

**Governing Board Meeting
Summary**

embrace colorado

January 19, 2009

4:00 p.m. – 5:30 p.m.

Hahn Conference Room

2725 Rocky Mountain Avenue

Loveland, CO

Members Present:

Louis Swanson

Tom Selders

Milan Karspeck

Ed Starck

Rocky Scott

Angie Milewski

Glenn Vaad

Members Absent:

John Kefalas

Bill Kaufman

Staff Present:

John Daggett

Guests:

None

Call to Order

Acting Vice Chair Swanson called the meeting to order at 4:10 p.m.

Minutes from December 15, 2008

Selders moved to approve the minutes. Starck seconded the motion. The minutes were approved unanimously.

CDOT Contract

Daggett briefly explained that staff continued work with Colorado Department of Transportation (CDOT) representatives to complete the contracting arrangement between

embrace colorado and the State. Daggett identified a fifteen-step process the CDOT has yet to complete. CDOT's target date for contract execution is February 13, 2009.

Vaad gave a motion to approve Resolution 2009-01 Authorizing the Execution of the 2009 Contract between Embrace Colorado and the Colorado Department of Transportation. Acting Secretary Karspeck seconded the motion and it passed by unanimous vote (7-0).

Daggett reminded the Board that this was a reimbursable contract with a required match in local funds of \$41,575 and estimated that the minimum amount of local funds and cash flow needed for a calendar year of operations would be approximately \$75,000.

Board Membership

Board members continued their conversation about the size and makeup of the Board. The consensus of the members present was that the Board should be expanded to eleven.

The Board discussed resolution # 2009-01 which would amend the Bylaws to increase the size of the Board to eleven (11) and define a quorum of the Board for taking formal action as five (05) voting members. Daggett provided Bylaw language for that purpose. Notice was given to Board members of such a change prior to the meeting consistent with the adopted Bylaws.

Vaad gave a motion to approve Resolution 2009-02 Adopting Amendments to the Bylaws. Acting Secretary Karspeck seconded the motion and it passed by unanimous vote (7-0).

Board members discussed the concept of involvement in **embrace colorado** being an important aspect of collaboration on the important and sometimes controversial issues that **embrace colorado** will surely address over the next several years and during a visioning effort. Members discussed the difference between involvement at the Board level and participating in **embrace colorado**, e.g., as a part of the general membership, steering committee, working group, being a sponsor or participating in **embrace colorado** activities.

Daggett passed out Terresa Tellechea's biography offered by John Kefalas for consideration for Board membership. Daggett and the Board members discussed Terresa, Tom Heron, Gordon Thibedeau and Dave Edwards as prospective members.

Board members agreed that the role of the Board was to provide guidance to the staff and to govern the corporation. Board members suggested that all interested parties could not participate in that role without the Board becoming very large. Board members did agree that expanding the Board size could be accomplished again if necessary for representation of important constituencies such as the conservation or philanthropic communities and the strategic nature of the two vacant seats.

Mission Statement

Board members continued the discussion on a draft mission statement. The current statement reads: "**embrace colorado** seeks to preserve and enhance the quality of life in Northern Colorado by establishing a common vision for the future".

Scott suggested Daggett might ask Burns Marketing to review the current mission to see whether they might be able enhance the wording. Daggett agreed to ask for their assistance.

Executive Director Employment Resolution

Daggett reported that he had met with Acting Chair Kaufman and discussed details of the employment agreement. He noted that Kaufman was absent and recommended that action not be taken on the agreement in his absence.

Budget/Fundraising

Daggett gave an overview of fund raising strategies and tactics. The board felt that associating with the Community Foundation of Northern Colorado would be very beneficial and should be a first step in fund raising. The Board felt that if its work could be better aligned with Community Foundation efforts, **embrace colorado** would not be perceived as being competitive with local foundations or other projects. The Board also agreed that Acting Chair Kaufman would be the best person to contact Gov. Ritter and members of the Congressional delegation about figuring out how **embrace colorado** might fit into the federal stimulus funding package?

Rocky Scott suggested that the Board postpone action on items D (Final Budget and Work Plan) and F (Employment Agreement with John Daggett as Executive Director) on the agenda until the Board heard the outcome of discussions with the Community Foundation.

Vaad moved to table the two items. The motion was seconded by Karspeck. The motion passed unanimously.

Next Meeting

The next meeting will be held in the UNC Center at Centerra from 4:00 – 5:30 p.m. on Monday, February 16, 2009.

Other Business

Vaad suggested the Board make some changes to the one page statement of **embrace colorado** goals and objectives. A discussion followed. The Board took no formal action, but agreed to continue the discussion at subsequent meetings.

Swanson thanked all who attended.

The meeting adjourned at 5:30 pm.