on the check marks members highlighted at last meeting.
- 6) Sarah Goercki has been a 12 on a 1-10 scale! All staff have made good contributions.

CEO, Katie B., reported that “Steve has been a great volunteer and lifesaver.”

OLD BUSINESS

Board Liaison form was passed to attendees. Wynne asked everyone to complete.

Development participation form: Alice White has received all but one which is pending.

Conflict of Interest forms: Nancie reported that she had most everyone’s form except for a few. Secretary will follow up and get on file at state within next 30 days.

Supporter Member Category: Referred to adhoc committee. (Reference one page Board Item Request informal request form). Wynne indicated that the board can override the motion. Motion made to accept the ad hoc committee’s work to not have a supporter category. Discussion with one nay vote noted. By majority, it has been accepted to not have a supporter member category.

Rescind 1941 policy: (Item #4 from January). Reference one page Board Agenda Item Request form. Rescind 1941 policy is in conflict with what was passed in January 2010. No second needed since it came from committee. Hearing no discussion, motion passes to rescind 1941 policy. Board manual will be updated. (Reference written proxy vote).

“Life membership fees will be invested in a perpetual endowment fund. [passed January 1941]”

Code of Conduct document which Executive Committee (EC) has worked on had discussion regarding changes. President said there are options and explained what is available in particular to synchronous email voting which is not a good idea. Dana Miller was not comfortable with seeking approval of this document because of earlier morning discussion, and requested that it be referred to the Executive Committee with the intent, spirit and letter of language and supports what was discussed especially to parliamentary procedure for motions. Motion made to refer to EC for consideration and further vetting. It will be sent out in word format with highlighted changes. Discussion given to the fact that document had provisionally be approved by EC. President indicated it would be ratified at July board meeting given the nature of the document to assist members at

large and to feel better about the language of the policy. Discussion given to Roberts Rules of Order with member and guest debate.

Board Member, Dave Tabor, exercised his right to call for a vote, and stopped debate. Seconded. All in favor of stopping debate was done by a raising hands: Motion passed. _13__yes _0__no
Returning to original motion of referring to EC for consideration and vetting. Motion passed to have Code of Conduct document go to EC. _14__yes _0__no.

Committee Report and President / Officers Report

President Report

Presented Lee Rimel with President's Award (2009). Informed board of nominating committee. Encouraged people to write a check to the CMC for a meaningful amount as the year is moving quickly. She also welcomes thoughts on design of this meeting with the white space in the morning.

Nominating Committee:

Reference two page informational report by author, Dave Tabor. President reminded board members that this is information only and stated that it was ratified by State Council members earlier in day at April State Council meeting. Dave T. reported that he will send out appropriate slot information and ask board members for assistance. It was acknowledged that this is a challenging, yet great committee opportunity for people to participate.

Officers Report:

Reference Board Agenda Item Request form reflecting topic. Information raising of hands as to who would be present or absent for dates in October completed. Motion made to move the regularly scheduled board of directors meeting from October 16 to October 23. CEO will not be available. Brief discussion given to state council meeting schedule. Motion passed to change meeting to the following week.

Board Member Contribution:

Board members were reminded and encouraged to remit a meaningful contribution by October 2010. If you have not placed your contribution, be aware of the meaningful amount, as one hundred percent (100%) participation is required. Discussion given to the \$10,000 target goal, restricted versus unrestricted funds, a show of one's commitment and "stepping up," as well as who gives and how we give. It was explained too how grants may be in jeopardy if full participation is not met. Discussion continued regarding fiscal year term giving and subjectivity of board terms. CEO explained that some grantors look at percentage and others look at fiscal year calendar giving. Motion made to refer the giving calculation review to CEO who will provide each board member with a report of board giving.

Lee Rimel was thanked for presenting the board activity earlier in day that highlighted board member participation. Reference the activity sheet and stickers. Secretary will tally and forward to president.

President Wynne W. highlighted how she is connecting people with others. Her time varies week to week and is appreciative of the board.

