

# Governing Board Meeting Summary

**embrace colorado**

**November 12, 2008**

**7:00 a.m. – 10:00 a.m.**

**Mimi's Cafe**

**Loveland, CO**

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Members Present:

Tom Selders  
John Kefalas  
Milan Karspeck  
Bill Kaufman

Members Absent:

Louis Swanson  
Glenn Vaad  
Angie Milewski  
Rocky Scott  
Ed Starck

Staff Present:

John Daggett

Guests:

Meg Corwin  
Aaron Fodge

## **Call to Order**

Acting Chair Kaufman acknowledged that there was no quorum. Kaufman asked that those present work through the agenda. The following represents the discussions that took place among the four Board members, staff and guests.

## **CDOT Contract**

Daggett explained that staff continued to meet with a number of CDOT representatives to review the proposed contracting arrangement between Embrace Colorado and the State. CDOT asked that minor changes/additions be made to the scope of work and that an indirect cost allocation proposal be completed and approved prior to the State issuing a contract.

Board members discussed contracting with the State. Board members encouraged Daggett to continue on the path to resolve any outstanding issues with CDOT.

Daggett presented the scope and budget and suggested that a reasonable time frame would be to start up activities in January 2009. The CDOT budget is \$241,575 where the Embrace Colorado's 2009 budget of is currently \$275,075 and can be higher depending on revenues. The CDOT contract will produce \$200,000 in reimbursable funding. Daggett estimated that the amount of local funds and cash flow needed would be approximately \$75,000.

### **Board Membership**

Board members returned to a still unresolved conversation about the size and makeup of the Board. The consensus of the members present was that the Board should be expanded to eleven or thirteen and that a board larger than that was unmanageable.

Board members also discussed the Board membership matrix that Board members had worked on at previous meetings. Those present felt there was a particular set of important criteria for considering prospective board members. The criteria discussed were: geographic, persuasion, gender and ethnicity.

Board members present also discussed ways to expand involvement. It was suggested that John Kefalas and Glenn Vaad would soon be very involved at the legislature. Perhaps they could become ex-officio members of the board which would free their seats to involve others. They would continue to be board members, but work in a different capacity and likely not be attending meetings on a regular basis.

Others suggested that membership in the organization could be offered to others not on the board as it is done in many other organizations. Supporters/Sponsors/Champions might be another set of categories that could involve financial sponsors, individuals and organizational supporters.

**Mission Statement**

The Board members present continued the discussion on a draft mission statement. Some felt that the mission should include the “when”, “outcome”, “what”, and “how” statements – the more specific the better. Others felt that the case statement coupled with Angie’s version of the mission statement was much better. That statement is based on the concept that “less is more” and reads: “**embrace colorado** seeks to preserve and enhance the quality of life in Northern Colorado by establishing a common vision for the future”.

**Executive Director Employment Resolution**

This item was not discussed other than Kaufman suggested that the resolution should be acted upon at the December meeting in order to accommodate Daggett’s personal needs and the organizational needs of Embrace Colorado.

**Budget/Fundraising**

Daggett reminded the Board that vesting in the corporation was important to raising additional funds from others including individuals, corporations and especially foundations. He also mentioned that the Board had previously decided not to determine a minimum contribution and that each Board member could give an amount that was within their means, but it was important to do so.

Daggett identified that \$75,000 is the amount of local/private funds needed for 2009. He identified a budget of \$275,075 that would need formal approval at the Board’s November meeting.

**Next Meeting**

Members present discussed the necessity to pass the two resolutions related to the Executive Director's employment contract and the annual budget and felt that a time could be found that would work for most if not all members. Board members discussed a number of options for dates and agreed that 4:00 – 5:30 p.m. might work best especially with activities starting up at the capitol and the holiday season.

Daggett said he would survey the Board to see which of the proposed dates worked best for the most members. The members present set a draft agenda that included adopting a budget, discussing the mission, approving an employment contract, finalizing the board's composition, reviewing fundraising for 2009, and updates to the CDOT contract and the IRS ruling on Embrace Colorado's tax status.

There was no other business. Kaufman thanked all who attended for their input and enthusiasm.