

## **DRAFT**

### **MINUTES OF MEETING STATE BOARD OF DIRECTORS COLORADO MOUNTAIN CLUB October 18, 2008 American Mountaineering Center, Golden, Colorado**

The meeting was called to order by Janice Heidel, Board President at 9:00 a.m. Other members of the Board present were Art Hogling, Vice-President; Bill Strathearn, Acting Treasurer; Lee Rimel; Earl Hughes; Sherry Richardson; Kent Groninger; Ed Seely; Peter Gowen; Bill Brown; Wynne Whyman; Jay Fell; David Tabor; Steve Bonowski; Jim Riddell; and David Hite, Board Secretary. Others in attendance were Katie Blackett, CMC Executive Director; Cathy McGuire, CMC Controller; Olga Kopcha, Project Coordinator; Bea Slingsby, Adventure Travel Committee Chair; Nancie Biery, El Pueblo Group; Brenda Leach, Boulder Chair; Paul Weber, Fort Collins Group; and the following CMC members associated with the In-State Outing: Sheryl Randell, Herb Taylor, Paul Rosen, Kathleen Overcash, Robert Martin, Gordon Laib, Janet Prehn, Joan Edmunds, Debbie Robak, Allen Bell, Jo Anne Rickard, Pat Wallace, Angela Shamen, Clyde Jones, Charles Gier, Kathleen Overcash, and Shirley Marble.

#### **Member Comments**

Sheryl Randell, representing participants in the annual In-State Outing, spoke of the group's concern over the release of John Clay, outing director, by Katie Blackett and the adverse impact it could have on the Club. Karen Hickey read from a prepared statement written by her, Marty Tod, and Ardis Rohwer based on an October 15 meeting also involving Clyde and Carol Jones, Barb Evert, Jim Stewart, and Mary Lou Lane. In part, the group's statement requested a meeting to discuss and resolve the matter --with a focus on the reassignment of the handling of financial issues-- so that the program can continue.

Debbie Robak, Jo Ann Rickard, Bob Martin, Paul Rosen, and Kathleen Overcash spoke of the need to continue a restructured In-State Outing program. Steve Bonowski spoke of the seriousness of acquiring permits from the US Forest Service for In-State Outing activities, questioning whether this requirement had always been met by Mr. Clay.

Janice Heidel announced that the matter involves two aspects: the In-State Outing program and a separate personnel issue. The personnel issue will be discussed by the State Board in executive session near the end of today's meeting.

#### **Approval of July Board Meeting Minutes**

A motion to approve the minutes was seconded and adopted. Mr. Gowen suggested that the full text of all resolutions adopted by the Board should always be attached to

minutes.

### **Forest Service Special Use Permit for Brainard and Arestua Cabins**

Peter Gowen explained that the Boulder Group manages and maintains the Brainard and Arestua cabins on behalf of the CMC and the general public. The Forest Service Permit for these facilities expires at year's end. Peter is representing the Boulder Group as liaison to the Forest Service. On September 8, the Boulder Council authorized submission of the application for renewal of the user permit. *The resolution is attached.*

Brenda Leach, Boulder chair, spoke in support and appreciation of Peter's work. The Forest Service has told the Boulder Group that the annual cost of the permit could increase from the current \$1,750/year to \$6,000/year. Under the expected terms of a new fee structure, Peter expects the cost to be closer to the current cost which is within the means of the Boulder Group. After a short discussion, a motion was made and seconded to adopt Resolution # 2008-02 which authorizes continued management of the cabins, and authority to deal with the Forest Service regarding renewal of the cabins permit. The motion passed unanimously. *The resolution is attached (see Attachment 1)*

### **Denver Group Request for Alcohol Policy Waiver**

Sherry Richardson presented a request on behalf of the Denver Group Annual Dinner committee to waive the Club's alcohol policy so that the Group can offer an open cash bar and complimentary beer and wine for leaders attending the dinner. The Board has waived the policy in prior years for the dinner. The Denver Council waived the requirement at its July 13 meeting, but approval by the State Board is required.

A motion to grant the request for waiver of the Club's alcohol policy for the Group's annual dinner was seconded and approved on a vote of 12-3.

