

**Colorado Mountain Club
Board of Directors
American Mountaineering Center
Minutes 4.28.18**

Attendance - Chantal Unfug, Secretary

Present: Matt Biscan, Chantal Unfug, Craig Clark, Eva Smith, Liz Stahura, Kathy Workman, Jeff Flax, Stephen Szoradi, Bruce McClintock, Mark Schaible, Jason Kolaczowski

Present by Phone: Dan Cummings, Rachel Miller

Proxy: Matt Stevens (VP), Scott Otteman

Absent: Chela Irlando-Garcia, Dave Swinehart, Linda Crockett (*note call in issues)

Staff: Holly Barrass, Jay Cordes, Chun Chiang, Julie Mach

Guests: Steve Bonowski, Linda Lawson

Welcome and Call to Order - Matt Biscan, Chairman

Agenda Additions, Adoption

BOARD ACTION: Motion to Approve with amendments February 1, 2018 Minutes

Motion: Craig Clark, Second: Steve Szoradi, Unanimous Approval

Amendment/Correction approved: Minutes need to reflect the discussion and action of the Board of Directors from previous meeting: "Avalanche required for leaders only", not all members as was previously noted.

Member Comment:

Mr. Steve Bonowski presented opinions on the importance of the Board of Directors and fully participating in development. Proposed to recreate a joint development committee between the CMC and the CMC Foundation.

Chairman Biscan asked, and Mr. Bonowski agreed to serve on the Joint Development Committee.

Ms. Linda Crockett: presented clarifications for the minutes on the Avalanche requirements

State Council: (Combining agenda 1, 2); Matt Biscan

Constitutional Changes for legal compliance: We continue to be out of compliance with the CMC constitution. Still two groups short, Aspen and Shining Mountains group - Estes Park Holly and Matt will travel to Aspen, to meet with Linda and Mike. Jeff will also help with Shining Mountains group - Estes Park

NO ACTION REQUIRED

Finance Committee: Q2 2018

Chun C.: Overall Positive. Reviewed slide deck on budget. Key points: cash flow status, nuances of annual timing of budget and revenue ie. Adventure travel frontloading the work but revenue hits later in the year. Currently slower growth, sales hitting projections, membership leveled off, pace is greater, Foundation/Corporate legal relationship, Salary and payroll of FTE and new staff. Balance sheet is lower than usual, operations are at a loss at this point.

This also ties to the timing issues of programming and revenue. Currently at a loss of approximately \$130,000, P&L is distorting the view; overview of CMC and Foundation structure.

Board Discussion:

Discussion revolved around one time revenue sources as they compare to operational dollars, and removing the one time, our revenues do not look as positive. There are vacancy savings due to 3 vacant FTE; capital and rational pricing

BOARD ACTION: Motion to Approve Finance Committee Report Q2 2018

Motion - Bruce McClintock, Second Craig Clark. Unanimously approved

Code of Conduct Revisions: Holly Barrass

Overview of status of revisions started by Scott Robson. Holly is leading the internal review of procedures, policies, and data; collaboration with national and international industry partners and developing plans for staff training,

leader training, consistency across all groups to minimize risk for CMC and individuals, background checks, and insurance. Overall goals focus on easy accessibility for members, consistent training curriculum and processes. CMC will not have a formal position until this process is complete. Will keep Board apprised of next steps which include finalizing revisions, training, implementation of a curriculum, communications strategy. Holly will bring a proposal to the Executive Committee.

Board Discussion:

Discussion ensued about the scale and scope of the issue, timing of the process, challenges with training and certifying all 6000 plus members, the importance of embedding a culture of safety, leadership from the Board, next steps. Discussion about priority culture including every member and guest should feel welcome and safe everytime.

Board Request:

Matt Biscan requested if any Board members have expertise on processes, preventative strategies, discipline or best practices for codes of conduct, harassment etc. to please share.

NO ACTION REQUIRED

Statewide Incident Review Committee: Steve Szoradi

Steve presented discussion about the Committee's history and function for physical incidents; needing to be independent of the Club, importance of confidentiality and training for committee members, the importance to define "incident" for example, "should this committee also review sexual harassment complaints?"

BOARD ACTION: Motion to approve: The Club will create an Incident Review Committee and CMC staff will define incident, create a proposal for structure, members, process and anything else CMC needs to do to make this successful.

Motion - Jason Kolaczowski, Second - Craig Clark. Unanimous approval

CMC Strategic Plan - Kathy Workman

Kathy will chair a Strategic Plan Task Force

Board Members: Chantal Unfug, Craig Clark, Bruce McClintock, Jason Kolaczowski

Kathy will convene a Task Force lead process which will include Board members, State Council, members and CMC staff.

