

**THE COLORADO MOUNTAIN CLUB
STATE BOARD OF DIRECTORS MEETING
OCTOBER 13, 2007
BOULDER REI, BOULDER, COLORADO**

The meeting was called to order at 10:05 a.m. by Janice Heidel, Board President. The following Board members and observers were present: Bill Brown, Kent Crites, Jay Fell, Peter Gowen, Kent Groninger, Carol Kurt, Gavin Maurer, Ann Morgan, Sherry Richardson, Ed Seely, David Tabor, Wynne Whyman, Art Hogling, David Hite, Kristy Judd, Cathy McGuire, Brenda Porter, Steve Bonowski, Jerry Caplan, Paul Weber, Doug Skiba, and Clare Bastable.

Approval of Minutes

The minutes were approved as corrected.

Honorary Membership

Paul Weber, chair of the Fort Collins Group, offered the name of Dan Gayton for receiving an Honorary Membership to the CMC. Mr. Gayton has been a long time member and volunteer for the Fort Collins Group. After a short Board discussion, Carol Kurt moved and Sherry Richardson seconded a motion to extend a Club Honorary Membership to Mr. Gayton. The motion was adopted.

Strategic Plan, next steps

Wynne Whyman noted the next step in implementation of the Board's Strategic Plan, namely the development of work plans. The CMC Groups are now involved in organizing work plans. She distributed a list of ten responsibilities of nonprofit boards and asked that the Board, divided into four groups, rank the ten duties in four categories: keep, tweak, stop, and new. The results will be tabulated by Wynne.

Inclusiveness Goal

Kristy Judd reminded the Board that one of the Strategic Plan's goals is to provide an excellent experience for members and prospective members, and that one of the objectives within that goal is to increase inclusiveness and diversity with our membership. With this in mind she asked if the Board wants to establish an Inclusiveness Committee. Kristy distributed a questionnaire that could be used to evaluate the Board's interest in establishing a committee. Kristy reported the project might cost around \$3K and take two years to complete. The Board's discussion lead to adoption of a motion to go forward with the formation of a committee.

Personnel Committee

After Board discussion, a motion made by Peter Gowen and seconded by Kent Crites to establish a Personnel Committee was adopted. The Committee would assist the Executive Director in review and recommendation of compensation strategies and benefits, among other things. The Board was of

the opinion that the Committee should not assist the ED in the review and updating of the Employee Manual.

After continued discussion, the Board approved a motion (13-1-1) to direct that the Committee develop tasks and report their finding at the next Board meeting.

Board Member Expectations

David Hite reviewed the purpose of the document, namely, to list the major duties and responsibilities of the Board and Board members and to encourage each Board member to sign the document as a commitment to the listed items. After Board discussion Peter Gowen moved and Sherry Richardson seconded a motion to adopt the Expectations. The motion was adopted with the understanding that the document would be presented to State Council at its October 27, 2007 meeting.

Expeditions Committee

Cleve Armstrong reported that the formation of an Expeditions Committee had been approved by the Adventure Travel Committee and the Executive Committee of Denver's HAMS. The committee is currently a part of the CMC Foundation. Kent Groninger moved that the Board accept the new committee. David Tabor seconded the motion and it was adopted. Janice Heidel announced that Kent Crites would serve as the Board's liaison to the newly formed committee.

Changes in Policies

Discrimination Policy. A motion was adopted to add to the Club's bylaws a provision that prohibits discrimination on the basis of "gender variance" and "gender identity".

Financial Policy. A motion was adopted to revise the current policy regarding the review of bank statements before the statements are sent to the Club's Controller. The new provision stipulates that a non-check signer selected by the Finance Committee is to review bank statements.

