

THE COLORADO MOUNTAIN CLUB
Board of Directors Quarterly Meeting

Saturday, January 23, 2010 12:30 PM

American Mountaineering Center

Board Members Present

Wynne Whyman, President	John Raich
George Barisas	Jim Riddell
Jim Berryhill	Lee Rimel
Nancie Biery, Secretary	Lauren Schwartz
Dale Hengesbach	Ray Shem
Nickie Kelly	Edward Seely
Carol Kurt	David Tabor
Dana Miller, Treasurer	Vern Twombly
Debbie Welle-Powell	Alice White, Vice President
Paul Raab	

Board Member(s) Absent:

None

Staff Member(s) Present:

Katie Blackett, Executive Director

Guests Present:

Linda Lawson, Denver Group Chair
Steve Bonowski, Joint Development
Paul Weber, Ft. Collins Group, 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, January 23, 2010 at 12:45 PM. Roll call taken. The chair thanked everyone present for participating and preparing appropriately, and welcomed the new incoming board members. Wynne explained that board member orientation had been previously conducted.

Agenda – Additions and Adoption

Approval of Minutes to October 2009 Board of Directors Meeting

The minutes of the October 2009 CMC board of director meeting approved as corrected.

Under Guests heading: Change Mr. Hernandez's first name to John.

Under Treasurer/Finance: Change heading of letter "Item G" to "Item C".

Under AdHoc State Council – Text changes from "The State Council's direction was to make a new membership committee" TO: "The State Council's direction was to make a new separate membership committee."

Member Comment Period

Paul Weber and Linda Lawson, representatives from Fort Collins Group and Denver Group respectively, and presenting on behalf of CMC State Council representatives, presented a proposal to the \$25 admission fee. Presenters stated that State Council representatives approved this presentation by formal motion "with the people that were in attendance in January."

See attachment.

Highlights of the presentation subsequent discussion included:

- reasoning for the fee, cost effectiveness as an organization and through Groups, direct costs and budget cuts, revenue, statistics and analysis capabilities;
- Marketing and public relation opportunities including relationships when people are most active; Club's outdoor offerings, availability and quality of leaders;
- immediate group budget issues as it relates to decision making and getting more share of the pie;
- The Denver Group is working on various membership objectives, with its own task force identified.
- Website and online competitive interests;
- New member referrals and current member retention; membership levels and data, timelines and campaigns;
- CMC departmental involvement and support, and the overall effect of fee if eliminated;
- State Council roles, responsibilities, identification and Group relationships.

Discussion given as to whose responsibility it is in determining and making changes to this fee, including the role of executive director as decision maker. Implementation, changes, and clarification lies with the CEO to review and determine and is not a board role or decision.

Katie Blackett, CEO, thanked the speakers for the information and informed everyone present that any action would directly affect CMC departments. As CEO, she has the responsibility of continually ensuring that the organization operates in a healthy financial manner, and that includes funding stream implementations, appropriate oversight, financial support and monitoring.

State Council representatives will continue to participate and collaborate with the CEO in this process. The speakers presented the proposal "in good faith", and encouraged directors and CEO to meet and consider all components of the proposal. A two (2) month timeline suggested. Katie Blackett will review the proposal in depth, and respectfully asks for State Council representation in addition to seeking staff and club membership assistance in reviewing the complex components of this issue and determining whether to continue or discontinue the fee.

In closing, Chair, Wynne Whyman, thanked both presenters and asking everyone to ponder and participate in examining this issue. She thanked Paul Weber also for leading the State Council representative body since his announcement in October 2009.

It was also the consensus of board members that the State Council representatives and Groups could benefit from membership data and diagrams as presented by Finance Committee in this morning's work session. It will be sent electronically.

President, Wynne W., asked directors to address the Finance Committee Bylaws change – dues for Lifetime & Supporter member category as identified on agenda. She prefaced the discussion by saying that by next year with State Council evolving into a stronger unit, reliable data at the disposal of the organization to make sound decisions, and Governance and Policy committee members participating and guiding processes, the organization is headed in the right direction.

Agenda Item: Life & Supporter category discussion.

Following discussion, a motion made to refer the issue of Supporter to a special ad hoc committee, and that information be presented before the board at its next regularly scheduled meeting in April 2010. In depth discussion held.

Motion and second made to table the above motion until the auditor presentation is complete today. Motion passed.