### **Nominating Committee Report**

David Tabor, chair of the Nominating Committee, reviewed the process and criteria used in arriving at a list of five candidates to be recommended to the State Council to fill State Board member positions opening at year's end. The term of office for each position is three years. The candidates are Jim Berryhill, Paul Raab, Nickie Kelley, Lee Rimel, and Bill Strathearn. The vacancy resulting for the recent resignation of Ann Morgan will be filled in January, 2009.

### **Group Needs Ad Hoc Committee Report**

Wynne Whyman recalled for the Board that at its July meeting members and guests used sticky notes to identify thoughts regarding Group needs. Afterwards, an ad hoc committee met to further brainstorm and prioritize Group needs. The committee met three times. All Groups throughout the state were encouraged to participate. Groups

participating live were Denver, Boulder, Weld County, Pikes Peak, Fort Collins, and Denver Wilderness Kids. Staff and Board members also actively participated. There was also asynchronously received input from San Juan, Gore Range, and Longs Peak. After today's Board and State Council discussions, new short-term committees will be formed. The committees may be a combination of operational, board, staff advisory, etc., depending on the topics and priorities.

*The final report from the Group Needs Ad Hoc Committee is attached to this summary (see Attachment 2).*

Wynne stated that today the Board is being asked to approve the ad hoc committee's recommendations. The committee found that the responding Groups had two prioritized need: strengthen communication and increase marketing. The Committee's report lists other areas that need attention but not until after the first two have been addressed.

Ed Seely noted that training, including the general categories of trip leader training and school instructor training as well as training for Councils, was identified as important. Katie responded that the Leadership committee was just beginning and still identifying issues to address. These suggestions and any suggestions by others were welcomed. Also anyone who wanted to participate in the committee was welcomed. A motion was made that the recommendations be approved by the Board. The motion was seconded and adopted on a vote of 15-0 with 3 abstentions. There was agreement that the Committee report be attached to today's minutes.

## **Board Governance Committees**

Wynne Whyman reviewed continued progress on the CMC's move into a governance model. Two documents were distributed for today's discussion: first, definitions of committees that are appointed by the President and accepted by the Board as well as guidelines to the Executive Director for the purpose of managing and directing the operations of the Club; and secondly, a new organization chart.

After discussion, the following actions were adopted by votes of the Board: (1) the board governance job descriptions were adopted; (2) a provision of the Board manual was changed from "f. Participate in at least one State Committee" to "f. Participate with one standing board committee, nominating committee or one ad hoc board committee."; and (3) delete Article III. Board of Directors, Section 3. "The chairman of each state committee shall be prepared at all regular meetings of the Board."; (4) the narrative introducing the list of Operating Committees was deleted. The deleted language read "*The ED will be authorized to implement organizational changes consistent with the structure below and inform the Board at the next meeting.*"; (5) in the listing of Operating Committees, the name Development Committee was changed to Development Support Committee.

*The Governance Committees report is included in these minutes as Attachment 3.*

A motion to perform a review of the bylaws and constitution for consistency and cleanup was seconded and adopted.

Turning to the proposed organization chart, discussion focused on how to depict the relationship between the ED and the local groups. Is it supervisory or accountability and support? A motion was made that the proposed relationship between the groups and the executive director be clearly defined in writing and sent to group councils for input. After discussion, a substitute motion was offered to send the issue back to the ad hoc committee on governance with the charge to gather further input from the board on the issue and secondly create a narrative of the relationship between the groups, the ED, and the Board.

### **Pikes Peak Group Incident Report Closure**

Ed Seely, chair for June 28, 2008 Crestone Needle trip incident review committee, briefly reviewed the group's report. The committee consisted of Rick Keetch, Bill Houghton, John Raich, Susan Baker and Ed Seely. The committee had two recommendations. First, the lifting of the mandatory leader suspension. This was accomplished by the State Board on July 19, 2008. The committee also recommends that a follow-up ad hoc committee be established to review "scrambling" trips and see if recommendations to CMC trip leaders and school directors need to be made. This follow-up committee should include participation from all Group climbing schools.

