

# DRAFT – APPROVAL SCHEDULED FOR JULY 15TH

## **The Colorado Mountain Club State Board Meeting American Mountaineering Center - April 15, 2005**

The meeting was convened by Janice Heidel, Board Vice President, at 11:00 am with the following Board members in attendance: Art Hogling, Ed Seely, Wynne Whyman, Peter Gowen, Susan Baker, Lee Rimel, Earl Hughes, Ann Morgan, Jay Fell, Carol Kurt, Kent Groninger, and Shelly St. John. Others in attendance were David Hite, Tom Kurt, Steve Bonowski, Tim Musil, Ray Shem, D'Arcy Straub, Woody Smith, Kristy Judd, Julie Beckwith, Tom Beckwith, Cathy McGuire, Vera Smith, Sherry Richardson and Recording Secretary Judith Oge.

### **Member Comment Period**

Steve Bonowski suggested that State Board meeting minutes be reported in greater detail. He also cited a motion adopted at the last Board meeting but not included in the meeting minutes. David Hite asked that Woody Smith, State Archivist, be allowed to present a fund raising project for his activity. Mr. Smith distributed small magnetized historic photos from the CMC archives and reported that they are for sale at the CMC office.

### **Comments from the Vice-President**

Janice Heidel announced that the Board President, Lon Carpenter, had resigned. As the Board proceeds with consideration of today's agenda and at future meetings Janice and Kristy Judd asked that proceedings be conducted within the following guidelines: only emergency items will be added to an existing agenda; Board members should read and understand materials sent to members prior to meetings; as the Board transitions from issues of management to a focus on issues of governance, recognize the issues that do not need to be discussed by the Board but instead can more appropriately be directed to the attention of the executive director; listen to and respect the full range of opinions on issues within the time limitations of the day's agenda; and take time to discuss agenda issues with Board members and Group representatives prior to Board meetings.

### **Additions to the Agenda**

Ed Seely asked for a Board discussion at today's meeting regarding removal of Board members' personal e-mail addresses from the Club's website.

### **Approval of January Board Minutes**

Ed Seely ask that the minutes of the January meeting reflect the establishment of an ad hoc group to advise the State Safety and Leadership Committee on issues including mandatory automatic suspension of trip leaders. The ad hoc committee is composed of the State Safety and Leadership Chair, representatives of HAMS, Denver and Boulder Safety and Leadership, State Legal and Risk Management Committee, and Chip Drumwright, past State President of the CMC.

Steve Bonowski asked that the minutes show that approval was given to join litigation on the South Shale Wilderness Area dispute.

A motion by Ann Morgan, seconded by Peter Gowen to adopt the January minutes as corrected was adopted.

### **Consent Agenda**

The Board's ExCom requested Board approval of a request from Colorado Conservation Voters to send to a select number of CMC members an absentee ballot application and reminder to vote at the 2006 election. In exchange, the Conservation Voters will enhance our member list at no charge. Ed Seely suggested that the Board does not need to act on this matter. The Executive Director has taken care of the issue. He expressed his opposition to giving member lists to organizations. Janice Heidel assured the Board that the ExCom would carefully review such requests in the future.

### **Old Business -- 11:30 am**

#### **CMC Press Business Plan & Loan Request to CMC Foundation**

David Hite, chair of the Press Advisory Committee, referred members to the text of today's power point presentation found in the Board packet. All elements of the presentation are taken from the Press' Business Plan which was distributed at the Board's last meeting. David reported that the Advisory Committee had attempted to meet with the State Finance Committee and the ExCom but complications in scheduling had prevented the meetings.

Today's presentation emphasized the following:

- The Press' mission, vision and goals support the Club's 1912 mission statement.
- Publications of the Press are essential to marketing the Club, enhancing the image of the Club, and hopefully increasing profitability.
- The Press has an inventory of twenty publications and will publish three titles this Spring and Summer and three titles in the Fall.
- The Press is requesting Board permission to ask the CMC Foundation for a loan of \$30,000 with the expectation to begin repayment based on sustained positive cash flows.
- The cash from the loan will be used for production of books, freeing the CMC from funding of the Press as it grows. The proposal allows the Press to meet its five year plan as described in its Business Plan.

Several Board members expressed concern over the Press' current financial position. David Hite, Kristy Judd and Alan Stark emphasized that income estimates were very conservative and that expenditure projects are flexible.

Lee Rimel moved and Shelly St. John seconded a motion that the CMC Press Advisory Committee be given permission to negotiate a line of credit with the CMC Foundation not to exceed \$30,000 to meet the cash flow needs of the Press over the next five years, terms to be approved by the Executive Committee and thereafter funded.

The motion was approved.

Janice Heidel stated that the State Finance Committee would review the request before the Press' meeting with the Foundation.

### **Lunch Break -- 12:30 pm**

## **New Business**

### **Multiyear membership options**

Ray Shem, Denver Group Councilor, presented a proposal for multiyear memberships in the Club in an effort to improve membership retention. The proposal from Denver Group Chair John Raich suggests a five percent reduction for a two year membership and a seven percent reduction of dues for a three year membership. Ray suggested that multiyear membership options would reduce first year membership dropouts, costs would be minimal, and Denver could pilot the program. He also suggested that the proposal might cause office expense reductions.

