

**Governing Board Meeting
Summary**

embrace colorado

December 15, 2008

4:00 p.m. – 5:30 p.m.

Hahn Conference Room

2725 Rocky Mountain Avenue

Loveland, CO

Members Present:

Louis Swanson

Tom Selders

John Kefalas

Milan Karspeck

Bill Kaufman

Ed Starck

Rocky Scott

Angie Milewski

Glenn Vaad

Members Absent:

None

Staff Present:

John Daggett

Guests:

Meg Corwin

Aaron Fodge

Call to Order

Acting Chair Kaufman called the meeting to order at 4:11 p.m.

Minutes from October 8 and November 12, 2008

Tom Selders moved to approve the minutes. Acting Secretary Karspeck seconded the motion. The minutes were approved unanimously.

CDOT Contract

Daggett explained that staff continued to meet with CDOT representatives to review the proposed contracting arrangement between Embrace Colorado and the State. CDOT approved the scope of work for the pending contract and an indirect cost allocation proposal that will be employed in reimbursement activities between the State and Embrace Colorado.

Board members discussed contracting with the State. Board members encouraged Daggett to continue on the path to resolve any outstanding issues with CDOT. Daggett stated that there were none that he was aware of prohibiting the State from moving forward with a contract, but that CDOT staff were meeting to finalize a contracting timeline.

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

Nonprofit Status

Daggett informed the Board that a Determination Letter had been received from the Internal Revenue Service and Embrace Colorado was formally notified of its status as a 501(c)(3) organization and classified as a public charity under section 170(b)(1)(A)(vi).

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 and that a board larger than that was unmanageable.

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, being a sponsor, or participating in Embrace Colorado activities.

Board members agreed that the role of the Board was to provide guidance to the staff and to govern the corporation and as such all interested parties could not participate in that role without the Board becoming too large.

Board members also discussed the continued involvement of Representatives Kefalas and Vaad and ask the two to continue on the Board knowing their availability would be limited during the annual session of the State House. Members Kefalas and Vaad agreed to remain on the board.

Selders suggested that an amendment to the Bylaws might allow both the Representatives to remain on the Board if the Board increased its number by two to continue to ensure adequate participation Embrace Colorado's governance. Members also discussed an issue related to not having a quorum at its November meeting and how that might be resolved.

Selders clarified that the Board be increased in size to eleven (11) and that five (05) would constitute a quorum of the Board for taking formal action. Board members directed staff to prepare the change to the Bylaws and supply the required notice so they might act on the measure at their next meeting.

Mission Statement

Board members continued the discussion on a draft mission statement. Most felt that Milewski's version of the mission statement was best. 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".

Vaad moved to adopt the mission statement as written by Board member Milewski. Kaufman seconded the motion. The motion passed unanimously.

Executive Director Employment Resolution

The Board asked to meet in executive session. Daggett and visitors left the room and the Board held a confidential discussion on the Executive Director's contract.

After the discussion, Daggett was informed that the Board had directed Kaufman to complete the contract negotiations and report back at the January meeting so action could be take on the contract at that meeting.

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 passed out a revised interim final budget which added a staff member who would be responsible for public outreach, marketing, and data and membership/participant management. Daggett stated that the new staff member would not be hired until adequate resources became available, but that the revised budget would allow Embrace Colorado to request funds for that purpose. The revised budget total for 2009 was \$369,575.

Daggett also distributed a three year budget that included 2009 – 2011 operating costs for Embrace Colorado as well as projected costs for the 2010/2011 visioning effort. Daggett explained that the costs were arrived at through a comparison with other visioning efforts as well as consultations with visioning consultants around the country.

Scott asked if there was a detailed budget available. Daggett said there was and that he would provide a copy of the budgetary spreadsheets to the Board prior to the next meeting.

Scott moved to adopt the interim final budget. The motion was seconded by Swanson. The motion passed unanimously.

Next Meeting

The next meeting will be held in the same location from 4:00 – 5:30 p.m. on Monday, January 19, 2009.

Other Business

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