

**Colorado Mountain Club
State Board Meeting Minutes
Saturday, July 16, 2011**

Board Members In Attendance: Kurt Bartley, George Barisas*, Jim Berryhill, Dale Hengesbach (Treasurer), Bill Landsberg, Donna Lynne, Paul Raab, Lauren Schwartz (Secretary), Dave Tabor*, Vern Twombly, Ray Shem, Alice White (President),

Board Members Absent: Kevin Duncan, Nickie Kelly, Debbie Welle-Powell (Vice President), Lee Rimel**

Guests Present: Rick Keetch (Pikes Peak Chair), Uwe Sartori (Pikes Peak at Large), Brittany Nielson (Pike's Peak group), Bill Brown (Group Council), Race Cowgill (Zenith Management Consulting), York (Ft. Collins group chair)

Staff Present: Katie Blackett (CEO), Chun Chiang (Director of Finance) in attendance to record minutes

*Left meeting after executive sessions

**Resigned from the board immediately prior to the meeting

Alice White called the meeting to order after a group lunch with representatives of the Pikes Peak Group.

Member Comment Period: Alice White

York, representing the Fort Collins Group, questioned the efficiency of statement fees imposed on groups for their membership renewals. He expressed his concerns that these statement fees pose a disproportionate burden to small groups like Ft. Collins, and requested that the CMC eliminate these fees. The board discussed and decided to adhere to its original decision to leave these kinds of operational decisions up to the CEO.

Agenda Additions & Adoption: Agenda adopted with a change in the board meeting agenda to move up the discussion on the State Safety and Leadership Committee and the State Council proposals after the approval of the minutes so that the Pikes Peak Group would be able to participate in the discussion.

Election of a Recording Secretary: Alice White moved to appoint Chun Chiang the recording secretary for this board meeting. Ray Shem seconded, and the motion was approved by the board.

Attendance: called and recorded by Chun Chiang

Minutes from April 2011 Board Meeting: Lauren Schwartz moved to approve the minutes from the April 2011 board meeting with corrections. Changes included:

- January minutes were approved before Jenna Keller was elected as recording secretary
- Debbie Welle-Powell's name was misspelled

- Adventure travel data presented is questionable and should be stricken.
- Rephrase the following two lines under Spotlight on Adventure Travel, pp. 3: The revenue helps CMC earn Tier 2 Level status with the Scientific and Cultural Facilities District (SCFD).
- Trip leaders are not CMC employees—they are volunteers.

Ray Shem seconded, and the motion was approved by the board.

State Safety and Leadership Committee Report

Action: State Safety and Leadership Report and Approval of Standards: Katie Blackett

Katie reported that the State Safety and Leadership Committee proposed the revision of the section of the CMC Trip Leader Manual under “Minimum statewide standards for all CMC Trip Leaders.”

(1) The third bullet of the “Minimum state-wide standards for all CMC Trip Leaders” section of the Trip Leader Manual states:

- *Have first aid certification equivalent to or higher than American Red Cross Basic. (Wilderness First Aid certification is recommended).*

The recommended replacement for the third bullet was:

- ***At the time of the leader's certification by the Group, have first aid certification equivalent or higher than American Red Cross Basic, with Wilderness First Aid certification recommended, for leaders of the following activities:***

A and B hikes,

easy backpacking trips,

easy snowshoe trips,

easy ski tours.

- ***At the time of the leader's certification by the Group, have Wilderness First Aid certification, with currency of the WFA certification to be maintained past the leader's initial Group certification recommended, for leaders of the following activities:***

C, D, C-E, D-E hikes and climbs,

scrambling, semi-technical climbs,

technical climbs,

moderate and difficult backpacks,

moderate and difficult snowshoe trips,

moderate and difficult ski tours,

other activities not listed above.

(2) It was also recommended that the following additional bullet be inserted under "Minimum state-wide standards for all CMC Trip Leaders":

- ***Senior school instructors who instruct students on school field trips must meet the appropriate trip leader requirements.***

The board discussed the proposed changes and suggested adding the following language under "other activities not listed above":

"unless hiring a professional guide."