A motion was made and seconded to accept the report. Approval was also given to a motion that the committee's recommendation be filtered in with the work of the State's education department.

### **Officer Reports**

Janice Heidel reported that the Board's personal contributions to the FY08 budget had been exceeded. On another matter, she called attention to Peter Gowen's October 1 report on the Roan Plateau lawsuit.

Bill Strathearn reported that for FY08, revenues exceeded budgeted figures but expenditures also exceeded budgeted expenditures. He reported that, generally speaking, both revenue and expenses are favorable in non-core areas (for example, conservation and education), while unfavorable in the core areas (G&A).

Katy Blackett reported several personnel changes and changes in staff work responsibilities.

She also announced that the Mountaineering Museum capital campaign is done.

### **Executive Session**

A motion was made and seconded for the Board to move into executive session for the

purpose of discussion of a personnel issue. The motion passed. Upon adjournment of the executive session, a motion was made and seconded that the Board affirm the actions of the executive director on the personnel matter. The motion passed unanimously.

The meeting was adjourned.

David Hite, Board Secretary

## **Attachment 1**

### **BEFORE THE BOARD OF DIRECTORS OF COLORADO MOUNTAIN CLUB**

#### **RESOLUTION NO. 2008-02**

**RE: DELEGATION AUTHORIZATION FOR BOULDER GROUP BRAINARD LAKE AND ARESTUA CABINS**

#### **RECITALS**

The Boulder Group of the Colorado Mountain Club (Boulder CMC) constructed the Brainard Lake Cabin in 1928 and constructed the Arestua Cabin in 1979.

The Boulder CMC has operated and managed the Brainard Lake Cabin and the Arestua Cabin since their construction.

The Brainard Lake and Arestua Cabins (collectively referred to as the "Cabins") are located on property owned by the U.S. Forest Service (Forest Service) and located in the Roosevelt National Forest.

The Cabins are operated under a Special Use Permit (SUP) issued by the Forest Service. The current SUP was issued in 1998 and expires on December 31, 2008.

The Boulder CMC has delegated responsibility for negotiating and acquiring the new SUP to its designated Forest Service liaison, Peter J. Gowen, who is also a member of this state board of directors.

The application for the new SUP requires an application to the Forest Service, a requirement of which is a corporate resolution authorizing the application, and an agent to deal with the Forest Service on matters pertaining to the SUP.

The Boulder CMC adopted a resolution on September 8, 2008. Its resolution 2008-03 authorized the following:

the submission of an application to renew the Special Use Permit for the Brainard Lake Cabin and Arestua Cabin to the Forest Service.

designating Peter J. Gowen as its agent in dealing with the Forest Service in all matters pertaining to the renewal of the Cabins Permit, including but not limited to completing, executing and submitting the Permit Application and all related documents

designating any of its officers and Peter J. Gowen to execute any and all documents related to the renewal of the Cabins Permit, including its Annual Operating Plan. Officers included within this authorization are the Chairperson, Vice Chairperson, Secretary, and Treasurer, as those officers exist at the time of execution of any relevant document.

that the Forest Service and any third party may rely on its Resolution for the authorizations to execute documents related to the renewal of the Permit as are explicitly stated herein.

The effective date of its resolution was September 9, 2008.

Under Colorado law of non-profit corporations and the Colorado Mountain Club Constitution, the state board of directors has the ultimate responsibility for managing the business affairs of the organization.

Under Article III, Section 1 of Bylaws of the Colorado Mountain Club, the Board of Directors has and exercises the corporate powers prescribed by law. Its primary functions are to make policy and to manage the resources of the Club in a sound manner. Among its explicit powers is to "[a]uthorize the purchase, management, and sale of all land, buildings, or major equipment for use of the Club."

The historical practice of the state board with regard to the management of the Cabins, is to delegate its authority to manage the Cabins to the Boulder Group Council. The purpose of this resolution, is to explicitly continue that practice with regards to all aspects of the renewal of the SUP for the Cabins.

#### RESOLUTION

It is hereby resolved by the Board of Directors of the Colorado Mountain Club that:

Authority to manage the Brainard Lake and Arestua Cabins continues to be delegated to the Boulder Group Council.

