

Agenda

embrace northern colorado

Members & Board of Directors

December 14, 2009
4:00 p.m. – 5:30 p.m.
UNC Center at Centerra
2915 Rocky Mountain Avenue
Loveland, CO

- | | |
|--|--------|
| A. Introductions & Guests | 05 Min |
| B. Welcome New Board Members | 05 Min |
| C. Approval of Minutes (November 16, 2009) | 05 Min |
| D. Election of Officers | 20 Min |
| a. Discussion & Nominations | |
| b. Election | |
| E. Board Nominations | 20 Min |
| a. Member Status | |
| i. Gordon Thibedeau | |
| ii. Bill Kaufman | |
| b. Nominee List | |
| c. Appointments | |
| F. Budget & Financials | 20 Min |
| a. Income/Expense – November 30, 2009 | |
| b. Donor Report (Vaad) | |
| c. CFNC Report (Daggett) | |
| d. CDOT Funds (OMB action pending) | |
| e. Vesting Status | |
| G. Project Status: | 10 Min |
| a. Social Networking Study | |

- b. Quality of Life Indicators Report
 - c. Web Portal Project/Website
 - d. Baseline Trend Analysis
- H. Other Business 05 Min
- I. Adjourn

Next Meeting Scheduled – January 18, 2010 4:00 – 5:30 p.m.

**4:00 p.m. – 5:30 p.m.
UNC Center at Centerra
2915 Rocky Mountain Avenue
Loveland, CO**

embrace northern colorado

choosing our future

Members & Board of Directors Meeting Summary

November 16, 2009

4:00 p.m. – 5:30 p.m.

UNC Center

2915 Rocky Mountain Avenue

Loveland, CO

Members Present:

John Kefalas
Angie Milewski
Glenn Vaad
John Coppom
Dave Edwards
Rocky Scott
Milan Karspeck
Kim Larson
Mike Geile
Teresa Tellechea
Ed Goodman

Staff Present:

John Daggett

Members Absent:

Bill Kaufman
Louis Swanson
Gordon Thibedeau

Guests:

Call to Order

The meeting was called to order at 4:00 p.m. by Milan Karspeck.

Welcome New Board Members

The Board extended a hearty welcome to four new Board members: Kim Larson, Mike Geile, Teresa Tellechea, and Ed Goodman. Each Board member introduced themselves and shared something about their background. Gordon Thibedeau was unable able to attend due to a standing conflict on the 3rd Monday of the month.

Approval of Minutes - (October 19, 2009)

John Coppom moved and Milan Karspeck seconded a motion to approve the minutes from the October 19th meeting. The minutes were approved unanimously.

Meeting Date Change

Members discussed the next meeting date of the 21st of December as being very close to the holiday. It was agreed that the December meeting would be moved to the 14th to accommodate more members being able to attend.

Members also discussed examining a change in the scheduled meeting day from the 3rd Monday to some other regular day of the month. Most felt the 4:00 – 5:30 p.m. time frame was acceptable. While some members were hesitant to change the meeting schedule, others were willing to explore everyone's schedule.

Daggett pointed out that at least one potential new member has an ongoing conflict on the 3rd Monday and may need to withdraw. Daggett said he would explore options with the Chair and use Meeting Wizard to contact Board members if exploring a change in the regular meeting date seemed warranted.

Budget & Financials

Daggett reported that as of October 31, 2009 Embrace Northern Colorado had \$2,075 cash on hand, \$7,000 provided YTD in in-kind and pro bono services with ongoing commitments of approximately \$29,000/year, and a \$200,000 executed federal grant contract which is pending for lack of cash match.

Edwards noted and Daggett confirmed that Embrace Northern Colorado needed to begin expending the federal funds within the next several months or lose them. Daggett pointed out

that the contract requires that Embrace Northern Colorado will need to hire staff in order to begin incurring contract eligible expenses.

Vaad reported that one donor contribution is pending and that others have been identified and would be approached soon. He said he would follow up with the donors.

Daggett asked Board members to begin to think about who might be approached for a contribution.

Board members had an extensive conversation about fundraising and the need to pursue cash resources in the near-term. Vaad identified that the Board's goal is to raise \$35k in each of the two counties as part of a strategy to lay a foundation for future collaboration in the region.

