

Orient Land Trust Board of Directors Annual Meeting
Seitz Residence - Valley View Hot Springs
Saturday, March 11, 2006 – 8 AM

Minutes

- I. Record attendance – Barb, Terry, Chris, Mia, Kate, Harold, Neil, Betsy, Doug, and John in attendance. Rob arrived at 10:13 am. Barb noted Jim McCalpin's resignation; his absence is excused.
- II. Meeting call to order at 8:10 AM
- III. Changes to Agenda – Neil suggested moving XIVa (Report on Board Training Workshop) to XVI Board Governance, and added discussion of preparation of Board meeting packets after LTA Conference item XVIII. The Board agreed. Barb added a letter to the board under Secretary's Report.
- IV. Approve minutes from January 14, 2006 regular meeting and executive session – Doug moved to approve the minutes from the January 14, 2006 regular meeting. (Attached.) Chris seconded. There was no discussion and the motion was adopted: All in favor, none opposed, no abstentions. Mia moved to approve the minutes from the January 14, 2006 executive session. (Attached.) Chris seconded. There was no discussion and the motion was adopted: all in favor, none opposed, no abstentions.
- V. There were no comments or questions from guests.
- VI. Executive Director's report – Neil presented his report. (Attached.) Fundraising: OLT has received grants from Alamosa High School through the El Pomar program. Neil is planning to build a "super-toilet" at the Bat Cave. OLT also received free Google ad space. There will be a raffle this year instead of the auction. Outreach: Edward Adamic's artwork won the OLT T-shirt contest. Terry showed the mock-up t-shirt. Laura attended a CCLT conference focusing on water rights and land protection and judged the SLV regional science fair in Alamosa. Programs: Laura has completed the final Everson Ranch Natural Resource Management Plan. Volunteers have been selected for Camp Host, Orient Mine Bat Tour Guide and Discovery Host. Colorado College students volunteered Jan. 18 and March 4 to work on the county road clean up and removal of deadwood. Land Protection: Neil is continuing to work with local land owners to establish conservation easements on properties adjacent to OLT. Harold stated he would appreciate a briefing on easements; Neil said there is a packet staff has developed that is available to the board for discussion at a meeting. There was some discussion of the process of conservation easements. Recognition: Plaques in the Eagle Room will note support of Pueblo Bank & Trust and Horizon Dairy for displays, as well as those who have "adopted an acre" (\$1,000 donation) at the Everson Ranch. A sign also will be installed on the recently acquired Raby property to acknowledge the support of Butch and Judy Raby, Helen R. Oxley and the Margaret and Sid Susman Trust. There also will be a new sign at the trail to the bat cave regarding usage. The annual members' weekend will be June 9-11, 2006. The band "Tumbleweed" will play and volunteers are needed for activities, including a cook.
- VII. Secretary's report/Correspondence – Betsy presented Aurielle Andhara's letter of January 10, 2006 for discussion. (Attached.) Barb offered to respond on behalf of the board acknowledging Aurielle's letter and input, informing her of the information available online, and encouraging her to attend board meetings and volunteer, perhaps on the Board Development Committee. John moved that the board give Barb the authority to draft a response. Doug seconded. After some discussion, the motion was adopted: all in favor, none opposed, no abstentions. Barb will send an email draft to the board for review.
- VIII. Treasurer's report –
 - a. John presented an Income Statement, Balance Sheet, and Cash Flow Statement. (Attached.) John noted there was nothing unusual in the documents; that income was down somewhat during this slow

time of year but OLT is on budget and in a positive cash position entering the busy season. There was discussion of the Performance Statistics and continued growth possibilities with revenues, grants and donations. Chris moved to approve the Income Statement, Balance Sheet and Cash Flow Statement. Doug seconded. There was no discussion and the motion was adopted: all in favor, none opposed, no abstentions.

- b. Neil presented an Updated Budget. (Attached.) Some revisions were made due to re-evaluating grant programs, Laura's resignation and resulting changes in office staffing, and considerations of land acquisition issues, as well as the Post Lease Plan.

