

THE COLORADO MOUNTAIN CLUB
Quarterly Meeting - Board of Directors

Saturday, January 22, 2011 American Mountaineering Center

Board Members Present

Wynne Whyman, President	Paul Raab
Alice White, Vice President	Lauren Schwartz
Nancie Biery, Pro Tem Sect	Ray Shem
George Barisas	Dave Tabor
Kurt Bartley	Vern Twombly
Jim Berryhill	Debbie Welle-Powell
Dale Hengesbach	
Nickie Kelly	
Bill Landsberg	
Donna Lynne	

Board Members Absent:

Lee Rimel (Inclement Weather)
Kevin Duncan (climbing trip)

Staff Member(s) Present:

Katie Blackett, Executive Director
Chun Chiang, Director of Finance

Guests Present throughout day:

Steve Bonowski, Joint Development
Bob Reineman, Denver Group Chair
Craig Patterson, Safety & Leadership – Incident/Accident
Sherry Richardson, State Council Member
Paul Weber, FC State Council Chair
York, FC Group
Conservation Group staff and volunteers, committee members, Bryan Martin, director

Welcome and Introduction

President, Wynne Whyman, called the quarterly meeting of board of directors of The Colorado Mountain Club to order on Saturday, January 22, 2011 at 9:20 AM. Roll call taken; quorum met. It was announced that the nominating committee has yet been able to secure a person to be secretary. A motion and second was made for outgoing member and secretary, Nancie Biery, to be pro tem secretary for today's agenda. Motion passed. Nancie prepared to perform duties.

Audit

A motion and second was made to go into executive sessions. Anticipated is the one half hour required to review the audit. Motion passed by a unanimous vote. Board went into session at 9:21 AM.

A representative auditor with CapinCrouse, LLP, certified public accountants, provided the annual audit review. After thorough review of the audit with much discussion, a motion was made move out of executive session. Motion passed.

In public forum, a motion and second was made to adopt the audit as presented. Motion passed by unanimous vote. Appropriate placement and content of audit information was also a topic of discussion.

Upon return to meeting after short break, a motion and second made to move to executive session for Scorecard review. Motion passed. Board members discussed the Scorecard report at length. A motion and second made to move out of executive session. Motion passed.

A motion and second was made to release the membership slides as presented in the Scorecard report. Motion passed. Staff will coordinate the dissemination of membership slide information, including highlighted notes explaining each slide to assist Groups and Group Chairs.

Member Comment Period

A member of the Fort Collins Group, York, provided a one (1)-page handout requesting a change to the approximately \$ ____ state charge for processing state group dues. Board president, Wynne W., stated that the request be forwarded to the CEO for a future board agenda item. No formal action taken. Presenter thanked.

Agenda – Additions and Adoption.

Agenda approved as presented.

Approval of Minutes - October 2010 Board of Directors Meeting

Minutes of the October 2010 CMC board of director meeting approved with revisions.

Taylor Glacier Accident

By voice vote, the Board entered into executive session to discuss the Taylor Glacier accident report. It was the consensus of members present that Bill Reineman, Denver chair, be allowed to participate in executive session.

After discussion, the board members passed a motion to move out of executive session.

OFFICER REPORTS

President Report

Wynne W. provided a handout highlighting her tenure as president stating that she was very thankful to have a team to work with. She recognized the three outgoing officers with certificates and gifts, and thanked Katie B. for her collegial relationship. Wynne praised everyone for their diligent commitment to the CMC while she served, and encouraged members to provide the same thoughtful respect to the new president, vice president, secretary, treasurer, as well as to all board members and guests.

Brief highlights and discussion given to welcoming newly elected board members to their roles, a brief history of the CMC calendar year schedule, fiscal year schedule, and board service schedule.

Vice President Report

Alice W. announced she has placed her name on the slate for president, and that Debbie Welle-Powell has agreed to the vice president slate through the nominating committee. Graciously, Alice thanked Wynne for her tenure as president of the CMC, recognizing that Wynne may return to assist with future CMC projects.

Treasurer/Finance Report

Wynne reported Dana Miller, outgoing board member, is unable to attend today's meeting; she provided confidential information for board members along with comments as finance committee chair. Wynne heartedly praised Dana's work.

Secretary Report

Nancie Biery thanked the board members for the opportunity to serve. Discussion given to finding a newly elected board member to take the role of board secretary; Nancie is glad to assist in the transition.

COMMITTEE REPORTS

Joint Development

Reference is made to the five (5) page (front and back) document presented by Steve Bonowski concerning the history of CMC's development efforts and the current status of same. Discussion given to capital campaigns, board member financial contributions and participatory opportunities, making available future joint development meeting minutes to board members, soliciting "committed folks" to sit on committees, as well as highlighting an upcoming 4/29/11 planned giving event, with hopes of a successful turnout. Additionally, Katie B., CEO, highlighted events where board members can make meaningful contributions, like the annual "Dirty Thirty" race.

Steve reported that 80 plus foundations have been solicited on behalf of CMC, reinforcing that the fund development and marketing staff are working together. Discussion given to CMC's culture, educating new board attendees to CMC opportunities, and encouraging participation with leaders in Adventure Travel which has historically been a good source of revenue for CMC.

Steve B. was thanked for his ongoing efforts.

ELECTION OF NEW OFFICERS/Nominating Committee

Dave Tabor, Nominating Committee chair, announced the election of new officers for 2011-2012. Dave further said that the committee was continuing to work on finding candidates for the open secretary position and the two open board positions, with a focus on leadership skills, fundraising skills, and social media skills in securing positions.

