

embrace northern colorado

choosing our future

Members & Board of Directors Meeting Summary

January 11, 2010

4:00 p.m. – 5:30 p.m.

UNC Center

2915 Rocky Mountain Avenue

Loveland, CO

Members Present:

Kim Larson

Teresa Tellechea

Mike Geile

Ed Goodman

Milan Karspeck

Glenn Vaad

Gordon Thibedeau

John Coppom

Dave Edwards

Angela Milewski

Louis Swanson

Gene O'Hara

Members Absent:

Bill Kaufman

John Kefalas

Staff Present:

John Daggett

Guests:

Call to Order

The meeting was called to order at 4:05 p.m. by Co-Chair Angela Milewski.

Approval of Minutes

Kim Larson moved and John Coppom seconded a motion to approve the minutes from the December 14th meeting. The minutes were approved unanimously.

Bylaw Changes

Edwards asked whether there was a definition of a “member” and whether Embrace Northern Colorado needed to be a membership organization. Karspeck answered that the current bylaws define membership, but that the Board were currently the only “members”.

Daggett explained that there were pros and cons to membership organizations. He said that the bylaws were similar to the structure that Envision Utah had adopted. The current bylaws require that the Board accept all new members.

Thibedeau asked whether the Board wanted to define membership voting and bylaw changes by a vote of the Governing Board.

Daggett suggested that the Board needed to decide what membership they were comfortable with, e.g., the Board only, the Board and the Initiating Committee, or anyone who wants to be a member of the organization. He indicated that the Board had legal support to make bylaw changes from their attorneys. Swanson suggested that it would be best for the Board to identify what type of membership/organization it wanted and have the attorneys revise the bylaws accordingly.

Vaad explained that the current resolution related to bylaw changes establishing two co-chairs. He moved to approve resolution 2010-01 adopting amended bylaws. Daggett explained that an official address change to 748 Whalers Way, Fort Collins was also included in the amended language. Goodman seconded the motion.

During the discussion on the motion, members asked that “membership” be an item for the February Board meeting.

The motion passed unanimously.

Board Nomination/Appointment

Daggett reported that Rocky Scott had resigned from the Board after accepting a new position at Woodward Governor in Fort Collins. He then asked the Board to consider a nomination for the open seat identified in Board action taken in November 2009.

Daggett explained that the seat was a “Larimer county” seat. He explained that using the list that had been created by the Board in November, K-Lynn Cameron would be the next available nominee.

The Board had a thorough discussion. Edwards indicated that he felt that the Board had been quite a bit smaller in November and asked that since the Board had so many new members whether a new process should be considered to identify new candidates.

A number of Board members spoke highly of Cameron. Others indicated that they did not know her. The Board reviewed Cameron’s resume.

Edwards moved to table the nomination. Goodman seconded. The Board discussed the advantages and disadvantages of delaying making the appointment. The motion failed.

Karspeck moved to appoint Cameron to the Board. Larson seconded. The motion passed unanimously.

Board Contributions & Vesting

The Board asked the Co-Chairs to compose and distribute a donation letter to all Board members.

Budget & Financials

Daggett reported that as of December 31, 2009 Embrace Northern Colorado had \$1,573 cash on hand, \$8,000 provided YTD in in-kind and pro bono services with ongoing in-kind and pro bono commitments of approximately \$29,000/year, and a \$200,000 executed federal grant contract which is pending for lack of operating cash.

Daggett said there had been no change since he shared an early December conversation with CDOT and explained that it was likely that the \$200,000 in federal funds would be “at risk” beginning as early as February 2010 if Embrace Northern Colorado had not begun expending the money. Daggett explained that the contract ties a majority of eligible expenses to salary and that the Board would need to hire staff in some capacity in order to begin incurring contract eligible expenses.

Vaad reported that he and Mike Geile had met with a number of potential donors and several donor contributions are pending. He reported that a targeted list of others had been identified and would be approached soon. Geile concurred and shared Vaad’s optimism that resources would be available within a time frame to avert losing the federal grant resources.

Daggett reported that his contact with the Community Foundation indicated that they were interested in investing \$10,000 in the Quality of Life Indicators Study for the region and \$10,000 as an incentive grant toward achieving half of the projected \$70,000 needed for operating cash flow. Geile asked if \$50,000 was the target the Board needed to raise. Daggett concurred.

Board members thanked the two for their efforts and had an extended conversation about fundraising and the need to pursue cash resources in the near-term.

Vaad asked whether a quarterly report or newsletter could be prepared for the donors after it was approved by the Board. Daggett explained that a newsletter was available and the first issue had already been published. He also indicated that it would be customary for major donors to not only receive a quarterly report, but correspondence from the Board Chairs and/or the Executive Director on a regular basis.

Discuss Formalizing Fundraising Campaign Organization

Daggett asked the Board to consider beginning a discussion of establishing a formal method for raising funds over the long term. He explained that most organizations have a formal method and committee for that purpose. He suggested that some Board members and others, including volunteers, could serve in that role.

Several Board members felt it was premature to discuss future funding. Some felt it was important to finish existing fundraising and other business prior to discussing fundraising for a future year. Daggett suggested it was important to get started as early as possible on this aspect of the organization and asked that the Board keep this item on their agenda and act on it when they felt comfortable moving it forward.

Project Status

Daggett explained that most of the preparatory work for the projects had been completed to the degree possible without resource. He explained that initial planning was complete for the social networking study and that a team had been identified to complete the work. He reported that research was complete on a quality of life indicators report, but that a public process and the Initiating Committee would be required to guide and complete the effort.

Daggett explained that a request for proposals had been written for the web portal project and a preferred vendor identified. He hoped that project could be launched quickly after operating cash resources were secured. Daggett also explained that a baseline trend analysis would need to wait until the completion of the indicators project because many of the needed metrics would be produced during that initial project and then expanded during the trends effort.

Daggett also stated that many improvements had been made to the organization's website and encouraged members to visit it and become familiar with the many resources that reside there.

Adjourn

The meeting was adjourned at 5:45 p.m.