

Agenda

embrace colorado

Members Meeting

August 05, 2008
7:00 a.m. – 10:00 a.m.
Fireside Restaurant
1149 Main Street
Windsor, CO

- | | |
|--|--------|
| A. Approval of Minutes | 05 Min |
| B. NFRMPO Support – Cliff Davidson | 10 Min |
| C. Mission of embrace colorado | |
| a. Facilitated exercise | 20 Min |
| b. Write draft statement | 20 Min |
| D. Break | 10 Min |
| E. Board Organization & Recruitment (facilitated exercise) | 60 Min |
| a. Membership Examples | |
| b. Board Size | |
| c. Functions of the Board Officers/Members | |
| d. Who should we recruit? | |
| e. Recruiting Process | |
| i. Contacting Candidates | |
| ii. Recruitment Packet | |
| iii. Letters of Encouragement | |
| f. John's Calendar | |
| g. Timeline for Full Board | |
| F. Work Plan | |
| a. Board Member Recruitment | 15 Min |
| b. Fund Raising | 15 Min |
| i. 501(c)(3) Process Timeline | |
| ii. Contribution Forms | |
| iii. Bank Account | |

Initial Members Meeting Summary

embrace colorado

July 02, 2008

7:00 a.m. – 10:00 a.m.

Fireside Restaurant

1149 Main Street

Windsor, CO

Members Present:

Glenn Vaad

Milan Karspeck

Ed Stark

Louis Swanson

Tom Selders

Members Absent:

Bill Kaufman

Staff Present:

John Daggett

Aaron Fodge

Overview of Embrace Colorado Visioning Process

Daggett gave a brief overview of the 7-step embrace colorado visioning process. The process includes the following phases: Discovery, Trends, Values, Scenarios, Vision, Strategies, and Actions. The process will take approximately 18 – 24 months to complete. It includes extensive public involvement representing approximately 40% of a projected \$3 - \$4 million project budget.

Purpose of the Non-Profit

Short-term

The short term purpose of embrace colorado was discussed and the focus of the conversation was that the short term purpose was to plan, initiate, and complete a visioning process for Northern Colorado. The purpose of embrace colorado is found in its bylaws which state in part:

"...purposes allowed under Colorado Revised Statutes, specifically including, without limitation, address the challenges of the rapidly growing region of Northern Colorado and assist citizens, businesses, and policy makers to develop a thoughtful approach to growth without losing what is unique about the nature and fabric of Northern Colorado and its communities, defining critical public development issues in Northern Colorado through visioning and collaboration; promoting and encouraging the use of innovative approaches to solve important land use and transportation issues; facilitating the cooperative effort of local community leaders and institutions and public leaders and agencies to develop new solutions to existing and emerging development, economic, mobility, and infrastructure problems; conducting related research with respect to critical issues and disseminating the findings of such research; and developing the leadership talents and abilities of emerging leaders in Northern Colorado...."

Members discussed the definition of the "Northern Colorado region". Suggestions included an area limited to the urbanizing area anchored by Fort Collins, Greeley, and Loveland; Larimer and Weld counties in their entirety, and various combinations with southern Wyoming (Laramie and Cheyenne) as well. The members gave direction to pursue the full two-county geography.

Members also discussed the need to have an open and transparent process. Several expressed the need to have the business and higher education communities involved in the nonprofit and the visioning process. Members also suggested that **embrace colorado** ensure that the visioning project be able to simulate the future in for land use, transportation, water, air quality, economics, and other systems so that the public and policy makers would have the benefit of that information.

Long-term

The long term was discussed. Most of the conversation centered on a sustainable future for **embrace colorado** including two approaches. The first was a sustained commitment to working through the implementation or "action" phase of the visioning process. The "action" phase is the final phase of the seven-step project design and requires the most work to place the strategies into action to realize the vision whether it be to, for example, build a road, develop transit, recruit industry, or

support land development as growth occurs that is consistent with the vision for the region.

The second approach, not exclusive of the first, is to replicate embrace colorado's Northern Colorado experience and success in other regions in Colorado.

