

The Colorado Mountain Club
Minutes from the Sate Board of Directors Meeting
October 14, 2011, 5:30-7:30 p.m.

Board Members in Attendance: George Barisas, Kurt Bartley, Kevin Duncan, Lou Fabian, Dale Hengesbach (Treasurer), Bill Landsberg, Nickie Kelly, Debbie Welle-Powell (Vice President), Lauren Schwartz (Secretary), Ray Shem, David Tabor, Vern Twombly, Alice White (President).

Board Members Absent: Jim Berryhill, Donna Lynne, Paul Raab

Staff Present: Katie Blackett, Chun Chiang

Guests Present: Race Cowgill, Steve Bonowski,

Call to order: Alice White, 5:37 p.m.

Roll Call: Lauren Schwartz

Member Comment Period: Alice White

Steve Bonowski: Strategic visioning is taking place among the Adventure Travel committee, and several long-time leaders of the CMC are involved. They are considering the 2003 strategic plan, and are in the process of reviewing their SWOT analysis. Steve asks as the board begins its strategic visioning exercise, that they keep the contributions of Adventure Travel to the Club in mind, and that the board be mindful of the Adventure Travel strategic plan in process. Alice thanked Steve for bringing this to the board's attention. Debbie Welle-Powell thanked Steve and asked him to call on the board if the board could be on any assistance to the Adventure Travel committee.

Agenda additions and adoption: Alice White

- HanDen Kane, the CMC's legal counsel, will not be attending the meeting due to lack of legal developments on the lawsuit., A longer, more thorough update will be given by him at January board meeting. Instead, a brief update on this lawsuit and the civil rights claim will occur in the executive session along with Treasurer's report.
- Consent agenda items IV & V are removed from the consent agenda to the Governance and Policy Committee report.
- Add to the consent agenda: Approval of the distribution of membership information found in the scorecard.

Motion to adopt the agenda with changes was passed unanimously by the board.

Consent Agenda:

- I. July 2011 Minutes**
- II. September 2011 Minutes**
- III. Liquor License for Denver Group Dinner**
- IV. Approval of Distribution to Groups of Membership Information in the Scorecard**

Motion to accept items I, II, III and IV on the consent agenda was made by: Debbie Welle-Powell

Motion seconded by: Kevin Duncan

Motion was passed unanimously by the board

Reports from Officers and CEO: Alice White

Note: Written reports were provided in advance of the board meeting.

President:

Per requests from some board members, Alice would like authorization from the board to investigate changing one or more of the scheduled board meetings in 2012 to afternoon/evening meetings.

Board approved unanimously by show of hands.

Alice asked for input on which group(s) should be invited to the January board meeting for purposes of getting to know the groups better, promoting effective communication between groups and the board, and giving the groups an opportunity to update the board regarding group business, culture and activities: Ray Shem suggested that Boulder group be invited given the proximity to Denver. It is written in the Constitution that we hold board meetings in other parts of the state and to invite groups to participate. It was suggested that we invite groups that are based close to Denver to attend meetings held in Denver, and that the board reach out to groups around the state out to meet with the board when board meetings are held outside of Denver. The board meeting dates are set and published on the bottom of the agenda. The July board meeting is the same date as the Centennial Celebration in Buena Vista and perhaps the board could hold its meeting there.

Scorecard: Dale Hengesbach reported that Katie & Chun will be preparing/reviewing the scorecard, except for the measures related to finance. Katie and Chun will be solely responsible. We won't be reviewing all measures in detail going forward. The scorecard will sent out ten days prior to the meeting, and board members are asked to email questions or concerns that they wish to discuss in the meeting to the president. The board requested that Katie and Chun give a few bullet points that highlight the items they feel we should really focus our attention on. However, Dale reminded the board that our responsibility as board members is to review and analyzing all of the slides to see if any data presents red flags.

CEO:

Katie clarified her report on the CMC Press by reminding the board that the CMC Press publisher is a contracted position. Alan Shark is retiring, so the CMC will be looking into the positives and negatives of bringing the press in-house or hiring a contracted firm.

Treasurer/Finance Committee (Executive Session): Dale Hengesbach & Katie Blackett

Motion to move into executive session was made by: Kevin Duncan

Motion seconded by: Debbie Welle-Powell

Motion was passed unanimously by the board

Motion to move out of executive session was made by: George Barisas

Motion seconded by: Bill

Motion was passed unanimously by the board

Outcomes from discussion:

N/A

Board Committee Reports

Note: Written reports were provided in advance of the board meeting.

Membership Task Force: Lauren Schwartz

Report provided in advance of the meeting. No questions.

Governance & Policy: Bill Landsberg (See consent agenda)

I. Constitution Change:

Bill Landsberg proposed the following amendment to the Constitution:

Amendment to Article V, Section 1.b., "The State Council shall consist of...(b.) all outgoing Board members from the previous year including outgoing Officers of the Club if applicable;"

Amended to read: "The State Council shall consist of.... (b.) outgoing Board members from the previous year, including outgoing Officers of the Club, as approved by the Board of Directors."

Reason for Amendment: There has been confusion about whether or not a Board member had to completely fill his or her Board term in order to be a State Council member. This amendment will put into place a process for determining service on State Council for Board members who resign prior to the end of their terms. Board members may leave the Board for reasons that make them inappropriate for service on the State

Council, i.e. failure to fulfill their duties as board members, health issues, and relocation to another state.

II. Constitution Change

Bill Landsberg proposed the following amendment to the Constitution:

Amendment to Article VII, Section 6, "The rules contained in "Robert's Rules of Order" shall govern all meetings of the Board of Directors in all cases to which they are applicable, and in which they are not inconsistent with the constitution and bylaws of the Club."

Amended to read: "The Board of Directors may use such rules it deems practical and effective in conducting its meeting, to include Robert's Rules of Order or an abbreviated version thereof.

Reason for Amendment: The full and formal use of Robert's Rules of Order is cumbersome, time consuming and unnecessary for a board of our size. The Board will adopt simplified rules of order which will still insure a fair and adequate process for all Board members to be heard.

Motion to amend the Constitution to remove the requirement for the use of Robert's Rules of Order and to eliminate the provision that automatically moves retiring board members to service on the State Council was made by: Bill Landsberg

Motion seconded by: Nickie Kelly

Motion was passed by thirteen (13) votes by the board of directors, being all of the directors present and constituting 2/3 of the Board as required by the Constitution for approval of Constitutional changes.

Pursuant to Article IX (b) of the Constitution, these amendments will be presented to all of the Groups for ratification by at least two-thirds of the Groups having a combined membership of at least two-thirds of CMC total membership.

Nominating Committee: David Tabor

David Tabor presented the slate of recommended candidates to join the board of directors who were approved by the State Council.

Paul Raab will continue to serve on the board with an additional one-year term beginning January 2012.

The following candidates will join the board for a three year term beginning January 2012:

Tracy Atkins

Linda Lawson

Matt Stevens

Kevin Volz

*David offered to distribute bios of the incoming board members to the group by email
The board applauded David's efforts and expressed its gratitude to the new board
members who have offered their service to the Club.*

Assess effectiveness of board meeting: Alice White & Race Cowgill

The board assessed the effectiveness of the meeting on a scale of one to five, five being most effective and 1 being least effective. Board assessments ranged from 3.5 to 4.

Meeting adjourned at: 7:28 p.m