IX. ED Hiring Committee report – Barb passed the chair to the Secretary (in vice-chair's absence) to discuss the current situation and future options for staffing. (Attached.) Currently, Neil and Terry are quite busy, and Laura's departure will compound the workload. Neil stated that at this point, OLT can realistically hire only one other administrator in addition to Terry and himself. There are considerations with the founders being employees, as well. Neil is proposing that he remain Executive Director about 30% of the time, and 70% as Facilities Director. The OLT would hire a new person now as Deputy Executive Director, with the goal of becoming ED by 2011. A facilities person would transition by 2008 to become FD by 2011. Terry would go to full-time bookkeeper, staff and office manager, and administrative assistant. (She is now considered $\frac{3}{4}$ time.) Kate discussed the original committee recommendations in light of subsequent email discussions, which concerned hiring an ED to whom Neil would report. Harold noted that Neil's plan allows Neil to groom a new ED while maintaining a realistic chain of command. Chris noted this plan needs to be made clear to anyone applying for the new DED position. Neil noted there is a high vacancy rate for land trust/non-profit directors due to burn out, so a new-hire would need to be well informed and carefully trained. Chris suggested the board be involved in hiring the DED, since the board will be working with that person as ED eventually. In recap, the board agreed on a plan in which Neil continues to be ED/FD, a new DED is hired at a lower salary to grow into the ED position, and Terry becomes the full-time office manager at an increased salary with the understanding that the ED/FD will report to the board, and the DED and Office Manager will report to the ED/FD. Neil and Terry will work with the ED hiring committee to finalize the job descriptions in light of the strategic plan, so the process of hiring can continue. It was agreed that the board needs to see and approve the ED/FD job description, but not necessarily the DED job description since that person reports to Neil. Neil suggested an interview committee with two staff members and two board members. Chris stated the board should be heavily involved in hiring a person who will eventually report as ED to the Board. Kate moved that the interview committee consist of 1 board member, 1 staff member, 1 subject matter expert (board or staff), one user, and one at large (staff or board member.) No second. The motion was withdrawn. Neil said it sounded like the board wanted to see a balance in the committee makeup. Kate moved that two board members and two staff members make up the interview committee. John seconded. Discussion concerned whether or not the board needs to actually approve such a committee and who is on it. Kate withdrew her motion. The consensus was that Neil would set up the interview committee. Betsy returned the gavel to Barb.

X. Treasurer's report continued –

- a. Updated Budget – (continuation of item VIIIb following discussion of ED/FD/DED hiring.) Harold moved to approve the Updated Budget 2006 V.19 as presented. Doug seconded. There was discussion of the amounts budgeted for specific positions within the total payroll amount. Chris moved to amend the motion, striking the "Other Employee Expenses" of \$2,000. Kate seconded. In discussion, Doug said he felt this exclusion was mean-spirited; Chris said he believed the item sets precedence for employees who choose to leave. Terry stated this precedence already exists. Doug stated this should be up to the ED. Harold called for the question. The amended motion failed: Chris and Kate voted in favor; Doug, John and Harold were opposed; Mia abstained. Chris moved to amend the Updated Budget 2006 V. 19 to strike the # (pound) note on Page 4. John seconded. There was no discussion and the motion was adopted: all in favor, none opposed, no abstentions. Barb called for the original motion to approve the Updated Budget 2006 V. 19. The motion was adopted: all in favor, none opposed and no abstentions.

XI. Resource Development Committee report – Neil discussed the fundraising plan. (Attached.)

- a. Fundraising Plan: Harold moved to approve the fundraising plan. Kate seconded. The motion was adopted: all in favor, none opposed, no abstentions.

Following a break at 10:17 AM, the meeting resumed and Barb announced Kate had withdrawn her interest in renewing her board membership.