Election of Officers/Governing Board

Acting Officers

The members nominated the following individuals to be the acting chair, acting vice chair, acting secretary, and acting treasurer. Officers will serve until the membership is large enough to warrant a formal election.

Bill Kaufman	Acting Chair
Louis Swanson	Acting Vice Chair
Milan Karspeck	Acting Secretary
Ed Stark	Acting Treasurer

Tom Selders gave a motion to elect Kaufman, Swanson, Karspeck, and Stark in acting officer positions. Glenn Vaad seconded the motion. The Board voted unanimously to elect each nominee as an acting officer of the corporation.

Board Membership, Size, Function, Structure

Several examples of organizational (board) structure were presented. Staff recommended that an "executive committee" organizational structure be put into place. An "executive committee" structure includes three tiers within the board: a) corporate officers (4), b) an executive committee (15 – 20), and c) members (50).

Each member was given a notebook to assist them in organizing board materials. Each notebook contained a copy of Principles & Practices for Nonprofit Excellence

in Colorado, a publication of the Colorado Nonprofit Association. The publication includes a variety of evidence and guidance for nonprofit board members.

Work Plan

Board Member Recruitment -

The members discussed recruitment of additional board members to support embrace colorado's mission. A discussion of prospective members produced the following assignments with a board member and staff assigned to meet with board candidates.

<u>Candidate</u>	<u>Board Member</u>	<u>Staff</u>
Pamela King	Tom Selders	John
Bonnie Dean	Tom Selders	John
Kim Jordon	Milan Karspeck	John
Brian Lessman	Ed Stark	John
Dr. Tom Jones	Ed Stark	John
Bruce Hendee	TBD	John

Members felt it was also important to discuss embrace colorado's activities with several others. Those meetings were also requested.

<u>Person</u>	<u>Board Member</u>	<u>Staff</u>	<u>Focus</u>
Rob Masden	Glenn Vaad	John	DOLA Application
Dave Edwards	Louis Swanson	John	Coordination w/UniverCity
Doug Johnson	Louis Swanson	John	Coordination w/UniverCity

Incorporation

Approved Articles of Incorporation – State of Colorado

Daggett informed the members that the Articles of Incorporation were filed with the State of Colorado and a certificate was received on April 29, 2008 from the Secretary of State for embrace colorado.

Bylaws – Revision and Adoption

There were no revisions to the bylaws. They were adopted by a resolution of the Board.

Glenn Vaad gave a motion to approve Resolution 2008-01 Adopting Its Bylaws. Ed Stark seconded the motion and it passed by unanimous vote (5-0).

Conflict of Interest Policy – Revision and Adoption

There were no revisions to the conflict of interest policy. The conflict of interest policy is consistent with IRS and other legal standards. It was adopted by a resolution of the Board.

Glenn Vaad gave a motion to approve Resolution 2008-02 Adopting Its Conflict of Interest Policy. Ed Stark seconded the motion and it passed by unanimous vote (5-0).

501 (c)(3) filing – Permission to File with the Internal Revenue Service

The members discussed filing an application for nonprofit tax status with the IRS. There were no revisions to the application. Approval to submit the application was adopted by a resolution of the Board.

Glenn Vaad gave a motion to approve Resolution 2008-03 Approving Submitting an Application for Nonprofit Status for embrace colorado to the Internal Revenue Service. Tom Selders seconded the motion and it passed by unanimous vote (5-0).

Fund RaisingVestment of Board Members & Criteria

In non-profits, each board member is expected to be vested in the corporation. This is generally done for fundraising purposes, i.e., most foundations and other donors are interested in how committed board members are to their organizations. The board was given examples of how "vesting" works in most non-profits.

Staff recommended that the amount each board member contributes to **embrace colorado** be left undefined to attract a broad group of members whose ability to contribute does not determine their involvement in the organization nor limit those who may be able to contribute larger amounts.

Short-Term Match (\$50k)

Daggett informed members that there is a \$200,000 contribution of federal funds which has been made by the North Front Range Transportation & Air Quality Planning Council. That resource requires a \$50,000 match. Members discussed where the match could come from including local jurisdictions, foundations, the business community, in-kind gifts/services, and member contributions. No one source was identified by members or staff as a preference or target.