The Boulder Group Council is explicitly authorized to submit of an application to renew the Special Use Permit for the Brainard Lake Cabin and Arestua Cabin to the Forest Service.

The Boulder Group Council is explicitly authorized to designate an agent for purposes of dealing with the Forest Service in all matters pertaining to the renewal of the Cabins Permit, including but not limited to completing, executing and submitting the Permit Application and all related documents

The Boulder Group Council is explicitly authorized to designate any of its officers and its agent to execute any and all documents related to the renewal of the Cabins Permit, including its Annual Operating Plan. Officers included within this authorization are the Chairperson, Vice Chairperson, Secretary, and Treasurer, as those officers exist at the time of execution of any relevant document.

The Forest Service and any third party may rely on this Resolution for the authorizations to execute documents related to the renewal of the Special Use Permit as are explicitly stated herein.

The effective date of this resolution shall be October 18, 2008.

## **Attachment 2**

### **Colorado Mountain Club Final Report from Group Needs Ad Hoc Committee**

October 15, 2008

To: State Board. For approval of the committee's recommendations (2 prioritized needs)  
State Council. For information and discussion.

## **Summary**

**Groups have two prioritized needs, each with two parts:**

1. Communication:

The vehicle, or the mechanism/media/method of communications. Examples: Web site, emails, knowing what to expect and where to find things

The content, or what needs to be communicated with recreation, conservation, and education

2. Marketing: A subset of communication

External. Who we are as a 501(c)3 in the Colorado community, with conservation, recreation, and education

Internal. Volunteers at all levels, including recruitment, retention, support, etc.

## **Rationale**

These two items gives us a place to start – ones that we all agree upon. The list below gives the details behind these items. In addition, the attached list defines other areas that need attention, once these first two needs have been addressed.

These are the problems to be solved, not necessarily the top priorities of the entire CMC.

### **Background**

At the July 2008 board meeting, board members and guests did stickies to identify needs. Afterwards, a short-term, ad hoc committee was formed consisting of Group members, staff and board members met to further brainstorm and prioritize Group needs. The committee discussed challenges, needs, and brainstormed ideas. They clustered the topics, and determined the criteria to prioritize the work [impacts all groups, payoff/value to members/organization, and modernization/professional organization (best practices)]

Leader training was taken off the list, as that work has already started.

Disclaimer: the attached list is the result of a brainstorming session. It is not inclusive, there are linkages that need to be identified, and there is redundancy. It served the committee's purposes and will be a good basis for taking the next bit of work.

All Groups throughout the state were encouraged to participate. Groups who participated live: Boulder, Colorado Wilderness Kids, Denver, Fort Collins, Pikes Peak, and Weld County. Asynchronously received input from Gore Range, Longs Peak, and San Juan.

This ad hoc committee's work is completed. Next, committees of staff and volunteers need to work together to find solutions, develop actions, and carry these projects forward, after the board accepts the committee's work.



## **TOP PRIORITY: Brainstormed list**

### **Communication State & Groups**

- ★ Articulation of Group needs to the state organization
- Modernized communication/collaboration/etc via online/internet
- Groups need to communicate with each other (Katie has started quarterly Group chair meetings)
- Education on the charitable status & mission of organization
- Groups need to understand there is a “public” component of state organization that does not
- Better communication of policies and procedures
- Clear understanding of CMC mission and all it encompasses
- Inter-Group communication for common efforts & sharing
- Establish a method: bulletin board or listserv, etc. – to help Groups communicate better & share ideas.
- Clear statement of how what Groups have been doing fits in CMC mission (does it belong?)
- User friendly web site (state) to find info
- Coordinate Group websites with State website
- Groups need effective communication avenues with the state organization so they know and understand policies and procedures & how to get support for their work.
- Connection with state; interest in their activities
- What are web site standards? What are costs involved?
- Attendance from Board and staff members at council meetings, annual dinners, events, etc.
- Groups need to understand budget and how central staff can grow if membership grows
- Better support to go paperless (opt out of paper newsletter is cumbersome. The process is behind).
- Stronger, more functional state council.
- Find resources & tools easily
- Groups need better/full understanding of state program, i.e. YEP, museum, press
- Clear & authoritative statement on who CMC sees as its customers
- Groups & state board need agreement on this issue of services to members vs. general public.
- Groups need to recognize & understand that different “operating units” of CMC have different customers, e.g., Groups =members; YEP=schools; Press, museum=general public & members; conservation=agencies, etc.
- The CMC has many facets, all are a part of “the CMC.”
- Listserv may be a solution
- Two-way listening and dialogue between various entities (staff, board, Groups, volunteers)
- Identifiable governing documents on web (bylaws, constitution, policies, etc.)