George Barisas moved to approve the proposed changes with additional suggested language. Paul Raab seconded, and the motion was approved by the board.

Katie and her staff will work with the committee to prepare a program to implement these standards among eh groups.

State Council Report:

Action request #3 from State Council: "We see the need for \$3000 allocated specifically for leader development by the Groups and request that the next year's budget allow for same."

Board discussion ensued. First it was noted that the board had just approved the State Safety and Leadership recommendation regarding WFA, and and this training is a funding priority for the board. Second, the no information was supplied as to the type of training contemplated and how the money was to be distributed, e.g., would the funding help small groups who did not have the funds for leadership development? Also, there was some confusion among the board about the varying roles the State Council, the State Safety and Leadership Committee and the staff play in these types of recommendations.

Donna Lynn moved to deny the request. George Barisas seconded, and the motion was approved by the board.

Action request #1 by State Council: "CMC needs a management information system which allows reports of all kinds to be easily devised and pulled by individual Groups and Group officers. Examples of reports needed run the gamut from simple school leader/class rosters to retention numbers, to trips led by type by leader by year, to lists of no show hikers and lists of graduates by school by year. And others. 1a. One side issue here is the need for a written privacy policy. If information is available to and disseminated by a number of CMC officers/members, there is a need for specific guidelines on how that information is used, divulged, and controlled."

Alice expressed her appreciation to the State Council for all their work on this request, including on the data-gathering that accompanied the request.

The board noted that the request dovetailed with the process already started by staff, i.e., the development of a new website which has been an ongoing process over the last year, which will improve the collection of data and make possible the generation of the reports requested by the Groups.

Boulder and Pikes Peak voted against the measure when the State Council took a vote. Pikes Peak believes the current platform and available resources are adequate and can be easily modified to fit future needs instead of \$100k new proposal. Katie Blackett stated that the CMC is using open source software which is currently implemented by a part-time IT position, full-time marketing position, and support from one-quarter of the finance director's position. The new website is on scheduled to go live in late August or early September. Groups will have a central contact in place to address all of their IT needs and requests.

Bill Landsberg moved to support this request. Donna Lynne seconded, and the board approved the motion. The board will defer to the CEO to continue the work that she and her staff have done on this initiative.

Action request #3 from State Council: "We see the need for a full time programmer and a full time IT support person (as opposed to part time and/or contract support), and request that the next year's budget include funding for those positions."

The board, being a governance board, leaves these types of operational decisions to Katie. The board looks to her management expertise to decide what staff is needed to appropriately staff all the state level work.

Ray Shem moved to deny this request. Donna Lynn seconded, and the motion was approved by the board.

President's Report: Alice White

Alice White reported that the Executive Committee, at its June 1 meeting, ratified Steve Bonowski as chair of joint development committee.

Alice led discussion of retreat: Retreat planning committee has been formed, and the facilitator is Lorna Donovan. Board will be asked to participate in preparatory exercises prior to the board meeting. Because the retreat is scheduled to be held on Saturday, October 15, the date of the regularly scheduled board meeting, Alice suggested that the board meeting be moved to the evening of October 14.

Bill Landsberg moved to change the date of the board meeting from October 15 to the evening of October 14, and to hold the board retreat on October 15. Dale Hengesbach seconded, and the motion was approved by the board.

As a follow up to discussion in the “White Space” time, which took place immediately prior to the board meeting, Donna Lynn moved to charter a membership task force. Kurt Bartley seconded, and the motion was approved by the board.

Alice led discussion of the Barb Everett fatality on the Grand Canyon adventure travel trip..

Bill Landsberg moved to go into executive session, and to allow Katie Blackett and Chun Chiang to remain in order to discuss two (2) pending legal actions against the club. Jim Berryhill seconded, and the motion was approved by the board.

Treasurer/Finance Committee Report: Dale Hengesbach

The board stayed in executive session for the finance committee and treasurer report.

Paul Raab moved to move out of executive session. Ray Shem seconded, and the motion was approved by the board.

Paul Raab moved to release scorecard information pertaining to membership to the Groups. Donna Lynne seconded, and the motion was approved by the board.