Daggett shared that this match was needed by October 1st in some form. He gave examples of in-kind donations which may be easier to secure although they are likely limited to serving as 50% of the match requirement (\$25,000). They included:

- office space – preferably in the center of the region (west Windsor/East Loveland/north Johnstown areas), 2-offices & reception, access to a conference room and reception services
- office equipment – Items such as copier, plotter, phones (2 – desk) (cell/blackberry)
- office furniture – Items including desks (2), desk chairs (3), side chairs (6). and small reception desk
- IT equipment and services – Items and services including server or server access, ISP high speed service, web server, storage, and throughput (hosting), 2-high power and 1 standard desktop computers, 3-copies of software (MS Office, utilities, Adobe Creative Suite), dynamic website design and maintenance
- Automobile – preferably a hybrid model large enough to move equipment, e.g., Toyota Hylander
- Fuel
- Accounting Services
- Utilities

Federal Grants/Resources

Staff has been working with Senator Salazar's staff to fashion a federal funding strategy. The Senator is supportive of the embrace colorado effort and has expressed a willingness to help. He will assist immediately in encouraging board candidates to join the embrace colorado effort.

It is likely that federal funds will be dedicated to the visioning project itself. The estimated cost of the full two-year effort will be approximately \$3 - \$4 million. Federal funds can cover up to 80% of project costs.

State Department of Local Affairs (DOLA) Grants/Resources

The Board discussed that DOLA grants from energy revenues are available for this type effort. DOLA staff has encouraged embrace colorado to apply through a local or county jurisdictional sponsor. John has arranged a work session with Larimer County on August 18th at 1:30 p.m. in the Commissioner's Hearing Room as a start. Daggett is also setting up work sessions with other jurisdictions to explore their interest in participating as a sponsor and an administrator of DOLA funds.

DOLA funds can cover up to 50% of project costs. The most likely DOLA application deadlines that embrace colorado can meet are December 1st 2008 or March 1st 2009.

Staff has been working with Governor Ritter's staff to fashion a state funding strategy. The Governor is supportive of the embrace colorado effort and has expressed a willingness to help. He will assist immediately in encouraging board candidates to join the embrace colorado effort.

Foundation Support

Daggett announced that he is working to identify local, regional, and national foundations to financially support embrace colorado. He will bring information to members at the next Governing Board meeting.

Business Support

Bill Kaufman, Louis Swanson, and John Daggett were scheduled to meet with members of the higher education and business communities on July 9th at Aims

Community College. Louis was optimistic that this will begin a productive conversation between the communities and embrace colorado.

North Front Range Transportation & Air Quality Planning Council (MPO) Support

Members discussed the length of time it will take to assemble resources for the visioning project and gain local political support. They suggested that the Governing Board formally ask the North Front Range Transportation & Air Quality Planning Council ("NFRT&AQPC") for permission to specifically use the federal funds (\$200k) the NFRT&AQPC has dedicated to the visioning project for use in covering operating costs for embrace colorado as members and staff develop the project and assemble the necessary resources.

Requesting a Memorandum of Understanding with the NFRT&AQPC Defining the Use of STP Metro Funds Designated for Visioning

The members discussed the need to formal ask the NFRT&AQPC for permission to use resources as they are needed in the early stage of this visioning effort. Direction to pursue an MOU with the NFRT&AQPC was adopted by a resolution of the Board.

Tom Selders gave a motion to approve Resolution 2008-04 Requesting an MOU with the NFRT&AQPC approving the use of STP Metro funds for operating expenses for embrace colorado as it develops support and assembles the resources needed to complete a successful visioning process. Glenn Vaad seconded the motion and it passed by unanimous vote (5-0).

Political Support

Elected Officials

No meetings have been held directly with elected officials. Mayor and Commissioner meetings will need to be scheduled as the Board is comfortable moving the conversation to that level.

Appointed Officials

Daggett reported that he has met individually with most public works and planning directors and some town managers in the region. He will be continuing that process in July, August, and September.