### **Marketing**

- CMC competition from loose-knit organizations, such as 14ers.com
- How to recruit for members
- How to recruit for council positions
- Groups need marketing materials that reflect the entire mission of the CMC (not just recreation)
- Groups need state developed marketing material to align Group specific marketing
- Consistent messaging and marketing of organization
- Marketing materials: brochures, ad copy, logo for use in publicizing club through media and at locations.
- Groups need centralized marketing from staff
- Should be consistent theme. Should be able to be “tweaked” by Groups for size and location
- Should have an element of “timelessness”
- Speakers bureau available to talk to groups, schools etc. about CMC as a promotional tool.
- Groups have a way to showcase their good work.
- ★ Representation in community
- Finding volunteers (such as co-chair, finance)
- Group needs to understand competition
- Identification of how to support Groups through technology (websites Facebook, etc.)
- Identify other recreational groups, identification of target audience
- PSA's (public service announcements) publicizing the CMC as a whole rather than events only in the metro area.
- Presentations for meetings that would be of interest to the public (movies, PowerPoints).

## **NEXT PRIORITY. Brainstormed list.**

The list below defines other areas that need attention, once the top two needs have been addressed.

### **Clearly defined roles and responsibilities**

Understand roles of Groups, staff, board, state council

Over Government of Group chair. Too much for them to do, may discourage them. It is a challenging balance.

Job descriptions for Council members. This will aid in roles & responsibilities

Clearly defined roles & responsibilities for groups & for groups to know staff roles & responsibilities (ex, fundraising)

Need to strengthen support to Group for key responsibilities

Groups need accountability & support from the state CMC organization. Likewise Groups need to be held accountable to the procedures & policies of the CMC>

Submit annual financials

### **Trip leader training**

Groups need standardized leadership training

Consistency in how to train leaders

Universal, mandatory leadership training

Trip leader training offered frequently enough so that people may become leaders in a timely manner.

★ Require each trip to have a leader & co-leader

Are co-leaders appropriate

★ Safety, leadership

Get more leaders to lead outdoor activities

Utilize consistent training across the state for all leaders

Utilize CMC-trained leaders for all trips and mountaineering schools.

What are standards for leaders?

Determine "certification levels required"

How to work with early teens effectively (wilderness kids)

Definition of "consistent training"

★ A leadership training

### **Training school instructors**

Instructor leadership, teaching styles clinics

Coordinate all schools and paid field trips with state education office for Forest Service permits

Instructor training and standards for courses

### **Policies and Procedures**

★ Safety of members paramount

Make tough choices and be supported (e.g., leader not qualified and complains)

Classification of policies, distinguish state vs. Group policy levels.

★ Publish guidelines & state policies and distribute to all Groups

Submit a Group summary for the CMC's statewide annual report

A standard process for grievance issues

Ensure all CMC outings, day trips, multi-day trips, and school field trips are on file with the CMC State office prior to commencement of trip.

Follow all state policies and guidelines

## **Less of a priority, based on the criteria**

### **Training for Councils**

Orientation for incoming Group chairs, treasurers, and any others needed

Some form of Group chair training. May Group chair semi annual meeting – Group leader responsibility specific

★ Financial guidance on reports and financial management

### **Leadership support for smaller groups (liaison, expertise, people resources)**

Groups need communication conduit to BOD and state office

Keep in mind that smaller groups are less bureaucratic and have different needs

Broader sources of expertise in several fields (i.e., tech; marketing, leadership, etc.)

