

COLORADO MOUNTAIN CLUB
STATE BOARD MEETING MINUTES
January 19, 2008
AMERICAN MOUNTAINEERING CENTER, GOLDEN, CO

The meeting was called to order at 10:05 a.m. by Janice Heidel, State Board President. Board members in attendance were Art Hogling, Gavin Maurer, Earl Hughes, Carol Kurt, Peter Gowen, Wynne Whyman, Ed Seely, Steve Bonowski, Sherry Richardson, John Raich, Todd Whalen, Jay Fell, Kent Groninger, Bill Brown, and David Hite. Others in attendance were Kristy Judd, Executive Director; Cathy McGuire, Controller; Bryan Martin, Assistant Director, Conservation Department; Alan Stark, Publisher, CMC Press; Dana Miller, Chair, CMC Press Advisory Committee; Doug Skiba, Business Development Director; and Brenda Porter, Education Director.

New Board Members

Janice Heidel introduced new State Board members Steve Bonowski and John Raich. Steve will serve a one year term and John a three year term. The third new Board member, Jim Riddell, was unable to attend today's meeting. Jim will serve a three year term. Janice acknowledged the work of Gavin Maurer who is leaving the Board.

Approval of October Board Minutes

Peter Gowen moved that the Executive Director's salary increase to \$86,300 decided by the Board during an executive session at the October 13, 2007 be included in the October meeting minutes. The motion was seconded and adopted. The minutes, as amended, were approved.

Executive Committee Action

Janice Heidel reported that the Board's Executive Committee had approved the paperwork for a \$300,000 investment in the Bradford Washburn Museum from an unsecured and interest-free note payable by the CMC Foundation. In addition, the Executive Committee approved the appointment of a search committee for the position of Executive Director. Members of the committee are Janice Heidel, Art Hogling, Chip Drumright, Rolf Asphaug, and Alice White, as chairman.

Presentation by CMC Press

Alan Stark gave a brief report on the financial status of the Press. To date, FY2008 has been very good. On behalf of the CMC Press, Alan presented Kristy Judd with a framed tribute in recognition of her contributions to the CMC during her nine years as Executive Director.

Presentation of Audited Financial Statement

Sue Engle of Kunder, Corder & Engle summarized the FY 2007 financial statement for the Club. She noted that it was a clean report. She reported the IRS has made significant changes in the 2008 Form 990. The changes are designed to guide nonprofits to the adoption of certain necessary policies and procedures.

Peter Gowen asked if the audit had included a review of the financials of the Club groups. Sue responded that it had. A spreadsheet of Group financials will be emailed to Board members. Regarding the auditor's comment that most organizations are adopting disclosure statements as a best practice, the Club will purchase a disc on this matter from Board Source. Questioned about an audit comment on the need to out-source payroll preparation, Kristy Judd said that this would be accomplished at a reasonable monthly cost.

After discussion, a motion by Peter Gowen to accept the auditor's financial statement was seconded and adopted.

Continuation of Discussion on Code of Conduct/Conflict of Interest Statement

David Hite summarized Board and State Council discussion of two documents on the subject. The first, a one page conflict of interest statement offered by the Nominating Committee and a second, a longer code of conduct document offered by Peter Gowen and patterned after one used by the City of Boulder. Ed Seely suggested that the code of conduct would apply to local Group Council members and appointees to CMC committees, and, as a result might be troublesome. Steve Bonowski added that the issue would have a potentially negative impact on the Club's Adventure Travel Program. Sherry Richardson stated that it would be more instructive to study conflict of interest statements used by nonprofit organizations. A motion made to postpone discussion on the matter was seconded and adopted.

Janice Heidel announced that the ExCom would study the issue and other matters discussed this morning and have a recommendation by April's Board meeting.

Executive Director Search Committee Report

Alice White, chair of the Executive Director Search Committee, reviewed the credentials of the committee members. She noted that the committee had been formed in mid-December of 2007. She detailed the committee's desire to broadcast the job description on a variety of websites. Board members offered additional suggestions for publicizing the search. Art Hogling will head up the publicity effort.

Alice discussed the development of the Executive Director evaluation criteria. The procedure will include input from the Board, Groups, and others within CMC. She emphasized the desire to make weekly progress reports to the Board's ExCom. Alice proposed an interview procedure with the State Board making the final employment decision.

The Board reviewed the elements of the job description. In addition, the possible need for an interim director was discussed. The Board decided that a flexible deadline for acceptance of applications would be followed. A posting of the Executive Director search will be made within one week of today's meeting. A summary of the search process will be prepared for Group newsletters.

Plan Proposed for Developing a Risk Management Program

Brenda Porter proposed that the Education Department coordinate risk management stake holders including the identification of a firm to help organize a plan. Today's objective was to gain the Board's general approval of the concept. After short discussion a motion of approval to move ahead was adopted.

State Committee Proposal

Kristy Judd briefly reviewed the recommendations of the 2005 report of the State Board's Governance Committee. The Governance Committee recommended that every State Committee be designated as either a Governing Committee or an Operating Committee. The report reaffirmed that the Board does the majority of its work through two committee categories: standing committees like finance, funds development, and Board development, and ad hoc committees appointed by the President like strategic planning, and by-law review. The focus of governance committees is long-range strategy and management oversight. Governance committees are composed of Board members and volunteers.

The 2005 report also recommended that certain committees be designated as Operational Committees. The focus of operational committees is tactical, short-term strategy and day-to-day oversight. Operational committees are made up of staff and volunteers.

The Governance Committee further recommended that every committee within the two categories be defined using the following terminology:

- function or purpose;
- duties;
- composition; and
- authority and accountability.

The next step will have the Governance Committee contact existing State committees and local Groups to solicit their input. The process may take a year. Steve Bonowski, Peter Gowen, and Ed Seely volunteered to assist the Committee's effort.

Election of Directors to the ExCom

Janice Heidel recommended that Bill Brown, Wynne Whyman, and Lee Rimel be elected to the ExCom for 2008. A motion was adopted to elect these three Board members who will join Art Hogling and Janice on the Committee.

Election of State Committees to the State Council

Five State Committees hold seats on the State Council. Each year the State Board selects the committees. For 2007, the committees were Finance, Safety and Leadership, Membership Services, Website, and Conservation. The following committees were selected for 2008: CMC Press, Adventure Travel, Membership Services, Education, and Safety and Leadership.

2008 Board Fundraising Plan

Janice Heidel reminded that the Board had written \$10,000 into the current budget as money Board members would raise. She encouraged members to make a commitment during the next four months.

President's Report

A motion was adopted to authorize Search Committee expenditures not to exceed \$5,000 with the understand that if additional funds are needed a request must be made to the Board. The possible need for an interim Executive Director was discussed.

The Board went into executive session for the purpose of discussing personnel matters.

The Board came out of executive session and a motion was made and adopted to authorize the Board President to hire an interim director, if necessary, and negotiate the terms of employment for the person. A list of action items for the Search Committee will be developed.

Janice reminded the Board of several important dates in February: February 5, dinner for Museum donors; February 15, open house for Kristy; February 16-17, a Grand Opening of the Museum; February 7, Museum opening for CMC members.

Executive Director's Report

Kristy Judd reported that a spreadsheet will be prepared for detailing expenditures and income for the Mudeum Capitol Campaign.

Continued discussion regarding the merger of CMC and the Colorado Trail Foundation will resume in September.

Kristy offered departingl comments to the Board.

Adjournment

The meeting was adjourned at 4:30 p.m.