XII. Unfinished business

- a. Financial Goals and Policies for FY2006 (100% Towards Land and Open Space Preservation and Protection; Capital Reserve Goal: Increase funding to \$3,000/mo. by end of FY2009; Endowment Startup Goal: To maintain an investment return which eventually provides 1/3 of our budget) – Neil presented language to be used in promotional materials. (Attached.) The question is if the board agrees to the principal of the statement that 100% of donations go to land and open space preservation and protection. Board members were concerned this may be at odds with the strategic plan, or might impact programs, or confuse people as to the intent of the OLT. Kate moved that 80% go to land and open space preservation and protection and 20% to Valley View Hot Springs. Rob seconded. Discussion concerned the handling of restricted funds from a budget and bookkeeping standpoint. Neil stated that donor restricted gifts can cause problems for non-profits, and that they sometimes have to refuse some restricted donations. Barb called for the question. The motion failed: none in favor, all opposed, no abstentions. John moved that for 2006, the language used be “100% Towards Land and Open Space Preservation and Protection.” Harold seconded. The motion was adopted: all in favor, none opposed, no abstentions. The board agreed to Neil’s proposed goals concerning Reserves and Restricted Funds, including those for Unsecured Liability Reserve, Capital Reserve, Endowment Startup and the Ranch Payment Reserve.
- b. Email voting policy – Chris moved to adopt Draft #4 OLT Email Voting Policy as sent 3/10. (Attached.) John seconded. In discussion, #2 was modified to read “Email voting shall not be used to revise the bylaws, to change policy or to establish or revise the yearly budget. It shall not be used to authorize exceptions to the financial current policy.” #6 was modified for a second within 2 days, #9 was modified to read “...for a period of 5 days, but not less than 3 days...” and #10 was modified for a vote within 3 days of the call. There will be a new bullet added between #9 and #10: “There shall be no amendments allowed to email motions.” Chris amended his motion to adopt Draft #4 as modified in discussion. Barb called for the question. The amended motion was adopted: all in favor, none opposed, no abstentions. Barb called for the original question, which was adopted: all in favor, none opposed, no abstentions.

Following a break at 11:20, the meeting resumed at 11:30 with lunch provided.

- c. Amend Bylaws Section 3.2(a) regarding Board of Directors Qualifications – Barb passed the gavel to Rob and moved to amend Bylaws Section 3.2(a) regarding Board of Directors Qualifications to add “natural resource management” to align with the strategic plan. (Attached.) Chris seconded. The motion was adopted: all in favor, none opposed, no abstentions.
- d. Amend Bylaws Section 3.3(b) Attendance Requirement (to bring in line with LTA standard which states that “Board members attend a *majority* of meetings...”) – Barb moved to amend Bylaws Section 3.3(b) Attendance Requirement as stated on the handout. (Attached.) Doug seconded. The motion was adopted: all in favor, none opposed, no abstentions. Rob returned the gavel to Barb who noted it was up to staff to see to republishing the bylaws.
- e. Non-staff complaint to Board report – Neil stated he had conducted interviews with individuals concerning an incident in November and that no action was required from the board. John asked if there was a procedure for handling complaints and Neil said there is a form in the office and a process in place.

- f. Respect, Responsibility, Recognize policy – Neil presented the RRR policy document. (Attached.) Staff would like direction as to what the board wants visitors to be told by staff, and then staff can determine what information realistically can be imparted at check-in. Several board members were concerned that it be clear that inappropriate behavior will not be tolerated. Barb asked for the board to email their specific goals to Neil in response to his 2/15/06 email to the board, so staff will have a better understanding of what the board wants to accomplish with visitors at check-in/registration, which includes the RRR.

XIII. Questions/comments from guests – Lea asked if this item was the only time during the meeting when a member of the audience is allowed to make a comment or ask a question. John stated that the board is open to comments from the audience, but is not obligated to take input. Board members discussed how audience input can be accommodated without delaying the meeting. John moved that the agenda still include periods for guest comments, as well as allowing the chair, at his or her discretion to recognize visitors. Chris seconded. Motion was adopted: all in favor, none opposed, Harold abstained. Chuck commented on the meetings and mentioned he would like to see the return of the old sauna.

