

**The Colorado Mountain Club**  
**Minutes from the State Board of Directors Meeting**  
**July 18, 2012, 5:30 – 8 p.m.**

**Board Members in Attendance:** Alice White (President), Debbie Welle-Powell (Vice President), Dale Hengesbach (Treasurer), Tracy Atkins, George Barisas, Kurt Bartley, Trevor Bynum, Kevin Duncan, Lou Fabian, Bill Landsberg, Linda Lawson, Donna Lynne, Paul Raab, Ray Shem, Matt Stevens, David Tabor, Kevin Volz

**Board Members Absent:** Lauren Schwartz (Secretary)

**Staff Present:** Katie Blackett (CEO), Chun Chiang (Director of Finance)

**Guests Present:** Steve Bonowski, Bob Reimann, Jeff Flax

**Call to order:** Alice White, 5:36 p.m.

*Motion to elect Chun Chiang as secretary to take the minutes for this meeting was passed unanimously by the board.*

**Roll Call:** Chun Chiang

**Agenda additions and adoption:** Alice White

Agenda item #2 removed from the consent agenda and moved to the President's report.

Add to agenda – To change the board meeting date scheduled in October.

Add to agenda – Approval of new vision: "We aspire to engage a robust community in the responsible enjoyment of Colorado Mountains and greater outdoor adventures."

Add to agenda – Approval of adding the DBA, "American Mountaineering Museum" on bank records.

**Member Comment Period:** Alice White

No comments.

**Consent Agenda:** Alice White

1. April 2012 Minutes

Approval pending the following changes: Add Kevin Duncan to the board present list and a correction of Bea Slingsby's name.

*Linda Lawson motioned to approve the minutes with noted corrections, and motion unanimously passed by the board.*

2. Moved to President's report.

**Reports from Officers and CEO:** Alice White

**President's Report:** Alice White

Proposed change in date of next board meeting to Saturday, October 27, 2012. It may be held in Pueblo.

*George Barisas motioned to pass, Linda Lawson seconded. Motion was passed unanimously by the board.*

Approval of new club's vision: "We aspire to engage a robust community in the responsible enjoyment of Colorado Mountains and greater outdoor adventures."

*Paul Raab motioned to pass, Linda Lawson seconded. Motion was passed unanimously by the board.*

CMC is the acting fiscal agent for the American Mountaineering Museums. CMC need to be able to deposit the donations checks that are made out to the museum. As such, the bank has required CMC to add a DBA for the museum. President, Treasurer and the CEO are the signers on the account.

*George Barisas motioned to pass, Dave Tabor seconded. Motion was passed unanimously by the board.*

**Vice President's Report:** Debbie Welle-Powell

Debbie expressed that the state council would like to have the candidate list from the nominating committee before the board approves it. She expressed that it is important to have the groups' involvement in the process.

**CEO:** Katie Blackett

CMC Endowment: In the 2011 audit, auditors advised the CMC to revise its current endowment structure. The current endowment structure provides for the balance sheet presentation, but does not provide legal protections. The CMC felt that it was important to restructure the endowment so that we can have the legal protection from creditors' claims, and also present ownership of funds on CMC's balance sheet. Auditors suggested that we model the endowment's assets after the income beneficiary interest arrangement with the

Colorado Mountain Club Foundation. Under this model, the CMC will grant all endowment assets to the Foundation for full legal ownership of the assets, but CMC retains the income beneficiary interest. The endowment assets are granted to the Foundation for the exclusive, restricted benefit of the CMC. To accomplish this change, we have undertaken changes in a few legal documents:

- Revise the wording in the CMC/CMCF Investment Agreement amended June 2003
- Create a variance power clause for the CMC
- Draft an endowment agreement template for future endowment donations

Board expressed approval for the executive committee to act on behalf of the board in between the board meetings with regard to this matter. The executive committee will report back to the board with any result or resolution.

Website update: This project has been delayed due to the AMC occupancy cost increase. The project is currently outsourced to a consulting firm. Debbie expressed that groups have expressed concern regarding the website project delay. Bob Reimann from the Denver group also expressed the importance of having a good working information management system in the new website.

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

##### **Joint Development Committee:** Steve Bonowski

The joint development committee is working on a restructure plan by the end of fiscal year 2012. The plan is vacating the committee. The committee will still exist but there will be no members in it. Instead, Sarah Gorecki is working on form an advisory committee to help with event planning, fund raising, donor relations and fiscal responsibility. Steve Bonowski will stay on the advisory committee. Alice White proposed that we dissolve the committee at the October 2012 board meeting.

##### **Membership Task Force Committee:** Paul Raab

The goal of the membership task force is to reverse the declining membership trend. After compiling and processing all of the data, reports and feedback received, the task force has identified three critical areas to implement:

- a. Early engagement of new members to encourage participation in club activities. Denver and Boulder groups are making calls to new members with great results. The task force is working with Pikes Peak to define and implement a process for this group.

- b. Leaders becoming better ambassadors for the club. Groups are to provide training so leaders can be informed and knowledgeable.
- c. Identify and implement a better process in data collection, reporting and processing.

**Governance & Policy Committee:** Bill Landsberg

Bill Landsberg proposed changes to the Harassment & Workplace Violence Policy. First, the title should be changed to Anti-Harassment Policy, and secondly, the last sentence in the policy should be stricken.

There was confusion among the board as to whether or not this policy covers sex discrimination or harassment. Alice White will clarify language to eliminate the confusion, and propose a vote on the new policy in the next board meeting.

Bill presented proposed change to the CMC bylaws and the constitution. The Governance & Policy Committee will examine the details and report back to the board on its finding.

Debbie Welle-Powell proposed a change to the officer terms that provides a better leadership succession plan. There was board consensus to change the terms of the president and vice-president from two years to one year. The vice-president will serve as the president-elect, president and past-president, for a total three-year term. The board will hold a formal vote on this proposed amendment to the **constitution or bylaws** at the October meeting.

Donna Lynne proposed removing the language in the bylaws requiring that board meetings be held on specified dates, and instead simply state that the board will meet four times per year. This would allow flexibility for the CMC to accommodate board members' schedules.

Debbie Welle-Powell proposed allowing two spots for the state councils to nominate group representatives. We want to encourage groups' participation and presence in the state board.

**Theme for FY 2012/2013:** Katie Blackett

- Finish the website project and launch it in 2013
- Implement pilot programs suggested by the membership task force
- Develop long-term solutions for the AMC
- Implement year one of the 5 year strategic plan
- Build and expand development, fundraising, corporate sponsorships and donor relationships.

*Linda Lawson motioned to approve the themes for FY2013, Paul Raab seconded. The motion was passed unanimously by the board.*

*Motion to move into executive session was passed unanimously by the board.*

*Motion to move out of executive session was made by Kevin Duncan, Linda Lawson seconded. The motion was unanimously passed by the board.*

**Outcomes from discussion:**

*Dale Hengesbach moved to extend the current budget and to continuously fund current programs and projects until October 2012 when we formally adopt the 2013 budget. Ray Shem seconded. The motion was passed unanimously by the board.*

*Kurt Bartley moved to adjourn the meeting. The motion to adjourn was passed unanimously by the board.*

Meeting adjourned at 8:02 p.m.