After discussion of the matter, concerns remained over the financial impact to the State, what groups would benefit from the dues options, marketing the change, member retention, and amendments required to the State Constitution to implement the proposal.

A motion was made by Ed Seely and seconded by Shelly St. John to refer the concept to the State Finance Committee for study and reporting results to the State Board at its July 2006 meeting.

### **Nominating Committee Report**

- Peter Gowen moved and Carol Kurt seconded a motion to accept Lon Carpenter's resignation and thank him for his services. The motion was adopted.
- Jay Fell moved and Peter Gowen seconded a motion to elect Janice Heidel as Board President. The motion was adopted.
- Earl Hughes moved and Peter Gowen seconded a motion to elect Art Hogling as Vice President and Todd Whalen as State Treasurer. The motion was adopted.
- A motion was made by David Hite and seconded by Susan Baker to accept Art Hogling's resignation as a Board member for the purpose of accepting the position of Vice President. The motion was adopted.
- Earl Hughes made a motion which was seconded by Peter Gowen to fill a Board vacancy created by the resignation of Cheryl Katschke by electing Tom Kurt for a two year term and to fill the vacancy created by Art Hogling with the election of Gavin Maurer for a two year term. The motion was adopted with Carol Kurt abstaining.
- Peter Gowen moved and Susan Baker seconded a motion to approve David Hite as Board Secretary. The motion was adopted.

One Director's position will be filled at the next election cycle.

### **ePeak Register Software Package Proposal**

D'Arcy Straub explained his ePeak Register software which includes a method for members and nonmembers to record their climbs, a database for Club leaders and members to plan trips, and ability for the CMC to track the use of peak registers in order to replace them when needed. D'Arcy suggested that aside from proving additional member services and adding to the Club's website features, the register would give the CMC an opportunity to increase membership

through advertising focused at peak climbers. The cost would be \$2500 annually, fully warranted and negotiable based on use.

After discussion of the proposal Shelly St. John moved and Ann Morgan seconded a motion to refer it to the Website Committee for study and recommendation to the Board. The motion passed.

### **Adventure Travel Committee Proposal for Outfitter Led Trips**

Tim Musil, representing the State Adventure Travel Committee, presented a recommendation to allow Club outings to be led by a qualified outfitter without a CMC trip leader accompanying the trip. The proposal means that although a CMC trip leader would not accompany such a trip, the Adventure Travel Committee would select the outfitter, oversee the planning activities, and evaluate the outing upon its completion.

Tim explained that the proposal would answer the desire to offer more outings and provide a greater variety of trips either led by Club trip leaders or in conjunction with outfitters and vendors. The Board raised questions about the implementation of the proposal including insurance issues. Tim reported that the Risk Management Committee had been asked to offer an opinion on the proposal but had not responded.

Susan Baker moved and Peter Gowen seconded a motion to approve the request to allow outfitter lead trips conditioned upon a review of the proposal by the Risk Management Committee. The motion passed.

### **Plan to Implement Governance**

Kristy Judd reported the next step in implementing the recommendations of the Governance Committee is to ask the Club membership for opinions on the organization's mission statement and offer suggestions on preparation of statements of vision and values for the CMC. Art Hogling and Wynne Whyman will write a letter to the Club membership. The initial thought is to organize a retreat to address these issues. Susan Baker and Wynne Whyman have volunteered to serve on the ad hoc committee. Additional volunteers are needed as the President creates an ad hoc committee.

### **Rescind Outdated Policy on Lobbying**

The current Club policy prohibits any activities that influence or advance or oppose legislation, or the participation in a campaign for or against candidates for public office. Art Hogling reported that as a 501(c)3 organization, it is legal for the CMC to lobby on issues related to the CMC's mission. It is understood that nonprofit organizations like the Club may never lobby on behalf on candidates, only on issues. Art recommended that the Club's current policy be rescinded.

A motion by Art Hogling to rescind the current lobbying policy was seconded by Ed Seely and adopted.

### **President's Report**

Janice Heidel thanked the Board for their vote of confidence in electing her to chair the Board. She expressed appreciation for the attendance of Board members at the recent State Council meeting and articulated the Council's discussion of the need to increase statewide advertisement

of the CMC. Shelly St. John agreed to send Board members a marketing play book summary she had compiled a few years ago when working with CMC leadership regarding membership growth and public awareness of the Club. Janice noted that State Council is appreciated by the out state Groups as a forum for discussion of matters of governance. Janice complemented Sherry Richardson, John Ross, and Earl Hughes for good progress on the Club's website.

#### **Board e-mail Addresses**

Ed Seely moved that the Executive Director act to ensure that Board member e-mail addresses be removed from the Club's website. The motion was amended to state that the Executive Director will make her best effort to ensure e-mail addresses are not accessible to the non-CMC member public. The motion was adopted. It was noted the Club is required to make available the names and addresses of the Board so perhaps a general Board e-mail address could be established and that the Secretary could screen messages to the Board.

#### **Adjournment**

Lee Rimel moved to adjourn the meeting. Susan Baker seconded the motion. The motion was approved and the meeting adjourned at 3:50 p.m.

These minutes are submitted by Judith Oge and David Hite.