Statewide volunteer coordinator (leadership, land mgt, training)

1) Leadership from state, 2) coordination (subset of leadership), 3) teaching mountaineering classes by organizing teachers from Groups.; 4) underwrite expenses for schools; 5) convenient method of having leaders submit trip reports (primarily for current conditions), 6) underwrite first aid training for leaders. 7) leadership to trip leaders: basic school criteria from state CMC (part of #1).

CMC has designated person who visits and works with Group chair, visits regularly with them.

Wondering if wilderness kids should stay separate Group (challenge sometimes to find council positions)

Joint trips with other Groups with kids.

Keep small group needs paramount

Need to recognize and address differences in Group capacity that are based on size.

### **Group work plans**

Groups need clarification of how to do Group work plans & how they interface with CMC organizational work plans.

Annually develop a “Plan of work” for the Group, based on the State’s strategic plan

Templates to do work (public relations, etc.)

Knowledge of work plans in Groups and how it relates to state work and strategic plan

### **Member & volunteer recruitment (includes younger members)**

Represent the member and advocate for member values

To learn the latest (best ways to recruit volunteers)

Groups need to focus on member retention & growth & expanding volunteers

Cross pollinating membership

New blood

Actively participate in State Council

More involved members

Break for 1<sup>st</sup> time members (no \$25 fee)

Membership rates for 2, 3, 5 years

Concerted membership drive? Maybe waiving the registration fee for a drive period?

We are having trouble getting enough people to take offices

## Attachment 3

# Colorado Mountain Club Governance Committees October 8, 2008, revised 11/11/08 with amendments

## Background

The Colorado Mountain Club is managed by the Board of Directors (Constitution, Article VII, Section 1). The President appoints committees as he or she deems necessary advisable or necessary which are subsequently accepted or rejected by the Board (Constitution, Article VII, Section 3).

The purpose of this document is to give further definition to the Committees that are appointed by the President and accepted by the Board as well as provide specific guidelines to the Executive Director for the purpose of managing and directing the operations of the Club (Bylaws Article IV, Section 5).

The Governance Committee's Report, October 15, 2005, reaffirmed that the board does the majority of its work through committees, to be designated as Governance Committees, and recommended that each committee:

- Has a written charge, which includes decision-making authority, timelines, and type of recommendations to come before the board.
- Includes appropriate people from the board, volunteers, community, and staff. Each committee will have a different composition, depending on the needs of the committee.
- Focuses on the strategic plan and the mission
- Includes input from staff, governance volunteers, operational volunteers, and as appropriate, community members.

The Governance Committee also recommended that certain committees be designated as Operational Committees.

The Club historically has valued volunteers and recognizes the great importance of the future of the volunteers in the future. As this is an important part of our culture, we want to maintain our strong, local and diffused membership structure. However, at the same time, we need to move our club forward and to address liability and accountability concerns, as well as to provide more support to these volunteers. It's important that the board supports the Executive Director (ED) and further establish the chain of command, coordinate lines of communication, and instill management policies with the good of all members.

- The ED is responsible for seeing that the following is done (by staff, volunteers, committees)
- Communicating board policy, strategic goals to groups, staff, state committees
  - Responsible for board policy and strategic goals implementation
  - Providing resources

About board committees. From HYPERLINK "<http://www.managementhelp.org/boards/brdcmte.htm>"

Establish committees when it's apparent that issues are too complex and/or numerous to be handled by the entire board.

For ongoing, major activities establish standing committees; for short-term activities, establish ad hoc committees that cease when the activities are completed. Standing committees should be included in the by-laws.

Committees recommend policy for approval by the entire board.

Committees make full use of board members' expertise, time and commitment, and ensure diversity of opinions on the board.

They do not supplant responsibility of each board member; they operate at the board level and not the staff level.