Vice President Report

Alice W. reported that she has been working on the development committee initiatives and that good communication has been occurring in that regard.

Treasurer/Finance Report

Dana Miller, chair, made a motion to move to executive session to include the CEO. Approved. 14 yes 0 no. Board met in Executive Session. Please refer to appropriate documents. 4:15 PM, a Motion made to move out of Executive Session and return to public session. Motion passed. 14 yes 0 no.

Secretary Report

Nancie B. announced that Conflict of Interest forms for 2010 which were distributed at the last meeting need completed, signed and returned. Nancie will follow up with those who have yet to turn them in. Conflict of Interest forms filed at the state CMC and are a required audit document.

CEO REPORT

Rebranding:

Reference Board Agenda Item Request: *Request for approval of changing the existing CMC logo.*

Prior to request, motion made for board members to accept the branding assessment to date, to approve of those efforts, and to encourage the same path established the last nine months. Discussion held. Call for hand vote. Motion passed. 15 yes 0 no.

Motion made to replace the existing Colorado Mountain Club logo. Discussion held at length with regard to appropriate feedback, perceptions, designs, emotional rationales, marketing efforts and design team surveys and their effort to provide logo designs from what they felt was relevant and what they heard from those surveys. Further discussion included potential pitfalls, unexpected associations, appropriate review and buy in from members, awareness and opinions from those not yet sought out. Discussion given to strategic decisionmaking and board member authority.

Motion and second to stop debate. Hands vote taken. Passed to stop debate. 12 yes 0 no.

Original Motion reiterated on changing the existing CMC logo. Majority passes. The CMC logo will be changed. Review of proxy vote clarified. 12 yes 2 no.

Reference Board Agenda Item Request: *Request For Approval Of Logo Presented.*

Discussion given to the fact that this is the first time board members may have seen the presented logos, and that the consultant company is no longer available to assist. Discussion given to reproduction and color, timelines, membership input and concerns, as well as the marketing committee time and efforts. Discussion given to starting the process over, and the effect it may have on funding efforts, mountaineering schedules and activities, budget concerns, dissemination of info via multiple media arenas, as well as board member meetings to discuss further.

Straw vote requested for original motion. In favor: 2, against: 8. Discussion given also to the proxy votes. The request for approval of logo presented is defeated.

Board member, Paul R. made a motion to amend the first motion as follows: that the board of directors thank and commend CEO, Katie Blackett, staff, and volunteers for work to date on the rebranding, and that the board of directors agrees we will seek an advisory opinion from group chairs and state committee chairs, and board of director members on logo options, and give them two weeks to respond; we will have a special board meeting on 5 – 5 – 10 to review the results from those advisory opinions, and make a decision about the logo.

Board member Jim R. recommends that we substitute the motion as the original language instead of accepting this amendment to the motion. Discussion given to 10 day notice of board meeting time frames, and decision making authorities. Paul R. will work with CEO to provide expertise and assistance to getting the logo designs out to review to the previously mentioned target audiences.

A formal motion made to making this a substitute motion was made. Motion passes with hand vote. _14__yes _0__no.

CEO Report January – March 2010: Reference eleven (11) page handout.

The board of directors acknowledged appreciating this information in this format.

CMC Foundation Report

Alice W. reported on contribution benefactors asking board members to seek out anyone you know and participating in an “ask.” For more information, outreach Alice.

Governance and Policy Report

No formal report. All documents are on Google Docs including firearm policy which is close to coming to the board for approval. Feedback has been provided to the G/P chair, Earl Hughes to assist in challenges and production of work.

Nominating Committee Report – See earlier in minutes.

Ad Hoc Committee Report No report.

NEW BUSINESS:

None.

ADDITIONS TO THE AGENDA: None.

Final Comments:

Action items forthcoming by Wynne Wyman.

Motion and second made to adjourn. Motion passed. The quarterly meeting of the CMC board of directors adjourned at 5:58 p.m.

Nancie Biery, Colorado Mountain Club board secretary.

Attachments:

Nominating Committee Report