The following slate of people and their positions were recommended and presented (along with a brief background and recommendation highlights provided on each):

Alice White, President
Debbie Welle-Powell, Vice President
Dale Hegensbach, Treasurer

Motion and second was made to accept the slate as presented; passed by unanimous voice vote. Welcome aboard new officers!

Let the minutes reflect that Wynne W. handed the gavel to Alice W. to complete today's meeting. Wynne exited.

Alice exclaimed "Thank you for your trust and confidence" as the meeting continued. She thanked the nominating committee for their due diligence and commitment to this committee.

Dale, Debbie, and Alice gave brief new officer comments.
The President distributed 2011 Conflict of Interest forms, which are encouraged to be read, completed and signed today.
Board of Director Norms hand out distributed.
Board of Director Group Liaison sheet distributed.

CEO REPORT

Refer to seventeen (17) multi-page document provided by CEO highlighting CMC's quarterly activities. Katie B. highlighted, in particular, the \$250,000 conservation endowment made by Bill Piety, a CMC member who recently died. Several persons, including Katie B., brought this endowment to fruition, which has been in the making for several months.

Katie highlighted other topics including finance oversight, building maintenance, marketing and outreach by director Rachel Scott, and progress on the issue of state leadership standards, including the recent meeting among the state leadership committee, the CMC's insurance agent and an attorney with expertise in risk analysis. Discussion continued with regard to museum and foundation donors, and debt. She also identified the continuing communication avenues that occur through the Monday Memo and Rucksack that all members receive.

Katie was thanked for her comprehensive quarterly report.

Executive Committee and Standing Committees

Alice reported the following appointments to the Executive Committee. Five (5) people sit on the committee that includes the president, vice president and three board members. Board members include Nickie Kelly, Jim Berryhill, and Paul Raab. Dale H., the treasurer, is ex officio member. A motion and second passed to accept this slate of executive committee members.

The chairs and/or members to the remaining four standing board committees require ratification. They are:

Finance: Board Treasurer is chair. Donna Lynne and Ray Shem will sit on the committee. Ratification by voice vote confirmed.

Governance and Policy: Nickie Kelly and Earl Hughes will co-chair. George Barisas, Bill Landsberg and Vern Twombly. Ratification by voice vote confirmed.

Nominating: Subject to the approval of the State Council, Dave Tabor continues as chair. Members will be solicited by the present and submitted for approval to the State Council at the April State Council meeting.

Development Fund: this committee is joint with CMC Foundation. Lauren Schwarz, Kevin Duncan, Kurt Bartley, and Jim Berryhill will sit on this committee. Ratification by voice vote confirmed.

President Alice W. indicated that a final committee listing to board members to be distributed.

State Committees for 2011 State Council

Discussion and ranking to identify five (5) state functioning committees was held at length including the role of State Council at present and in the future, as well as its historical and constitutional role. After much discussion and process, the following committees were identified.

A motion and second by voice vote accepted the following: Adventure Travel Committee, 100 year Centennial Committee, Marketing Committee, Safety and Leadership Committee, and Conservation Committee.

SIGNATORY AND TRANSFER FINANCE

Formal resolution to place Alice W. and Dale H. on CMC signature cards and take off Wynne W. and Dana M. passed unanimously. Required paperwork will follow.

Governance and Policy Report

No report. It was encouraged that the committee provide a written report at the April 2011 meeting.

Colorado Mountain Club Foundation Report

Katie B. reported on activity.

STATE COUNCIL REPORT

Paul Weber, chair, gave a brief report on this morning's meeting. Nine people attended from four groups. Questionnaires have been sent to groups asking them to determine the effectiveness of state

council and how to “make it better and more efficient.” Brief history of state council’s current role reviewed. State Council reviewed a one-year-old survey, addressing concept, function and perception, as well as need, communication, leadership roles, and active State Council projects. Paul indicated that State Council’s meeting schedule (two times a year) is insufficient to meet the need of council participants. Paul’s points of attention included State Council’s constitutional role and representation, as well as governance and policy recommendations.

UPDATE ON CONVERSATION AND STEWARDSHIP PROJECTS

Bryan Martin, Jay Heeter, and Lisa Cashel gave individual presentations and project updates. Many constituents were also in attendance, with Phil Kumer, speaking about a 10 year effort of conversation between Denver & Colorado Springs.

Highlights included announcing upcoming initiatives and the ongoing success of other initiatives through stewardship, access, community, and preservation throughout the state. In particular, CMC has partnered with Volunteers for Outdoor Colorado for the first ever forum as CMC continues to be a proud leader. Presentations included highlighting what stewardship means, the value of incentives, access and enforcement of access, liability, identifying users, funding sources, volunteer opportunities, recreational importance, advocacy and protection of landscapes, prioritizing projects, involvement on behalf of many agencies and organizations, public comment opportunities, seasonal activities and use of motorized vehicles, designated protection through legislation, collaboration, alliances, and roundtable discussions that are being formed and working, Colorado forest health, and media and technological opportunities, and memberships in other organizations to name a few.

ADDITIONS TO THE AGENDA: No additions, but the open presentation by conservation department will present during the afternoon hour. Historically, the presentations have been in the morning; conservation staff and volunteers had a meeting themselves that prevents this morning schedule.

FINAL COMMENTS

Appreciation comments highlighted the closing comments.

Motion to adjourn. Passed. The quarterly meeting of the CMC board of directors adjourned at 5:00 PM.

Nancie Biery, Pro-tem Secretary, CMC