Larson asked whether the Board had been approached about contributing. Daggett said that the original members have contributed to the organization through individual "vesting". Daggett said he would follow up with Board members about vesting in Embrace Northern Colorado and provide several ways they might make their donations.

Joint Meeting w/Community Foundations

Daggett reported that he would be making a presentation to the Community Foundation of Northern Colorado's Board of Trustees at a special meeting scheduled for November 19th. He encouraged members to attend if they were available.

Daggett also reminded the Board of the rescheduled Joint Meeting between Embrace Northern Colorado and the two community foundations scheduled for December 2nd. Daggett reminded the members of the historic significance of the meeting and the hope that the foundations might work together on a joint initiative.

Board Nominations

Daggett reported that Gordon Thibedeau had accepted a Board position, but that there was standing conflict with another organizational meeting that was preventing Gordon from attending. Daggett expressed Gordon's desire to serve and feelings about the importance of the effort.

Coppom shared that he and Daggett would meet with Gene O'Hara the following morning about a position on the Board.

Board members discussed the number of seats available.

The Board asked that the Chair to contact Bill Kaufman about his seat to see whether there was still interest in remaining on the Board. Daggett suggested that Kaufman might be interested in serving as an ex-officio member. Daggett felt that Bill was supportive of the effort, but had limited amounts of time to actively participate. Other members felt that Kaufman's support was invaluable.

Board members felt they could not move forward with additional appointments until the Thibedeau and Kaufman situations were clarified.

Election of Board Officers

The Board discussed holding elections at its December 14th meeting. John Coppom and Angela Milewski volunteered to contact the membership and ask for interest in serving as a Board officer. They agreed to meet and compile a slate for the Board's consideration and action at the December meeting.

Bylaw Changes

Daggett reported that he contacted the Secretary of State's office and no official action is necessary for nonprofits to do business in Colorado under another name besides the one they are incorporated under. Daggett recommended that no action be taken to change the legal name of Embrace Colorado and that from this point forward the organization could do business as (DBA) Embrace Northern Colorado. The Board agreed. No vote was taken.

The Board reviewed and discussed two primary changes to the Bylaws: that the Board be composed of 1) not less than five (5) and not more than fifteen (15) trustees and 2) a minimum of one-third (33%) of trustees shall reside in Weld County and a minimum of one-third (33%) of trustees shall reside in Larimer County, Colorado.

Scott gave a motion to approve Amendments to the Bylaws. Coppom seconded the motion and it passed by unanimous vote (11-0).

Director's Report

Daggett reported on attending a international sustainability retreat sponsored by Ecology & Environment in New York State in October.

Adjourn

Karspeck adjourned the meeting at 5:46 p.m.

Agenda Item Summary	Item: D
	Date: December 14, 2009
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Slate of Officer Candidates

Action:

Staff recommends that the Board discuss, nominate and elect its officers for 2010 from the following slate of candidates.

Executive Summary:

At its November meeting, the **embrace northern colorado** Board asked members to consider serving as officers for 2010. The Board was surveyed by John Coppom and Angela Milewski and the following list of candidates was generated for the Board's consideration.

Name	Position
Lou Swanson	Only as a Co-Chair
Angie Milewski	Only as a Co-Chair
Glenn Vaad	Vice Chair
John Coppom	Vice Chair, Secretary, or Treasurer
Milan	Secretary or Treasurer

Agenda Item Summary	Item: F
	Date: December 14, 2009
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Budget & Financials

Action:

Staff recommends that the Board continue to discuss fundraising with a focus on action; what development (fundraising) will be necessary to achieve startup, establishing a fundraising committee and access to the Colorado Department of Transportation (CDOT) grant.

Executive Summary:

embrace colorado will require funding from many sources to be successful. Those sources are likely to include local governments, business, philanthropic sources including foundations and individuals, and the state and federal governments. However, a target of a minimum of \$70,000 is critical to achieve in the short term for 2009/2010.

embrace colorado has entered into an agreement with CDOT which will make \$200,000 available in reimbursable funds which has been available since May 08, 2009. Matching funds and a positive cash flow are required to utilize these resources. **According to discussions about these funds, embrace colorado must start using these resources or they will be placed in the recession cycle on February 1, 2010. CDOT is currently tracking Embrace Colorado's ability to raise necessary matching and operating funds.**