

Colorado Mountain Club
Board of Directors Meeting
Saturday, April 21, 2012

Call to order: Alice White 1:04 p.m.

Attendance:

Quorum reached with 11 board members represented.

Present: Alice White, president; Debbie Welle-Powell, vice president; Dale Hengesbach, treasurer (by phone); Lauren Schwartz, secretary; Tracy Atkins (by phone); Kurt Bartley; Kevin Duncan; Bill Landsberg; Linda Lawson; Paul Raab; David Tabor

Absent: George Barisas; Lou Fabian; Donna Lynne; Ray Shem; Matt Stevens; Vern Twombly; Kevin Volz

Staff Present: Katie Blackett, CEO; Chun Chiang, director of finance

Guests in Attendance: Steve Bonowski; Jeff Flax; Ben O'Hara; Nickie Kelly; Bea Slingsby; Bob Reimann; York

Additions and Changes to Agenda:

- Status of Website
- Vote on vision statement that was developed by board in morning session.
- Board will discuss just after adventure travel item request.

Member Comment Period

Consent Agenda: The following two items were included on the consent agenda:

- Minutes from the January 2012 board meeting
- Approval of the Distribution of Scorecard membership information to CMC groups

Motion passed unanimously to approve the consent agenda items

Reports from Officers & CEO

President's report:

Discussion by president to change the October date for the board meeting: Currently scheduled for October 20, but we want to make sure that the Pueblo group can attend,

and the board discussed inviting state council to the meeting to discuss strategic vision and goals. Alice asked if any of the shoulder weekends would not work.

Changes in Colorado Constitution Article V, Section 1.b; and Article VII, Section 6 are pending approval by at least ten groups. The proposed changes are attached in President's Report. The changes to the constitution are still awaiting feedback from groups. To date, nine have voted "for," one "against," three have not given feedback. The CMC will need ten groups to vote "for" in order to change the Constitution.

Nine for: Denver; Boulder; Aspen; El Pueblo; Pikes Peak; Colorado Wilderness Fam.; San Juan; Gore Range; Long's Peak

One against: Ft. Collins

No response: Shining Mountains; Western Slope; Steamboat

Vice President's Report: Debbie Welle-Powell:

Debbie discussed the length of service for executive committee members. The way we are currently organized, there is no succession plan from past president, to current president, to president-elect. The structure was changed about eight years ago, allowing for a president to serve two years instead of one. Since that time, there have only been four presidents (one resigned after one year). Before this matter goes to governance and policy, board feedback is requested so that time is not wasted.

It was proposed that the president would serve for one year, and the vice president would have a three-year commitment to serve as an officer: the first year as vice president/president elect, the second year as president, and the third year as past-president.

The secretary and treasurer would still serve two years.

Debbie's recommendation is that the vice president knows when they commit to the role that it will be a three-year commitment.

This change would mean that the board size would need to increase from 19 to 20 to accommodate the new executive committee role of past president.

Member comments: Consistent and positive; it could help recruitment.

By show of hands the board agrees that the policy and governance committee draft a bylaw change to change the length of service of the president, and vice president. This will allow the nominating committee to be prepared when they start their recruitment efforts.

Steve Bonowski commented that the club went to two-year terms for the president because previously the structure gave the president only one year to ramp-up, and by the time they were familiar with the role, there was not enough time to accomplish initiatives in their one year.

When we switched to vice president role, it was not the understanding that the vice president would be the president elect.

Secretary Report: Lauren will review last three years of minutes to report on policies and procedures.

Linda suggested that at end of year secretary notes all policy and procedure discussions as well as outcomes.

CEO Report:

Museum gala raised \$10,000 this year.

Press: Alan Stark retired, Christine Green was hired to bring all publications in-house. Sales and pipeline for sales remain strong.

Minimum Standards were passed a year ago, and one Wilderness First Aid class was conducted in Durango, another is scheduled in Ft. Collins.

Gear Bank: REI is giving us their gear bank that we can rent out to youth agencies that don't have the gear. Dale asked if there were insurance risks, and Katie believed that the liability has been addressed with liability forms. Plus, we do not accept used gear from members, only new gear from REI. For now, REI has agreed to replenish the gear as it wears out.