Board Discussion:

Discussion revolved around engagement, previous Strategic Plan efforts, improvement on previous processes, and the importance of this Plan as it lays the groundwork for vision, mission, goals etc which will then drive future capital campaigns, club expectations, asset management, strategies for personnel etc.

Database/Technology Update: Holly Barrass

Holly gave a summary of the history of the website, technology and database process over the past few years and since the Board approved payment for upgrading current site. Staff continued to pursue options and worked with a consultant who laid out upgrading the current site and technology was not feasible. Worked with Slalom for an afternoon, conducted a SWARM, and consultant recommended not updating this site and technology until a full business operational analysis has been done, then prioritize what business processes need to be fixed. Holly will continue focussing on this.

Board Discussion:

Discussion revolved around the challenges of costs because of the management structure of the Club - ie having to pay for licenses for every member and leader who requires currently, to be able to have full access to the site management. The club may have to look at the use by volunteers versus professional staff for site management for costs and consistency of uploads and data capture. Andy Hawks is helping Holly with online forms, staff training etc. We explored consideration of licensing the Mountaineers site, but were concerned about the cost and potential development incompatibilities. The website and data use continues to be the top irritant for members and leaders may be affecting the Club's reputation and stagnant membership. Jeff continues to be involved with staff.

NO ACTION REQUIRED

State Admin of Tech Climbing Schools - Holly Barrass

Bill Hennigan stepped down so committee is divvying up all the work and continuing to look at consistency and clarity for instructor training and curriculum. Will be reviewing field operations to better understand local concerns about losing control and the State's fiduciary responsibility. Currently reviewing UIAA standards and all Clubs globally, are in the same process for internal certifications, hiring a manager to do this work, and looking at a pilot to test it.

Board Discussion:

Discussion ensued about the training process, costs, cost modelling, AMGA and UIAA roles, the history of the tech schools and revenue/costs per the Denver group.

NO ACTION REQUIRED

AMC Strategic Plan - Matt Biscan

Discussion continues at a slow pace, but steering committee has reviewed wide range of options but came to the conclusion it is better to stay in the building and focus on use, structure and in the future, maintenance. Also, steering committee will continue to look at museum, library spaces with costs and revenue as drivers.

NO ACTION REQUIRED

CMC Library and Archives - Holly Barrass

Holly presented options about CMC archives and agreement with AMC library. In the past CMC has paid \$25k until 2009 for archiving management. Board packet included a draft "gift" agreement.

Board Discussion:

Matt clarified there is no action item or decision today, but will need Board approval in the future. Holly offered a tour at the next Board meeting. Chantal Unfug offered to contact History Colorado and Denver Public Library to check costs and process for donating archives. Bruce brought up the level of which the Executive Director should be able to make this type of decision without the Board approving expenditures. Matt Biscan wants to retain first right of refusal in any donation agreement. Board requested research on the ramifications of the scope of a "gift", noting concerns about gifting the archives in perpetuity.

BOARD ACTION: Motion to approve: To defer decision until more research can be done, for Holly to discuss with Kate and for the next Board meeting to hold an optional tour.

Motion Bruce McClintock Second Craig Clark. Unanimously passed

Committee Updates - Matt Biscan

Development - Dan Cummings

Matt Biscan announced the recreation of a joint development committee to begin a capital campaign after the strategic plan process. Board expectation is to not simply "give what you can", but rather to actively participate in fundraising by providing at least 14 contacts the Club can reach out to with an introduction from Board member.

Governance - Matt Biscan - no report

Risk Management - Steve - State review committee discussion earlier. 3 part focus: Avalanche Terrain defined, 2 WFA medical training standard with CPR. Committee recommended a policy requiring a 16-hour wilderness first aid (WFA) and CPR certifications for all leaders and senior school instructors. The committee will provide language to Holly for distribution of the formal policy.

Nominating - Dan and Craig - no report. Board thanked Matt Biscan for his process leadership when Scott resigned. Will handle next steps with replacement recruiting

Database - No report

Q2 Staff Operational report: Holly Barrass

KPI's survey, will share breakdown of data

Marketing - Holding off on launching communications until a new marketing director is on board. Continuing to support events, development- grants etc. Did not get the GOCO Inspire award.

Safety/Ops: Staff working on Mid June - First responder training, digital waiver portal, climbing wall inspection, Rendezvous property

HR: Maddie Miller starts May 7th, Logan is part time with Jay, part time with membership engagement. They will work on the update to the Rio Grande Forest plan, 12-15 volunteer projects, and will look at the website

Conservation: Julie Mach - Update on the Rio Grande Forest Plan, volunteer projects on website, Action Alert Page - Grand Mesa, CB, Uncompahgre, Ouray Plan update.

Questions? NONE

Other:

Monday May 21st - Club's big donor event. BOD should attend
Meeting Adjourned for Executive Session

Executive Session - Matt Biscan

12:15 Meeting Adjourned