**Table: Governing and Operating Committees**

	<b>Governance (strategic)</b>	<b>Operations (tactical)</b>
<b>Who</b>	State board and governance volunteers	Staff and operational volunteers
<b>Focus</b>	Long-strategy and management oversight	Short-term strategy and day-to-day oversight
<b>Responsibility and approval of committees or committee chairs</b>	President, and accepted/adopted by the Board	Executive Director, with broad, performance oversight by the President
<b>Overall work description</b>	Decides “what matters most” or the whether, what and why. E.g., “Goals” Acts as official body Not “super staff”, but instead focus on organizational policy, based on mission Monitors and evaluates work against mission, policy, and strategic direction	Decides “methods” or the who, how, when and where. E.g., “objectives” Uses skillsets and creativity from staff and volunteers Management, direction, and supervision of day-to-day activities Groups/Councils Services

## Proposed Committees

The Governance Committee (2005) recommended that every Committee be designated as either **Governing or Operating** and be defined using the following terms:

Function or Purpose – why does this committee exist

Duties – what does this committee do

Composition – who serves on this committee and how are they selected

Authorities & Accountabilities – what can this committee do and to whom is it accountable, define the reporting requirements

This ad hoc Committee (2008) recommends the following Committees:

## Governance Committees

### ***Governing Standing Committees:***

Executive Committee

Finance Committee

Joint Development Committee

Governance and Policy Committee

***Governance Ad hoc committees.*** As needed for the board's work, appointed by the president. Short-term committees, lasting 3-12 months.

Examples may be governance, strategic planning, board policy review, by-law review, mergers, access issues, etc.

## Independent Committee

Nominating committee

## Operating Committees

***Operating Committees.*** (meets regularly)

Adventure Travel Committee

Development Support Committee

Expeditions Committee

Membership and Group Services Committee  
Risk Management/Safety & Leadership Committee  
Volunteer Committee

**Operating committees** (meets as needed)  
American Mountaineering Center Committee  
Legal committee  
Personnel committee  
Toponymics Committee

**Operating Advisory Councils**

Archives, Library, Museum, & Peak canister/register Advisory Council  
CMC Press/Publications Advisory Council  
Conservation and Stewardship Advisory Council  
Education Advisory Council  
YEP Advisory Council  
Marketing Advisory Council

**Operational Tasks teams.** Various projects to get current work accomplished.  
Example: Web

## **Governance Committee Descriptions**

### **BOARD GOVERNANCE AND POLICY COMMITTEE**

**Chair:** Board member, appointed by the board

#### **Function**

Ensures the board is effective in its governance of the Club, and prepares and refines policy proposals, for Board consideration and adoption, consistent with the mission and values of the club, applicable law and standards of the industry.

#### **Duties**

Implement training for new board members between November and January. Keeps a training outline current.  
Update the board manual annually.  
Evaluate the board's effectiveness as a nonprofit board.  
Spearhead the review of the annual plan of work, in light of the strategic plan.  
Keep board up to date on the nonprofit industry.  
Organize regular mini-trainings for the board, such as articles of interest via email or coordinating guest speakers prior to a board meeting.  
Originate or review state-wide policy proposals referred by other committees, Groups or Executive Director.  
Vet legal consequences of proposed policies with legal team.  
Present policies to Board for consideration and approval.

#### **Composition**

3-5 members (board and non-board) appointed by the President and ratified by the Board  
Committee members are needed with expertise in nonprofits, policy, legal, risk management, and so forth, as needed to do the current club's work.

#### **Authorities & Accountabilities**

Makes recommendations to Board for adoption. No power to approve or bind the Board  
Regularly reports to the board.

## **EXECUTIVE COMMITTEE**

**Chair: President**

### **Function**

Recommends actions for approval of the full Board and sometimes acts for the Board, as defined in the CMC constitution.

### **Duties**

Acts on behalf of the Board to handle urgent issues when it may be impractical to convene the Board.  
Serve as support and sounding board for the President.  
Serve as support and sounding board for the Executive Director.  
Discuss issues that need preliminary work and refinement before the Board considers them.  
Advise the President on matters relating to the employment, key duties, performance evaluation and compensation of the Executive Director.  
May temporarily fill a Board office vacancy until the next meeting of the Board. (CMC constitution)  
Conduct informal board polls on matters requiring board authorization between proper meetings.  
Perform other duties as assigned by the Board.

### **Composition**

5 members. President, Vice President, and three Board Directors nominated by the President and elected by Board.

### **Authorities & Accountabilities**

The Executive Committee shall have the powers of a Committee of the Board under Colorado law, except that the Executive Committee shall take only such action as, in the opinion of the President, cannot practicably be deferred to a special or regular Board meeting. (CMC Constitution)  
Reports its actions for ratification at the next State Board meeting.  
Keeps formal minutes of its proceedings.