Alcohol Policy on CMC Trips. A motion was adopted to rescind the current policy --in place since 1942-- which states the "The CMC does not tolerate the drinking of intoxicating liquor on the part of drivers of automobiles on CMC trips." The Board discussed a recommended change: "Alcohol is not permitted on day trips. Alcohol is permitted in a secure setting at the end of the day (such as cabins or huts) on multi-day trips. A CMC leader may prohibit the use of alcohol in any setting where the leader judges the risk is not reasonable." The Risk Management Committee has provided some input but has not yet commented on the final proposal. The proposal has also been sent to Groups for comment. The Board decided that the issue should also be referred to Safety and Leadership.

Waiver of Policy

Sherry Richardson presented a request from the Denver Group's annual dinner committee for a waiver of the following CMC policy: "There shall be no charge at any CMC event where alcohol is served, unless alcohol is served by an entity that has a liquor license and liquor liability coverage." She noted that the policy had been waived in past years for the Art Show Gala and the Eckart Roder fund-raiser. After Board discussion, a motion was adopted by a roll call vote with 12 voting "yes", 1 voting "no" and 2 abstaining.

Board Fund Raising Ideas for 2008

Sherry Richardson reminded the Board of their commitment to raise \$10K during the 2008 budget year. She offered the following as fundraising ideas:

- write a check --it would take the least amount of effort;
- art show --by cutting upfront costs and getting organizations outside the CMC involved, the results could be favorable;
- speaker event --we would need a high-profile speaker, sell tickets, and fill the Club's auditorium\;
- book-signing event --have several authors, give them an opportunity to sell their books, and sell tickets to the event;
- social event --host a theme event, i.e., Las Vegas night, dance, fashion show and invite members of the community;
- peak challenge --revive the event by getting sponsors and ask climbers to contribute some amount to make the climb.

Ed Seely suggested that the fund raising effort might be more successful if the objective focused on a Club need such as first aid training across the State. David Hite agreed but reminded the Board that the need being discussed was an obligation of the Board to raise money for the Club's General Fund budget.

CMC/ Colorado Fourteeners Initiative Exploratory Merger Discussion

Kristy Judd distributed a document and lead a discussion to determine whether a merger of CMC and CFI serves the CMC mission and is consistent with the Club's six year Strategic Plan, in addition to being fiscally responsible. Kristy reported that a task team has been formed to study the idea; members are Kristy, Lee Rimel, Board member; Janice Heidel, President; Clare Bastable, Conservation Director; and Bryan Martin, Assistant Conservation Director. The document noted the pros of bringing in CFI : focus on strengthening our stewardship program as well as our relationships with the Forest Service and the BLM. The merger would boost CMC's budget significantly. On the con side, the merger could change the focus of our conservation department from advocacy to stewardship; potentially threaten existing funding sources for our own stewardship program; and potentially compromise our own stewardship program which does nothing on 14ers.

Kristy noted that CFI is not a membership organization; has a \$600,000 annual budget; employees five staff plus seasonal help; and was formed in 1993. After a lengthy discussion, the Board adopted a motion to authorize a

working group to initiate a "due diligence inquiry" for merger with the Colorado Fourteener Initiative. The vote was 12 in favor, none opposed, and one abstention.

Officers and Executive Director Reports

President's Report. Janice Heidel reported on the role the National Geographic is playing in providing photographs for the Mountaineering Museum. She also noted that the Museum Gift Shop opens November 23.

Vice President's Report. Art Hogling discussed membership.

Executive Director's Report. Kristy Judd announced the dates for the member Photo Show (November 29-December 6) and the Mountain Fest (December 1).

Other Business

Carol Kurt offered several ideas for attracting and retaining membership including an offer of discounted dues for joint membership in the CMC and AAC.

Sherry Richardson moved that the Board go into executive session. The motion was seconded and adopted.

Upon adjournment of the executive session, Art Hogling moved approval of actions taken in executive session. The motion was seconded and approved on a vote of 10-3 with no abstentions.

Adjournment

A motion was made and seconded to adjourn the meeting. The motion was adopted.