AMC Discussion

CMC & AMC now share ownership of the building. The new tenant's rent will help the CMC break even, and a firm has been contracted to identify two other tenants. Two financial scenarios have been worked up to show what would happen if all space were leased or vacant. Katie still has concerns about the building from a financial perspective.

Board Committee Reports

Joint Development:

Steve Bonowski: Steve reports to two different boards: the CMC and the CMC Foundation.

June event date has been changed for the annual Summit Society and 21st Century Circle to Monday June 11. Speaker: Jim Dedderline on search and rescue.

Steve reported that as the chair, he reports to the Foundation and the CMC. The committee is strong, mostly serving in an advisory role with some development training, but mostly event planning and support. The committee has seven active volunteers, but has never reached the 12 maximum. Attendance has been declining (Jan. and March cancelled) and individual asks have not taken flight. Sarah and Steve are exploring how we can best use committee members and their skills. Suggestions are fewer committees, members taking care of committee business on email, committee members working in small groups on projects such as event planning. Joint development ask for feedback on how they should be organized going forward. The development committee seeks guidance from both boards, particularly given the work on the strategic plan on how they would like the committee to proceed. We have about 40 Summit Society members currently.

Committee reports continued:

Paul Raab: Membership Study Committee report: Committee met with group.

Three items that they would like to pilot:

1. More organized and purposeful outreach to new members, including personal phone calls.
2. Creating new trip leader content for new leader training
3. Trip evaluation (a big project, logistics have not been studied)

Bill Landsberg: Governance and Policy:

In the process of cleaning up constitution—not changing it but getting eliminating irrelevant and outdated language. Bill's committee is also in the process of revising the bylaws. They will take those suggestions to Alice.

Linda reported that the Denver Leader Group Leader Skills Day was attended by almost 100 volunteers. Workshops ranged from first aid/CPR to soft skills classes like Leaders as Ambassadors. Comments were that leader training is in high demand both within and outside the club.

Adventure Travel

Bee Slingsly:

Request policy change that supervision be changed from State Board to CEO. This has been the practice for many years.

Many years ago, many committees were organized to either report to board or staff. By transferring the management authority to the CEO, the board does not have to approve operations decisions or policies.

The board book has a list of board committees vs. operating committees. The Adventure Travel Committee is already an operating committee, so this motion is just “clean up.”

Motion by committee to transfer decision-making authority over the Adventure Travel Committee (an operating committee) to the CEO, passes unanimously by the board.

Status of Website:

In-house person has left, and CMC staff is looking at an outside company to finish the project. The project is about 60% complete, but because of the cash shortage this year due to unforeseen increase in building expense, we are not sure we can complete this year, but no recommendations are being made. The content management system is being put in place so that groups can make their own changes. Katie is seeking input from the board because the website might be a significant change in the budget. Since the board approved themes around which the budget was approved, the executive committee might have to take action. We anticipate a longer discussion on how the building will impact the budget and operations.

2:26 Break for 10 minutes

Jeff, Bob and Kevin Duncan left

Reconvene: 2:39 p.m.

State Council Report moved up so that York could be dismissed:

York reported on More visibility; discussion on nomination process and moving the start of the process to February because it is time consuming, the council decide to elect Dave Tabor to nominating committee chair. Voted to have state meeting two weeks prior to Board meeting so that those who wished to attend both meetings could do so. For educational purposes, there was a discussion of strategic plan by Debbie Welle-Powell, and Dave Tabor discussed nomination process of board members.

A Vote on the vision statement will be postponed until we have a quorum.

The board discussed revising the fiscal year to be on a calendar year, but we have to work with the AAC and AMC who are also on the same fiscal year. It is odd to have a different fiscal year than the officer terms.

Motion made and passed to go into executive session (Debbie)

Treasurer/Finance Committee (Executive Session)

Financial Report

Ad Hoc Endowment Committee Report

Scorecard Review

Motion was made and passed to go out of Executive Session.

Results of executive Session:

Clarification on Board Donations and how they are counted toward the goals: Donations made by the board to the Endowment will count toward the board's participation goal, but not the board's \$14,000 FY 12 general fund goal.

Adjourn: 3:45 p.m.