Timeline

July – September	Work with local jurisdictions to broaden their understanding of embrace colorado's mission and effort Monthly Board meetings and conference calls as needed August 7 th meeting of the NFRMPO Council 1:30 p.m. August 18 th meeting with Larimer County Commissioners Refine and finalize the mission of the organization Continue work sessions with local Councils, Commissions, and Boards of Trustees Continue general outreach to the public and interest groups
October – December	\$200k in federal funds becomes available w/local match secured

Department of Local Affairs (DOLA) grant application process deadline of December 1st for award no earlier than April 2009

Establish embrace colorado office

Continue interviews, board recruitment development, and fundraising

Work to place visioning project in the transportation reauthorization legislation with Congress

Continue work sessions with local Councils, Commissions, and Boards of Trustees

Continue general outreach to the public and interest groups

Next Meeting

The meeting time and location were adequate according to the members. A similar time and day of the week will work for all who were present. Daggett said his office would arrange the next meeting details.

Other Business

Bank Account

Members discussed the need for a bank account and procedures for writing checks. It was agreed that check writing would require two signatures: the executive director (or other designated staff) and the Treasurer.

Milan Karspeck gave a motion to approve establishing a bank account in for embrace colorado and to require two signatures on all checks issued by the organization. Tom Selders seconded the motion and it passed by unanimous vote (5-0).

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

The meeting adjourned at 9:54 a.m.

embrace colorado

growing without losing who we are

Agenda Item Summary	Item: C
	Date: August 5, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Mission of **embrace colorado**™

Recommendation:

Staff recommends that the Board discuss and focus the short and longer term purpose(s) of **embrace colorado**™ into a mission for the organization.

Executive Summary:

embrace colorado™ is proposed to manage a visioning process for Northern Colorado. The culmination of that process is establishing a “thoughtful growth strategy” which includes concrete goals (strategies) and objectives (actions) to implement the vision. The “hard work” is generally found at the funding and implementation stages of any planning process. It is important to clearly define the mission of **embrace colorado**™ so its work and the effort of those involved will result in a realization of the vision by implemented actions over time.

Background:

In Florida, Utah, California, Washington, Texas, Arizona, North Carolina, Michigan, Illinois, Kentucky, or the other areas of the country that have employed visioning as a tool to improve the quality of life of its citizens, implementation has been the most difficult challenge. It has also been where the biggest payoff is

Agenda Item Summary

Mission of **embrace colorado**™

found. Most visioning organizations continue to provide value long after the initial visioning effort has successfully been completed.

Regions and communities around the country are realizing substantial benefits from collaborating from a common view of the future. Infrastructure investments, better schools, safer cities, a stronger economy, less crime, a cleaner environment, more primary jobs, and a better overall quality of life result from people working together to address the challenges they face.

Most mature visioning project organizations have found that they are needed most once the vision is defined and actions need to be taken.

The following passage and bullets are taken directly from Embrace Colorado's Bylaws:

The Corporation is organized as, and shall be a nonprofit corporation organized and operated exclusively for and within the meaning of the exempt purposes of section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, and for those purposes allowed under Colorado Revised Statutes, specifically including, without limitation, to:

- address the challenges of the rapidly growing region of Northern Colorado and assist citizens, businesses, and policy makers develop a thoughtful approach to growth without losing what is unique about the nature and fabric of Northern Colorado and its communities;
- define critical public development issues in Northern Colorado through visioning and collaboration;

Agenda Item Summary

Mission of **embrace colorado**™

- promote and encourage the use of innovative approaches to solve important land use and transportation issues;
- facilitate the cooperative effort of local community leaders and institutions and public leaders and agencies to develop new solutions to existing and emerging development, economic, mobility, and infrastructure problems;
- conduct visioning and related research with respect to critical issues and disseminate the findings of such research; and
- develop the leadership talents and abilities of emerging leaders in Northern Colorado.

Examples:

Envision Utah:

The Coalition for Utah's Future seeks to create a Utah rich in opportunity, diversity and quality of life for all our citizens. We encourage widespread participation, information sharing, planning, consensus building and leadership. As a network of involved citizens representing broad interests, we seek to address critical long-term issues to enhance economic opportunity, educational excellence, and a superior cultural and physical environment.