AUDIT

At 2:05 PM, Wynne Whyman, introduced Sue Engle and Tracy Zabel of Kunderling, Corder and Engle, PC. Motion made to move into Executive session. Motion passed. Executive Session began at 2:09 PM. Board officers and presenters present.

At 3:20 PM: Motion to move out of Executive session and return to public session. Motion passed.

Motion made to adopt the audit as presented. Vote called. Motion passes to adopt the audit as presented by the audit company as stated above. President thanked auditors.

Supporter and Lifetime Member and Supporter Category Agenda Re-addressed: Motion and second to bring the Supporter Category agenda item up for discussion. Motion passed.

Discussion ensued. Dana Miller, Finance Committee chair, indicated having gone to the board to review the dues with several layers of that proposal in October 2009. Discussion addressed the responsibilities of members, staff, board, councils and groups – using those roles as tools to assist in decision making. Discussion on philosophical issues, long-range planning needs, roles of the collective membership, recently acquired BSA memberships, and timely decision-making capabilities to meet the overall member objectives.

Amendment Motion: Motion made that an Ad Hoc committee comprised of, and appointed by the president including Group members, board members, conservation, BSA, finance, staff, and other parties, is formed specifically and efficiently to review the Supporter Category. Amendment passes.

Board Agenda Item Request Item #1 – Bylaws Changes for Lifetime Dues (3 pgs)

A motion made to approve as stated in request. Discussion given to history, number of Groups affected, monies involved, policy and procedure processes, state standards, transferrable options, and available resources to accommodate any additional standards. Motion to suspend debate. Motion passes.

Item #1 Lifetime Dues rational and request presented from Finance Committee as stated in the board agenda form. Motion passed. Each Group will set their own lifetime rate. For interim purposes, the 20x the group rate will be used.

Board Agenda Item Request: Topic: \$10 minimum for monthly dues payment to Groups

Motion and second to approve as presented in rationale section of request. Motion passed. Bylaws language, Article II, Section 3 will reflect the following: "On a monthly basis the State will provide each Group with the Group portion of dues collected during the previous month or months, as long as the amount equals \$10 or greater."

Board of Director Norms (Attachment (1 pg)

Discussion given to review of this document and how CMC operates, calling for a vote for norms. Discussion given to confidentiality and transparency, case sensitive materials, board of director responsibilities, code of ethics, reasonable definitions of privileged and public information, nationwide norm standards for organizations and stakeholders, timely response to incidents, electronic technology processes, Roberts Rules of Order rules, and language and resolutions. Dana Miller has agreed to conduct further research and provide a code of ethics document. Motion and second made to add the word "Respect," "resolving board issues within the board, and checking things out directly with the person" to the Norms document. Further discussion occurred. Addition to Motion: Re-visit norms form and maintain discretion in a soon to be developed code of ethics. Motion passed.

President Report

Executive Committee Report

Executive Committee Motion and second made to add Jim B., Paul R., and Lee R. to the existing committee of Wynne W. and Alice W. Motion passes.

President, Wynne W. highlighted the most current listing of board member committee participation. She encourages officers to review the list and to get with her with regarding adjustments or clarifications.

Ballot Operating Committees (2pgs)

Discussion given to transparency, appropriateness and credibility of 18 committees, recognizing that the positions are volunteer positions with no paid staff support; staff liaisons will assist. Vice President Alice White led this focus, which included discussion about volunteer engagement, infrastructure, volunteerism rewards and challenges, review of the active and less active committees, State Council representation, streamlining, etc.

Motion made to adopt the identified five committees as Membership, Education, Conservation Development, and Marketing and to put on State Council. Hand vote taken. Motion defeated.

Motion made that Risk/Management and Safety/Leadership is added. Motion passes.

Motion made that Marketing be under State Council: Motion passes.

Motion made that Membership Services be under State Council. Motion passes.

Motion made that 100-year anniversary committee be added to State Council. Motion defeated.

Motion that Conservation be added to State Council. Motion passes.

Motion made to closing votes and leave at four (4) committees for State Council. Motion passes.

Each of these committees needs to identify a chair that will go to State Council.

Wynne W. reiterated overall focus to include governance and policy, membership, state council, and 990 rules and regulations.

Wynne W. announced that as President, she has opportunity to bestow honor to people who have given exemplary service to the club by presenting the President's Award. This year's honorees were:

- *Lee Rimel for his work with the Back Country Sports Alliance and "moving the organization forward for CMC";

- *Dale Hegensbach for his financial and scorecard expertise which has "been invaluable";

- *Dana Miller for her work with the finance committee and the "immense challenges of getting it on track".

