

embrace northern colorado

choosing our future

Members & Board of Directors Meeting Summary

February 8, 2010

4:00 p.m. – 5:30 p.m.

UNC Center

2915 Rocky Mountain Avenue

Loveland, CO

Members Present:

Angela Milewski
Teresa Tellechea
Mike Geile
Ed Goodman
Glenn Vaad
Gordon Thibedeau
K-Lynn Cameron
John Coppom
Dave Edwards

Members Absent:

Bill Kaufman
John Kefalas
Kim Larson
Milan Karspeck
Louis Swanson
Gene O'Hara

Staff Present:

John Daggett

Guests:

Call to Order

The meeting was called to order at 4:03 p.m. by Co-Chair Angela Milewski.

Approval of Minutes

Dave Edwards moved and Ed Goodman seconded a motion to approve the minutes from the January 11th meeting. The minutes were approved unanimously.

Bylaw Changes

Daggett reviewed the agenda item and explained that staff was making a set of recommendations on bylaws and membership. The recommendations included the following actions:

1. Leave the membership section in the bylaws
2. Eliminate the clause pertaining to members altering the bylaws and add to the Board of Directors powers

3. Eliminate the clause that references proxy voting
4. Include a formal non-member category of "Friends of Northern Colorado" that recognizes and encourages participation in the organization's activities. These friends may be Initiating Committee members, financial contributors, volunteers and others who would not hold formal membership in embrace northern colorado, but be contributing to its success.

The Board discussed the pros and cons of keeping the membership section of the existing bylaws and the recommendations made by staff. Board members discussed what it meant to be a member of the organization as differentiated from a member of the Board

The Board also discussed the process of nominating and electing Directors to the Board. This discussion included the involvement of the Initiating Committee.

Some members suggested that this revision should be viewed in the long term and be kept as simple and straightforward as possible. Others reminded the Board that bylaws could and should be revisited periodically.

They discussed at some length the role of the Board vis-à-vis the Initiating Committee and other stakeholder committees established by the Board as stewards of the process. Board members asked what kind of authority they might possess relative to the direction of a visioning process or actions committees might take and whether that authority should be written into the bylaws.

The Board had an extended and productive conversation about regional coalition and consensus building. Board members identified several activities that will support bringing the region together behind the efforts of Embrace Northern Colorado.

Members asked that a FAQ and a white paper be prepared for members' use.

Daggett reminded the group that a Weld county Director position was available and encouraged the Board to bring candidates forward.

Budget & Financials

Daggett reported that as of January 31, 2009 Embrace Northern Colorado had \$3,584 cash on hand, \$9,000 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 reported that CDOT had extended its estimated time frame, but continued to emphasize that it was likely that the \$200,000 in federal funds would be "at risk" in early 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.

Daggett also explained that he would propose that Embrace Northern Colorado be allowed to overmatch its contract by using the value of volunteer time Daggett had provided since the contract was executed on May 8, 2009. Daggett explained that the additional in-kind match, a value of approximately \$54,000, would mean the CDOT grant would be fully matched with its non cash assets such as in-kind or pro bono support.

Daggett reported that his contact with the Community Foundation indicated that they were identifying the \$10,000 they would like to invest in the Quality of Life Indicators Study for the region and were now committed to providing \$10,000 as an incentive grant toward achieving half of the projected \$70,000 needed for operating cash flow.

Vaad reported that he and Mike Geile had met with a number of potential donors and several donor meetings pending. He reported an estimate of approximately \$34,400 had been secured.

Daggett reported that approximately one-third of the Board had made contributions.

Annual Budget & Work Plan

Daggett reviewed the annual budget and work plan with the Board including items required to fulfill the CDOT contract. He reviewed the scope of work, milestones, and provided a sample schedule of activities. He also discussed initial steps that would form the foundation for ongoing efforts including establishing technical teams, a kickoff meeting, and building a regional coalition of supporters and volunteers.

Members asked whether a May kickoff event as projected could be accomplished given the time frame involved in an event of that magnitude. Daggett suggested that a committee of the Board could explore identifying format, venue and speakers for such an event. Staff and the committee were encouraged to get started and make progress as soon as possible or consider waiting until Fall for obvious reasons.

Cameron and Goodman volunteered to serve on the Planning Committee for the Kickoff Meeting.

Discuss Formalizing Fundraising Campaign Organization

Daggett recommended that the Board consider formalizing the organization's approach to fundraising and focus on creating and adopting a fundraising plan and establish a formal fundraising committee for 2011 and future years in the near future.

The Board discussed the advantages of moving forward with such an approach and talked about some of the difficulties being faced by Embrace Northern Colorado and other nonprofits given the current financial atmosphere. Members again discussed ways interest could be fostered for the Embrace message. Some members urged that staff and the Board take action sooner rather than later.

Adjourn

The meeting was adjourned at 5:50 p.m.