Secretary Report: Lauren Schwartz

Lauren reminded all board members to speak with their assigned group chairs.

CMC Governance & Policy Committee Report: Bill Landsberg

Bill reminded the board that Colorado nonprofit laws are our default where the CMC bylaws fail to address policy and procedures.

Bill moved for acceptance of revisions to Governance & Policy Committee charter, which was approved by the board.

Bill Landsberg moved to amend the CMC Constitution to clarify that only board members that had completed their full term could serve on the State Council. The Board approved this motion, with the understanding that the amendment must be circulated to the Groups in order to become effective.

Bill led a discussion on the current corporate structure among the CMC, CMCF and State Council, as well as corporate and governing documents. Bill illustrated that the CMC effectively has two boards: a State Council and a State Board. The CMC is a registered 501(c)(3) entity. The CMC that has dues-paying members; it elects representatives to a State Council; and the State Council participates in the election of the CMC State Board.

Bill recommended that board have a clear understanding of our current structure, and the implications of such, and that perhaps the board should ask itself if it approves or disapproves of this current structure.

In addition, the CMC Foundation (CMCF) has an endowment managing agreement with the CMC.

Bill Landsberg then presented the following three policies proposed by the development committee which had been reviewed by the governance and policy committee.

1. Bill Landsberg moved to approve a “Contracts Policy” by which the Development Department &/or committee will obtain the approval the CEO/Executive Director for any contracts negotiated with sponsors that involve the use of the CMC name or logo. Motion approved.
2. Bill Landsberg moved to adapt a “Corporate Solicitation Policy” by which the Development Department and Committee are authorized to pursue working relationships with various corporations and to solicit donations from the same, including in-kind donations. Preference will be given to those corporations with active giving programs in communities, including youth programs; and to those corporations involved in or interested in appropriate stewardship of the outdoors. Committees will consult with the CEO/Executive Director and the Conservation and Education Departments on an as-needed basis. Motion approved.
3. Bill Landsberg moved to adapt a “Development and Fundraising Policy” by which all staff and volunteer efforts related development and fundraising shall be coordinated through the CMC development department. This policy covers, but is not limited to, requests for cash and gifts of products or gear; whether for annual dinners, events, schools, use by other CMC departments, or benefiting the organization as a whole. Groups are to follow such policy. Motion was approved.

Nominating Committee Report:

During the morning “White Space” discussion, Dave Tabor, the nominating committee chair, reported that the committee recommended approving Lou Fabian as new board member, subject to confirmation by the State council at its October meeting. Lou has a marketing background, an expertise which the board needs. At that time, the board delayed action on the request until it was formally constituted as a board in the afternoon.

After discussion, Paul Raab moved that the board vote to approve Lou Fabien as a board member for a vacant seat on the board with a term ending 2012. Dale Hegensbach seconded, and the motion was approved by the board.

CEO Report and Themes for 2012: Katie Blackett

Katie discussed six themes for 2012 including:

- Launch of new website, improved Web presence and improved data collection
- Planning and implementation of Centennial Celebration

- Collaboration with the CMCF and the Joint Development Committee to implement a successful Endowment Fundraising Campaign.
- CMC Visioning process in order to craft a long-range (15 year) strategic plan
- Grow programs such as Conservation and YEP, and membership with a particular focus on membership outside of Golden.
- Implement statewide leadership standards

Katie discussed the possibility of restructuring the CMC staff and responsibilities in order to allow the Executive Director to focus a greater percentage of time on endowment fundraising, while a director of operations would assume greater responsibility for operations, programming and membership development. Katie asked for feedback from the board on the proposed restructuring.

After a brief discussion and given time constraints, it was decided that further discussion on the six themes for 2012 would be postponed, giving board members the opportunity to share feedback through email. The six themes will be revisited at a special board meeting that will be held in September to approve the budget for the fiscal year ending 2012.

Dale Hengesbach moved that the board hold a special board meeting on September 27, 6 p.m. Motion was approved.

Ray Shem moved to adjourn. Lauren Schwartz seconded, and the motion was approved by the board.

The meeting adjourned at 5:02 p.m.