XIV. New Business

- a. Report on Board Training Workshop –This agenda item moved to recap section below.
- b. Post Lease Plan: establish committee and discuss planning schedule – Kate stressed the need for a management plan, which the post lease plan is intended to address. (Attached.) It is a blueprint for how to address in a timely manner, the complex issues associated with the post lease operation of OLT. She presented GIS views of OLT and surrounding properties, and suggested a budget item of \$20,000 for OLT to continue GIS analysis. Kate suggested setting up a committee to identify the resources, issues, and to develop a management plan on which to base post lease considerations. Neil reported that it may be possible to get a grant for the GIS software. He also stated that in the land conservation arena, the end result is that OLT will own all of the property, or manage it through conservation easements. These agreements are in perpetuity and need to be planned for carefully. Neil said the post lease plan is of greater significance than even the establishment of OLT as a 501(c)(3) entity. He would not like to see the lease renewed, but have it end with a sound plan in place. Kate moved that the board establish a committee to begin work on the post lease plan. Chris seconded. In discussion, Kate suggested two board members, one staff member and others as considered necessary on the committee. Barb called for the question. The motion was adopted: all in favor, none opposed, no abstentions. Barb asked for volunteers; John, Doug, Harold and Mia volunteered to serve on the committee. Neil offered to be the team leader until a DED is in place to take over. Neil said there is \$20,000 in the budget for unrestricted land conservation issues.
- c. ED Evaluation procedure and criteria for 2006 year and forward – Harold presented documents relating to the ED evaluation procedure. (Attached.) Harold moved that the board accept the Proposed Executive Director Evaluation Procedure, the criteria and checklist for the OLT Evaluation of the Executive Director, and the Comments or Explanations of Ratings by Members of the Board of Directors. Doug seconded. Neil said the NI = Needs Improvement designation was not helpful to him in evaluating his performance. John amended the motion to change G = Good to S = Satisfactory. Harold seconded. The amended motion was adopted: all in favor of the amendment, none opposed, no abstentions. The original motion was adopted: all in favor, none opposed, no abstentions.
- d. Property preservation/protection update – Neil said he is continuing to investigate conservation easements on properties adjacent to OLT land; no new developments.

The regular board meeting adjourned at 12:55 PM and the board convened in executive session. Executive session adjourned at 1:40 PM. Following a break, the regular session reconvened at 1:50 PM.

- e. Executive Director performance evaluation - John moved the OLT Evaluation of the Executive Director document be amended under C to include #2 that the ED is responsible for training his replacement (#2 becomes #3.) (Attached.) Harold seconded. Motion was adopted: all in favor, none opposed, no abstentions. Barb turned the gavel over to Rob, and moved that the board make the following statement for the record: "Although the Board of Directors did not establish at the beginning of this review period a specific framework for measuring the ED's performance over this period of time, the board is able to conduct an evaluation of the ED's performance based on the ED's self-evaluation, ED reports at each of the board meetings, the development of the strategic plan and operating plan, and his realignment of staff job descriptions. The Board believes that the ED has performed his job overall in a satisfactory to exemplary manner in accordance with his position description in place during this period of time. The ED's position description is being revised to align with the Strategic Plan. From this point forward, the Board will be monitoring and evaluating the ED in connection with the strategic plan." Harold seconded, and moved an amendment to add "The Board believes that the ED has performed his job overall in a satisfactory to exemplary manner in accordance with his position description in place during this period. He is to be commended for his excellent leadership of OLT." John seconded the amendment. The amended motion was adopted: all in favor, none opposed, no abstentions. Barb called the original question and the motion was adopted: all in favor, none opposed, no abstentions. Rob returned the gavel to Barb.
- f. Board Development Committee Chair – Barb asked for a board member to serve as Chair. As no one volunteered, Barb asked Neil to continue to serve as acting chair.
- g. Board member self-evaluation – Barb presented the 2-page LTA Standard 3: Board Accountability document, which is an overview of the entire standard. (Attached.) Barb suggested every board member read the full 42-page standard that is on the new board member CD provided to all board members at the meeting. (NOTE: The document is not on that CD. Barb previously provided it to the board members vial email on 11/30/05.) It will give the board guidelines for self-evaluation. Kate suggested there be an orientation for new board members. Barb stated that orientation for new board members is on the Board Task List for the Board Development Committee.
- h. Recognize Service of Jim McCalpin, Rob Zabrecky, Kate Padilla, and Laura O'Leary – Barb thanked Rob for his three years on the board, including serving as Chair, and commended Kate for her assistance, particularly concerning the post lease plan. Jim's contributions, especially with the welcome to OLT video, were noted. All were encouraged to continue to contribute. Barb praised and thanked Laura for all her hard work on behalf of OLT.
- i. Election of Board of Directors – Neil, as Acting Chair of the Board Development Committee, recommended Mark Hayes and Bruce Goforth for three-year terms. Kate's resignation leaves Jim's 1-year term open. Rob moved to accept the two candidates for three-year terms. Harold seconded. The motion was adopted: 6 in favor, none opposed, Mia abstained.
- j. Election of Officers – Barb passed the gavel to Betsy for the election of officers. John nominated Neil for President. Chris seconded. No other nominees. Mia nominated Barb for Chair. Doug seconded. No other nominees. Barb nominated Chris for vice chair. Mia seconded. No other nominees. Chris nominated John as treasurer. Harold seconded. No other nominees. Mia nominated Betsy as secretary. Harold seconded. There were no other nominees. Since there was one candidate per position, the Secretary entertained the slate as presented by acclamation. All in favor, none opposed, no abstentions. Barb resumed as chair of the meeting.