## **FINANCE COMMITTEE**

**Chair: Board Treasurer**

### **Function**

Reviews, monitors and reports to the Board on the financial matters of the CMC.

### **Duties**

Specify and monitor financial accounting and budgeting procedures for the State organization.  
Maintain control over CMC assets.  
Make investment recommendations.  
Review the annual audit before it's presented to the Board.  
Review the American Mountaineering Center budget for short-term and long-term needs.  
Present annual operating budget to the Board for approval.  
Work with the Board Governance and Policy Committee to conduct board training: a) 1) how to read financial statements as a board member 2) financial responsibilities for board members.

### **Composition**

3-5 members (board and non-board) appointed by the President and ratified by the Board

### **Authorities & Accountabilities**

Makes recommendations to Board for adoption. No power to approve or bind the Board.  
Regularly reports to the board.

## **JOINT DEVELOPMENT COMMITTEE**

### **Function**

The Development Committee works closely with the development staff to build board members' capacities and to identify suitable involvement opportunities. One of its roles is to encourage individual board members to participate in fundraising activities. It ensures that the organization has appropriate policies and guidelines for accepting gifts and donor solicitation.

### **Duties**

Work with fundraising staff in their efforts to raise money per the workplan approved by the CMC Executive Director.

Take the lead on selected outreach efforts.

Take responsibility for involving all board members in fundraising.

Monitor fundraising efforts to make sure that ethical practices are in place and that donors are appropriately acknowledged.

The Committee shall establish a schedule of meeting dates on an annual basis. Other meetings can be called as needed: in-person or via phone.

Work with the Board Governance and Policy Committee to conduct board training on fund development.

### **Composition**

The Development Committee is composed of eight members, four each appointed by the Boards of the CMC and CMCF.

The Chair is elected by the Committee to a one-year term from among its membership and confirmed by both Boards. The chair may serve multiple terms, not more than two in succession.

The CMC Executive Director and the CMC Development Director shall serve as ex-officio members.

Other CMC members can be engaged or involved with the Committee, but shall not be voting members of the Committee.

### **Authority & Accountability**

The Committee shall have the authority to manage its affairs per an approved work plan and budget in accord with this committee description. The Committee shall provide quarterly reports to the Boards of the CMC and CMCF. The primary accountability of the Committee shall be to the Boards of the CMC and CMCF.

## **Independent Committee Descriptions**

### **NOMINATING COMMITTEE**

**Chair: Board member or CMC member**

**Chair and Committee:** appointed by President and ratified by State Council in the spring.

### **Function**

Recommends the composition of the Board by identifying, recruiting, and proposing Board members. Also proposes Board officers.

### **Duties**

Identify the skills and characteristics of Board members the Club needs, based on the organization's strategic plan and plan of work.

Seek input from Officers, Directors, State Council representatives, Group Chairs, State Committee Chairs, CMCF, and Executive Director in selecting nominees.

Keep board member job descriptions updated. Update materials needed for use in cultivation of new Board members.

Cultivate new Board members. Keep an active inventory of skills that the Board seeks so that the next time a vacancy occurs the committee knows what it needs.

Interview candidates. Recommend candidates who are willing to serve on a governing board.

Recommend a slate of candidates to the State Council for approval.



Ensure that the Nominating Committee Report for Director nominees is ready for mailing no later than 10 days before the Fall State Council meeting.

Ensure that the Nominating Committee Report for Officer nominees is ready for mailing no later than 10 days before the January State Board meeting.

Educate the board, State council, Groups, and members about how the nominating committee works, the value of a nominating committee, the value of a single slate. In addition, the training includes the roles, responsibilities, and the election process for the State Council. Keeps a training outline current.

### **Composition**

5 members. Chair and four other members, at least two of which are current Board members and two of which are neither Board nor State Council members.

Appointed by President, confirmed by State Council (Bylaws, Article III, Section 7)

### **Authorities & Accountabilities**

Regularly updates the board.

The nominating committee reports to the State Council.