Through a wide variety of communications, media partnerships, educational forums and collaborative endeavors, we seek to examine and publicize important choices facing Utahns, and to promote courageous community leadership to achieve specific objectives in pursuit of these goals.

Envision Central Texas (Austin, Texas)

The mission of Envision Central Texas is to assist in the public development and implementation of a regional vision addressing the growth of Bastrop, Caldwell, Hays, Travis and Williamson counties, with an emphasis on land use, transportation and the environment. By working with the people of Central Texas to build a consensus, we can preserve and enhance our region's quality of life, natural resources and economic prosperity.

Envision Central Texas is a nonprofit organization composed of concerned citizens – representing the business community, environmental organizations, neighborhoods and policy-makers – who share the

Agenda Item Summary

Mission of **embrace colorado**™

common goal of addressing growth with sound planning that has the interests of the region's existing and future citizens in mind. The organization has no regulatory powers and does not seek to forcibly impose a plan on the region or its local governments. Instead, Envision Central Texas will work cooperatively and in partnership with all entities and individuals to help guide the region toward a common vision for the future.

embrace colorado

Defining our Mission Exercise/Worksheet

Step 1: Fill in worksheet individually

1. Purpose: Why does **embrace colorado** exist?
2. Action: What will you do to achieve your purpose?
3. Beneficiaries: Who will benefit?
4. Values: What beliefs guide your work? List 3 to 5 words or phrases that describe **embrace colorado's** ideal image from the community's perspective.

Step 2: Pair with one other person. Review each other's worksheets. Highlight phrases/concepts you like. Write one paragraph together that presents a clear, concise statement that effectively communicates who we are, what we are doing, for whose benefit, and how we will go about doing it.

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growing without losing who we are

Agenda Item Summary	Item: E
	Date: August 5, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado™ Board Composition and Organization

Recommendation:

Staff recommends that the Board clearly define both the composition and organization of the Board so that recruitment efforts can be focused and effective.

Executive Summary:

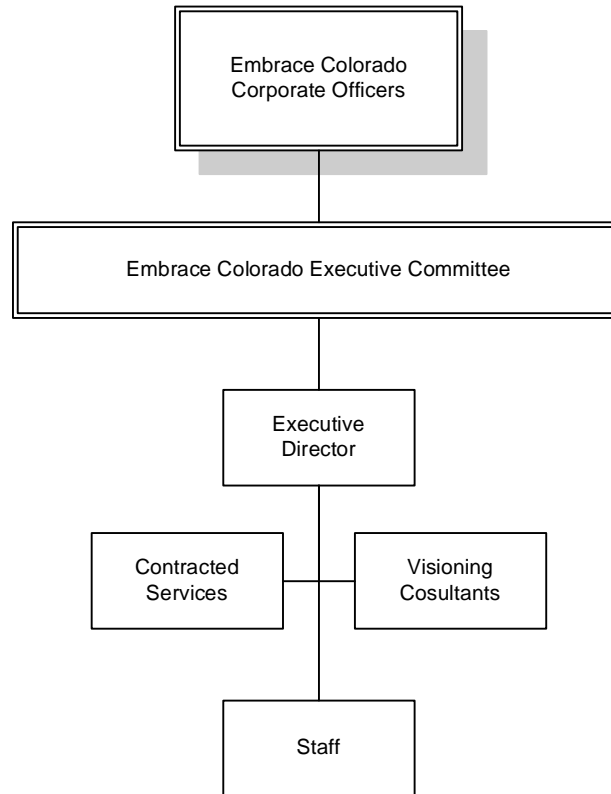
embrace colorado™ has a set of corporate officers (4). Those are: chair, vice chair, secretary, and treasurer. Currently there are "acting officers". The board officially took that action last month so that you could do the business of the Board.

Beyond the corporate officers, the Bylaws call for members. You can choose from a number of organizational structures. The facilitation exercise is designed to help you think through the structure that is best suited for the tasks ahead and the functions and representations needed by **embrace colorado™**.

The following charts represent the basic choices that are available. You can choose from a myriad of variation, but to keep things simple you can choose to have a small focused organization (Executive Committee), a broad-based organization (Membership), or some combination of the two (Hybrid).