XV. a.) Chris presented a report on Board Training Workshop. (Moved from earlier in agenda.) (Attached.) He stated that volunteers are critical to a successful organization, and that the days of "rubber chicken dinners" are past, meaning people volunteer for personal reasons and fun, and not false rewards. Chris noted that board members are volunteers are well, and need to avoid burn out.

Barb asked to skip ahead to a couple of items since Neil and Terry had to leave the meeting at 3 PM. On the issue of printing board member packets for the board meetings, Neil suggested that if all documents are submitted a week prior to the meeting, staff can create one .PDF file to email electronically. The deadline for documents would be Friday one week before the Saturday meeting, so board members have a chance to review. Minutes from the previous meeting do not need to be reprinted for approval. Barb said she would like to have the final agenda done 10 days prior to the meeting. Barb asked for all board members to update their bios on the web site. All information should be emailed to john@olt.org. Barb asked if anyone is going to attend the LTA Conference May 4-6, 2006 in San Antonio, TX. Neil said he could attend; Mia and Chris expressed an interest. Barb confirmed next regular meeting for May 13, 2006: 9 AM.

b.) Board Task List – Chris presented a Board Task List document. (Attached.) The intent is for the secretary to update and maintain this list for the board's reference. Harold asked how items will be assigned and added to the list. It would be by direction from the chair. Mark suggested such items appear at the bottom of the minutes as action items. It was agreed that Neil would review the document and remove the staff items to create their own task list. Barb asked if the board would agree to a 2-hour session May 14 to discuss the task list and finalize document like a five-year plan. Doug suggested that we start using the task list as is, and then review it in the future. Doug agreed to update the task list with items from the Operating Plan for which the Board, board members, or board committees are responsible, working with Neil, Chris, Betsy and Barb.

- XVI. Board governance: How have we conducted business today? Chris stated that the board has moved from a working board to an advisory board, and could be considered "in limbo" by definition in the governance models. There is a question as to what is managing and what is micro-managing. The board is in a unique position being in partnership with the founders. Chris recommended that the board pursue how it wants to govern, and choose a model. Harold would like to see the five definitions of board governance compared to actual OLT board actions to come to a common understanding by practice as to what constitutes micro-managing. The board can develop its own governance model by examining its actions. Chris offered to compile information for the board to move the process forward to choose a governance model.

Announcements:

- XVII. As above, all Board members and officers were requested to update their biographies for the website.
- XVIII. LTA Conference will be held May 4-6, San Antonio, TX. There is money in the budget for OLT representatives to attend.
- XIX. Next regular meeting was confirmed for Saturday, May 13, 2006 at **9 AM** at Seitz residence.
- XX. A work session was proposed for the weekend of May 13 re: board tasks, aligning with strategic plan, and setting dates. No work session was scheduled.
- XXI. Annual meeting adjourned at 3:03 PM. Mia moved to adjourn. John seconded. All in favor, none opposed, no abstentions.

Submitted by:

Approved by:

_____/_____

_____/_____

Betsy Miller, Secretary

Date

Barb Tidd, Chairperson

Date

Guests: Mark Hayes, Lea Bonewell, Chuck Brenneman