

Colorado Mountain Club
Board of Directors Meeting
November 15, 2022
5:30p.m. – 7:00p.m.

Meeting Minutes – Approved 24Jan2023

1. Call to Order by Board President Dan Cummings at 5:30pm MST
2. Roll call of Meeting Attendees:
 - a. **Board Members In-person:** Jason Antin, Don Carpenter, Roger Huang, Robert Luecke, Sarah Riley, David Sanders, Robbie Vaughn
 - b. **Board members on line via Zoom:** Kristen Buckland, Chris Chopyak, Dan Cummings (Dan has proxy vote for Jason Mittman), Peter Hamilton, Sheryl Lampert, Jesse Mattner, Merilee Millar, Albert Plawinski, Evan Randall, Rachel Roberts
 - c. **Staff in Attendance:** Keegan Young, Executive Director, Jacob McCracken, Director of Finance and Operations, Julie Mach, Conservation Director, Scott Farley, Chief Resource Development Officer
3. Welcome by Board President, Dan Cummings
4. Introduction of Board members
5. September 27 Minutes (Jason Mittman's edits) were reviewed.
 - a. Evan R suggested an addition to minutes that DEI bylaw changes were vetted by attorney Ben Johnson.
 - b. Motion was made to approve amended September minutes, seconded and unanimously approved.
6. **Executive Committee report by Dan Cummings**
 - a. Keegan's performance was reviewed by Dan C and Jeff F.
 - b. An orientation session was held for new Board members on Nov 10.
 - c. Peter H suggested a Board team building retreat consisting of a hike followed by pizza.
7. **Operations Highlights by Executive Director Keegan Young**
 - a. Keegan expressed his gratitude to Jacob for his service to CMC
 - b. Finance Director Search - There are four candidates for the search committee to consider.
 - c. The Board approved the \$10 increase in annual dues when the 2023 budget was approved in September. Members who choose auto renew will remain at the same rate until the next dues increase. The Club anticipates "Auto Renew" will boost retention rate to 90%.
 - c. We have a razor thin budget with not much room for error.
 - d. Top three positions to fill in order of priority are CFO, IT, and Communications
 - e. AMC Operating Agreement
 - CMC co-owns the AMC with AAC and both see the operating agreement as a top priority.
 - Jason M will take the lead for the Board.
 - Evan R will assist in finding legal help for Jason.
 - Evan R, Jason M, Dan C and Keegan will work on the AMC operating agreement.

- f. We are partnering with RAB for the Retail Program Pilot.
- g. Institutional VFOs and Strategic Plan Reset
 - We will take another look at the strategic plan.
 - Education VFO - The metric we need is more students going through the classes - not more instructors.
 - How do we as club members interact with each other.

8. Finance Committee report by Rachel Roberts and Jacob McCracken

- a. Results for fiscal year 2022
 - Payroll Protection Plan is the biggest driver and we are very close to budget.
 - Additional legal fees, unplanned building expenses and website delay to August impacted the cash flow, but do not impact the balance sheet.
- b. Department Highlights
 - Conservation – the payment from Forest Service lags behind the billing.
 - Development – we received a one time grant from the CMC foundation.
 - Mountain Fest money came in after the fiscal year.
 - Membership – the website delay impacted the department budget.
 - Press department was on budget with record sales early followed by an August-September slow down; book publishing is cash intensive.
 - Youth education – more consistency with staff led to higher retention rate.
 - General Administration consists of Jacob, Keegan, and IT and the budget was impacted by legal fees, unplanned building expenses and delay of the website roll out.
- c. Current cash accounts
 - We are playing catch up with vendor expenses after prioritizing staff payroll.
 - We are maintaining two full payrolls in cash.
 - With all expenses paid we have \$65000 remaining at the end of November.
 - The revenue stream will improve in Dec-Jan with the Annual Appeal, membership renewals as well as new memberships.
- d. Financing, debt status and repayment
 - A Line of credit (LOC) through BOK – SBA loan was denied; this needs to be subordinated to the line of credit and the loan reapplied for.
 - A loan from a generous donor was finalized and the funds received. The loan has a generous repayment schedule of 18 months.
 - Cash will get tight again in August 2023.
 - Rachel R is working on an Employee Retention Credit (\$70,000–200,000).
- e. Our audit starts December 5 and is on track.
- f. SCFD money came through and was higher than expected (\$92000 vs \$62500).
- g. Anchor Fund donation held by CMCF sent us the remaining balance of \$40,000.
- h. The finance committee is looking for members and new creative ideas to support CMC.

9. Fund Development Committee Update by David Sanders and Scott Farley

- a. BOD members can support the CMC in several ways.

- b. By participating in the Year-End-Appeal
 - This involves sending emails , letters, or calls to previous donors.
 - Last year seven BOD members raised \$20000; an email from a BOD member is much more successful than one coming from the staff.
- c. Solicitation for Major Gifts.
- d. Celebration for the very successful Capacity Campaign is December 1.
- e. The Banff Film Feast on March 2-4 is the first big event in 2023; fund raising is about building relationship with potential donors and connecting with people; the Gala will be in the spring and not in February or March.
- f. Another way to connect with donors is to extend an invite for a hike, etc.
- g. Contact David S if you are interested in working on this committee.

10. Governance Committee report by Peter Hamilton, Evan Randall and Chris Chopyak

- a. Committees reporting to the Board, including State Council, will revisit and develop VFOs.
- b. The strategic plan will be worked through the Executive Council.
- c. Three changes to the bylaws are proposed (refer to red-lined bylaws proposal).
 - Establish DEI as a standing committee of the Board.
 - Title change of Executive Director to CEO with no change to the description or position role. (This shifts the CEO role from the Board President to the Executive Director.)
 - A few additional minor changes.
- d. Steve Bonowski a member of the DEI-B committee suggested another name for the committee, BIA (Belonging, Inclusion and Accessible). After some discussion the committee decided not to consider the name change at this time and to go with the more familiar acronym, DEI.
- e. A question arose as to “sunset” dates for committees. At this point standing committees do not have a time frame. but we may consider this in the future.
- f. The motion to adopt bylaw changes was made by Chris C and seconded by Robert L. The vote was unanimous for adoption with no abstentions.
- g. The Board secretary will sign the approved bylaw changes and submit to Keegan a clean copy to be posted on the website.

11. Enterprise Risk Management Committee Update by Robert Luecke.

- a. A risk matrix and the monetary cost of the risk to the Club had previously been developed.
- b. BOD members interested in working with this committee, contact Robert L.

12. New business

- a. The BOD email distribution list is StateBoard@cmc.org.
- b. Ashley H updates the website and email contacts.
- c. Ashley H will compile a roster list of committees, chair and committee members.
- d. Contact the committee chair if you are interested in a committee.
- e. Other ways in which you can contribute to CMC:
 - Join an adhoc committee.
 - Become a Leader/Instructor or participate in a WFA course.

13. **A motion to adjourn** the Board meeting was made by Peter H and seconded by Robert L. There was no discussion, and the motion passed unanimously.

Next BOD meeting is Jan 24, 2023, 5:30pm – 7:00pm.