We have "real treasures" in these honorees. A hearty applause could be heard throughout the building acknowledging their service! Thank you very much for your service!

Vice President Report

Alice White reported on "Ways to Assist in Development and Fundraising" (1pg document).

She reminded officers of one's responsibility to participate, as well as using the document as a guide when one is considering participation. The document is intended as a document that encourages board members and does not specifically ask for money. Alice respectfully ask that documents been completed and returned to Vice President by day's end.

Colorado Foundation Report

Alice White, Vice President reported: The CMCF has received some year-end donations toward retiring the museum debt, thus making the museum debt \$240,000.

2. The CMCF has been struggling with fund rising to retire the museum debt. The joint development committee will be making some suggestions as to ways that the CMC Board can assist the foundation.

Joint Development Report

Steve Bonowski reported on the committee's efforts to ensure a streamlined and coordinated effort. Sarah Goercki, newly hired development director, is assigned to assist in development planning and coordination of efforts. It is the goal of the CMC joint development committee to raise \$175,000 before the end of fiscal year. The committee has steps in place that means better coordination of efforts and tailoring of giving and fundraising to meet this goal and future fiscal year goals. The committee has four (4) board members who serve including Alice W., Jim B., Lauren S., and Steve. The committee reports to the CMC Foundation board and the CEO. Each director has made a commitment in development, and reiterated how all board members can participate. The committee asks that all joint development "leads" go to Sarah to ensure a streamlined coordination of efforts from letter writing to schools to the benefits these efforts directly have on Groups. Steve reported that Sarah recently attended a retailer show and made approximately 18 appointments to speak with vendor representatives; the idea being that grassroots meetings is the core to building corporate sponsorships. Steve provided information on available funds and budget constraints as well as expenses associated with fundraising and development. Steve acknowledged working closely with Denver Group chair, Linda Lawson; this connection has been very helpful for the overall committee.

Secretary Report

Nancie B. announced that Conflict of Interest forms for 2010 are hereby distributed, and respectfully requests to have them completed, signed and returned by day's end. Conflict of Interest forms are filed at the state CMC and are a required audit document.

Executive Director/CEO Report

Oct. – Dec. 2009 Report. See attachment.

COMMITTEE REPORTS

Web: CEO, Katie B., reported that changes have been made to the website in the last two weeks making it easier to find things, especially easier online membership activities. Challenges continue with discussion given to CMC's long range rebranding initiatives and proprietary and legal issues.

Governance and Policy (G/P): Earl Hughes, former board member and CMC member, has agreed to take the chair position. Nickie K., previously identified as chair will remain as an active member. Discussion given to the CMC policy and procedure processes, what the committee's roles are, and what formats can successfully be generated. It was strongly suggested that anyone wanting to have a policy or procedure considered, that the draft be authored, then reviewed with the G/P prior to formal request before the board. President Wynne W. reinforced this process.

Nominating Committee: John Raich, chair, reported "we got the job done...and that input from the board was useful and appreciated by the committee." Things to consider in the future include "casting our net farther" for qualified candidates and having more interaction with state council representatives. Wynne W. thanked John and the committee for their service.

Ad Hoc Committee: Discussion and questions included how to provide consistent education, training and resources to assist board members in fulfilling their roles, and determining if having a board member retreat would be beneficial. Brief consideration given to time management and budget constraints as well as benefit.

OLD BUSINESS None.

NEW BUSINESS None.

ADDITIONS TO AGENDA None.

FINAL COMMENTS: Discussion given to the pace and priority of tasks and decisions as addressed throughout the day and evening, and to be mindful of time management skills as they relate to same tasks and decisions when the board meets again in April 2010.

Motion and second to adjourn. The quarterly meeting of the CMC board of directors ended at 6:15 pm.

Nancie Biery, Colorado Mountain Club board secretary.

Attachments:

Attachment: Waiver of \$25 Processing Fee to all Groups Statewide Proposal (8 pgs)

Attachment: Bylaws changes for Dues – final two items, authored by Finance Committee
(4 pgs).

Attachment: Board of Director Norms (1 pg).

Attachment: \$10 Minimum For Monthly Dues Payment to Groups Request, authored by
Finance Committee & Katie Blackett (1 pg).

Attachment: Executive Director Report (pgs).

Attachment: Conflict of Interest Policy Adopted 10/17/2009