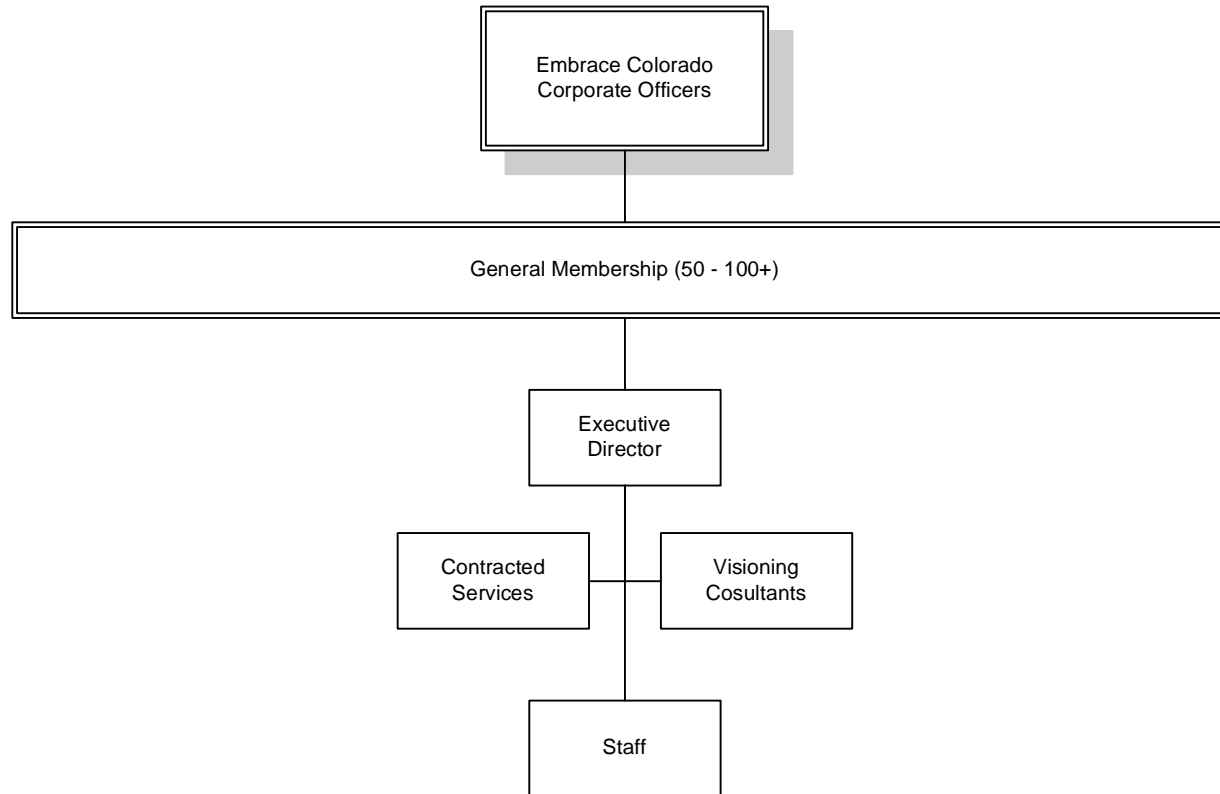
Executive Committee Organization

Monday, August 04, 2008



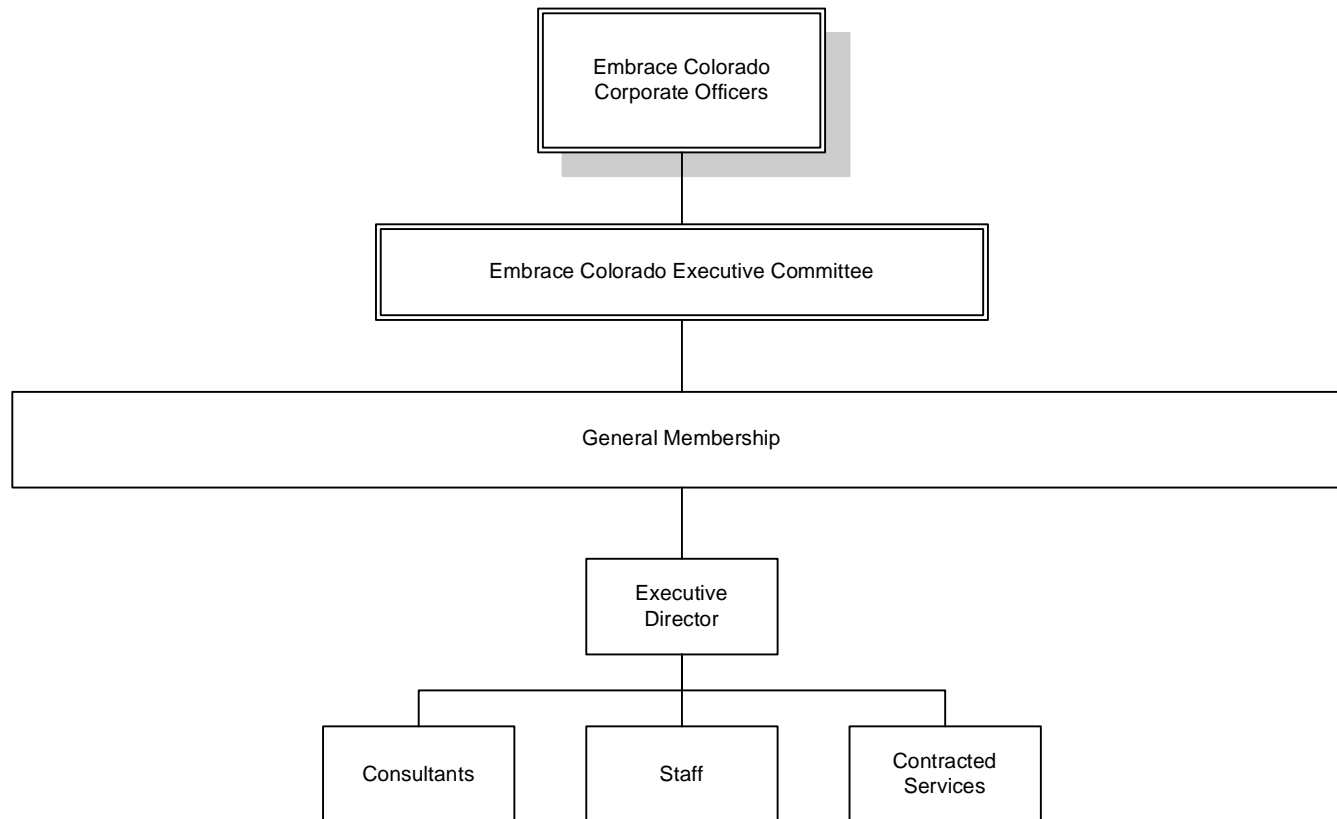
Membership Organization

Monday, August 04, 2008



Executive Committee/Membership Hybrid Organization

Monday, August 04, 2008



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Agenda Item Summary	Item: F
	Date: August 5, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado™ Board Work Plan Update

Recommendation:

Staff recommends that the initial Board members discuss and create an initial work plan that includes actions it deems necessary for **embrace colorado™** to be successful in the near term (2 years+), but initially through the end of the year. These actions will need to center on Board recruitment, fund raising, and gaining political support in the very near term.

Executive Summary:

There are many tasks to be accomplished for **embrace colorado™** to be successful as an organization and implement a visioning process in Northern Colorado in the near term. Certainly staff can handle a large number of the tasks at hand and can provide Board members with support in their efforts.

Staff alone, however, cannot create political will, raise the necessary funding needed by the organization, or influence area stakeholders, Board members will play very important, essential, and often vital roles for **embrace colorado™**. It will be primarily through the Board's strengths and efforts that **embrace colorado™** can help Northern Colorado move forward.

Board Work Plan

Developing a work plan will clearly be a multi-meeting exercise. Getting started and being kept up-to-date on accomplishments, challenges, and needs will help staff and Board members best use their time and energy as efficiently and effectively as possible.