

CO Mtn Club State Council Meeting
July 29, 2019
Approved by State Council on September 19, 2019

Attending: Jeff Flax **Vice President CMC State Board**; David Sanders **Shining Mountains**; Glenn Barr **Pikes Peak**; Carrie Simon **Boulder**; Don Carpenter **Fort Collins**; Mike Miller **Roaring Fork**; Kathy Kurtz **Denver**; Dale Pfaff **Gore Range**; Matt Biscan **Past BOD President**; Keegan Young **Executive Director CMC**; Lauren Shockey **CMC Membership Director**; Chun Chiang **CMC Financial Director**
Absent: Jill Mattoon **El Pueblo**, Scott Otterman **Friends of CMC**
7:00 PM Welcome and Introductions - Flax/Biscan

Election of State Board of Directors (BOD) Flax- Recommended by BOD Nominating Committee and State BOD

Per the CMC State Bylaws*, one of the primary objectives of this meeting (BOD July meeting) is to elect the new and renewing members of the State Board of Directors (BOD). Six candidates were identified and interviewed by the BOD Nominating Committee. These candidates and 1 additional later nominee were discussed and approved by the BOD at its meeting on Tuesday, July 23, 2019. There are two current BOD members who are standing for a second, three-year term.

***BYLAWS COLORADO MOUNTAIN CLUB A NONPROFIT CORPORATION, AMENDED AND RESTATED, April 21, 2016**

Article III **BOARD OF DIRECTORS** Section 3.3 **Number, Tenure and Qualifications.** Directors shall be elected from the nominees submitted to the State Council by the Nominating Committee and from floor nominations from State Council members on the day of the election. New directors will be elected at the July meeting of the BOD and start their term of office at the beginning of the fiscal year, October 1.

The bios for the seven candidates were posted in Base Camp for review by State Council members prior to the July 29, 2019 SC meeting. Matt Biscan briefly discussed the skills and experience the BOD were looking for in the candidates: marketing, fund raising and non-profit fund raising. The seven candidates were unanimously elected by SC.

Elect New State Board of SC Members - Flax

SC reviewed the candidate bios prior to the meeting and elected two members of SC to serve on the BOD for full three-year terms as voting members of the Board. They were Kathy Kurtz and Dale Pfaff. The Bylaws provide up to five SC members to sit on the BOD as full voting members for three-year terms.

Miscellaneous - Flax

- Jeff Flax asked SC to participate in the new State Diversity, Equality, and Inclusion Working Group which will be comprised by members from each State Group and headed by Brittany Smith, CMC Marketing Director.

- The Shining Mountains Groups (SMG) has asked to merge with the Fort Collins Group. Both Councils agreed to the merger. An email response is pending from current SMG members. The merger is planned to take place on Sept. 30, 2019, if approved by the full BOD.
- Jeff mentioned that there are preliminary discussions concerning Groups' finances being converted to QuickBooks (cloud). Chun would have read-only access to the data. The primary reason cited for the State making this change is that the State auditors are concerned with not currently having access to all accounting records state-wide.
- Glen mentioned that the Power Point presentation on Risk Management was very well done. Keegan stated that he would like risk management feedback from a larger group so he wants each group's take on their assessment of risks to the club and for each to complete the risk matrix in the materials. Jeff will send us the Risk Management Matrix for this purpose. Examples are, financial, technical etc.
- Mike Miller asked if SC could get a copy the draft BOD minutes as it would be useful to see what's been discussed at the most recent meeting without waiting for the minutes to be approved. Currently the most recently BOD minutes would not generally be posted to the website until approved at the following meeting. Additionally, Mike asked if BOD minutes could be posted in a timely manner. He mentioned that currently none of the 2019 meeting BOD minutes are posted. **Chun** will see to the BOD minutes getting posted.
- Glen Barr mentioned that he attended the most recent State Board of Directors meeting via Zoom and highly recommended that we all consider doing so. Some items discussed included the cash-flow difficulties, DG Tuition Study/ Risk/Analysis. Jeff Flax said anyone who wishes to attend BOD may contact him for dates, times and Zoom sign-in instructions.

State Council Charter should include:

- Role and purpose of SC
- Membership requirements (member of group councils)
- Responsibilities of SC Members
- Selection/election SC chair, vice-chair, secretary and SC committees

Glen Barr provide a draft Charter for SC discussion, which he posted in Basecamp prior to our meeting. This was much appreciated and expedited SC meeting time on this item. He prepared the draft by including the items required by CMC State Bylaws and by reviewing other non-profit charters for additional pertinent requirements for our Charter. The Council had a full discussion of the draft Charter and noted some additional items to include. A partial list is:

- Add a new *#3. Membership*- State Council members should be active CMC members. State groups should select someone from Council.
- Under *#4 Responsibilities (d)* ...as noted in its ~~Charter~~ CMC Bylaws.
- Under *#4 Responsibilities f. review and evaluate the overall performance of the Board*. A fair amount of discussion on this one

How will/should this be done? Transparency, esp. in Board decisions was mentioned by several members.

Some said Board should get feedback from SC on some issues. "SC is best "ear to the ground", SB may want to get feedback from SC on some issues prior to decision, and/or be willing to revise?

What do the members "get out" of the State Board group? -not questioning the value of the Board achievements, but how/should they be communicated to members?

- g. State Committees - SC may want to recommend long term goals for some State Committees. Some discussion on this one. It includes Adventure Travel.
- SC Officers: Chair, Vice-Chair and Secretary need to be elected annually. Since SC was not active for several years, descriptions of the SC officers duties need to be written. Dale offered to draft this section. (Done 8.5.19!)
- Jeff Flax will prepare a second draft of the Charter to be discussed. He will post it in Basecamp by 8/14/19.

CMC Strategic Planning Update (if time available) Young

From Keegan: CMC Strategic Plan update is available on CMC.org. Currently the Strategic Planning Committee is fine-tuning the Retreat report.

The One CMC Vision was briefly discussed.

Round Robin

Lauren – said she can provide reports of group membership if requested. Contact her if you do. Kathy asked **Lauren** if she could send SC a list of reports that have been requested and our system allows her to produce. She was asked about the new computer system, what were the priorities for the new system? She said about 70 members participated in focus groups a couple years ago to identify the various needs of the members and staff concerning a new CMC database and web system.

Dale- asked if Brittany was going to reach out to the State Groups for the Diversity Working Groups.

Glen - He asked if Jeff could send SC the schedule of Board meetings.

Chun – Quick Book change planned for 2020.

Keegan – said funds from each group should stay with that group to be used for its activities.

Jeff- reminded the SC of the upcoming CMC State Leadership conference on August 16-18.

8:30 Adjourn

Respectfully submitted,

Kathy M. Kurtz, Denver Group Co-Chair

Sept. 18, 2019