

**The Colorado Mountain Club  
Minutes from the State Board of Directors Meeting  
Saturday, January 28, 2012, 1:33-4:09 p.m.**

**Board Members in Attendance:** Alice White (President), Lauren Schwartz (Secretary), Tracy Atkins, George Barisas, Kurt Bartley, Kevin Duncan, Lou Fabian, Bill Landsberg, Linda Lawson, Donna Lynne, Paul Raab, Matt Stevens, David Tabor, Vern Twombly, Kevin Volz

**Board Members Present by Phone:** Dale Hengesbach (Treasurer)

**Board Members Excused:** Debbie Welle-Powell (Vice President), Ray Shem

**Staff Present:** Katie Blackett, Chun Chiang

**Guests Present:** Steve Bonowski, Bob Collins, Roger Hedrick, Roger Drake, Woody Smith

**Call to order:** Alice White, 1:33 p.m.

**Roll Call:** Lauren Schwartz

**Member Comment Period:** Alice White  
No comments.

**Agenda additions and adoption:** Alice White  
*Motion to adopt the agenda was passed unanimously by the board.*

**Consent Agenda:** Alice White

1. Approval of October 2011 minutes (moved off the consent agenda)
2. Approval/ratification of board committee appointments (list provided with board packet). Alice announced prior to voting that Linda Lawson was to be added as a member of the Membership Task Force.
3. Approval of the distribution of membership information in the Scorecard to the groups

*Motion to approve items 2 and 3 on the consent agenda was passed unanimously by the board. (Copy of list of committee appointments attached)*

**Approval of the Minutes from the October 2011 board of directors meeting with correction on page 2:** Alice White

Dale noted that the minutes incorrectly stated who would be responsible for preparing the bulk of the Scorecard going forward – the staff (Katie and Chun) will be responsible, not Dale.

*Motion to approve minutes with this correction was passed unanimously by the board. (Corrected minutes attached)*

**Announcement of the Remaining 2011 President Awards:** Alice White

These awards are given at the discretion of the President for outstanding service to the CMC.

-To Dave Tabor for his outstanding service as chair of the nominating committee for three years.

-To Woody Smith for his past service on the Archives Committee, as the current Club Historian, and for all his efforts to keep alive the history of the Club.

The third President's Award for 2011 was previously given to Bea Slingsey for her years of service as Chair of the Adventure Travel Committee.

At this point, Woody Smith left the board meeting.

**Reports from Officers and CEO**

1. President's Report: Alice White

A written report was included in the board packet.

Alice noted that the board meeting scheduled for July 21 is on the same date as the Centennial Celebration, and thus it is necessary to move the date of the board meeting. After looking at several alternatives, the board determined that July 18 would work the best.

*Motion to move the board meeting currently scheduled for Saturday, July 21, 2012, to Wednesday, July 18, 2012, starting at 3 p.m., was passed unanimously by the board.*

The Board Member Liaison Sign-Up Sheet was distributed. All board members are expected to serve as liaisons to groups.

Alice thanked Kevin Duncan, Debbie Welle-Powell, Ray Shem, Paul Raab and Dave Tabor, who volunteered to be "Board Buddies" for the new board members.

Board expectations and norms: Email should not be used for discussions, only for specific requests.

2. Vice-President's Report: Debbie Welle-Powell

There was no report since Debbie was absent.

3. Secretary's Report: Lauren Schwartz

Conflict of Interest Forms were distributed and explained to all board members.

#### 4. CEO Report: Katie Blackett

A written report was included in the board packet.

Katie made an appeal to the board to support the endowment fund. The target for the the Centennial year is \$105,000. So far, \$25,000 has been pledged or received.

During the board's breakfast meeting earlier today with the CMC Foundation board, Katie informed both boards that as of the end of March, Outward Bound would no longer be a member and co-owner of the AMC due to financial difficulties. Outward Bound will be leaving the building and transferring its interest in the AMC in equal shares to the CMC and AAC. Katie and Phil Powers, the AAC's Executive Director, have already started looking for tenants for the open space that will be available.

Katie updated the board on the Centennial Celebration activities, fundraising and other successes, and the impact of the Centennial from a marketing and public relations perspective.

#### **Designation of Five Committees for State Council Membership:** Alice White/Katie Blackett

The CMC Constitution and Bylaws require that the board select five representatives from club committees to serve on the State Council. The committees can appoint the chair or a committee member to represent the committee. The following five committees received the most votes from the board, and their representatives are thus members of State Council for 2012:

Adventure Travel  
Conservation  
Safety & Leadership  
Joint Development  
Membership Task Force

#### **Board Committee Reports:**

##### 1. Membership Task Force: Paul Raab

Paul reported on progress of the Membership Development Task Force and the conclusions regarding member satisfaction that can be drawn from the 2008 and 2012 surveys that were conducted, via a power point presentation. His presentation will be distributed to the board and this information also will be made available to the groups.

##### 2. Joint Development Committee: Steve Bonowski

A written report from this committee was included in the board packet. Steve discussed and distributed the annual development commitment paperwork to the board.

**Break**

At this time Steve Bonowski, Bob Collins, Roger Hedrick, Roger Drake left the board meeting.

The board reconvened after the break at approximately 3:05 pm.

*Motion to go into executive session for the Treasurer/Finance Committee Report and a discussion of the Scorecard was passed unanimously by the board.*

**Treasurer/Finance Committee (Executive Session):** Dale Hengesbach

1. Meeting with Capin Crouse, LLP, the CMC's auditors, to discuss the audit of the CMC's financial statements for FY ending September 30, 2011
2. Quarterly Financial Report
3. Discussion of Agreement between the CMC and the CMC Foundation concerning ownership and management of endowed funds

**Scorecard Review (Executive Session):** Alice White/Katie Blackett

*Motion to come out of executive session was passed unanimously by the board.*

**Outcomes of Executive Session:** Alice White/Dale Hengesbach

1. *Motion to form an ad hoc endowment review committee, to address issues relating to the ownership and management of CMC funds under the CMC/CMCF Agreement and the existing endowment agreements which were raised by the auditors and the finance committee, was passed unanimously by the board.* This committee will consist of Alice White, Dale Hengesbach and Katie Blackett, as well as such other persons with a knowledge and background of financial and/or legal endowment and foundation matters as are subsequently designated. Alice suggested that Bill Landsberg and Matt Stevens, both board members and attorneys, might consider being on the committee.

2. *Motion to accept the audited financial statements of the Colorado Mountain Club for FY ending September 30, 2011 was passed unanimously by the board.*

3. *Motion to approve the extension of the loan from the CMC Foundation to the CMC for the museum capital campaign, from December 31, 2011, to December 31, 2012, was passed unanimously by the board.* As of December 31, 2012, the balance of the loan was \$67,922.

**Adjournment:** Alice White

*Motion to adjourn at 4:09 p.m. was passed unanimously by the board.*

Respectfully submitted by Lauren Schwartz, Secretary