

**Regular Board Meeting Minutes\_Final**  
**Orient Land Trust (OLT) Board of Directors Meeting**  
**Pavilion at Valley View Hot Springs**  
**Saturday, July 18, 2015, 9:00 AM**

**Record Attendance**

Board Members Present: Chris M., Mike B (retiring)., Deb H., John S., Myron H., Geneva M., Martin J., John S.

New Board Members: Sarah H., Scott H.

Staff: Doug Bishop, Doug Bates, Scott M., Pam N., Dave B., Mike O.

Guests:

**Meeting Call to Order**

Board President Geneva M. called the meeting to order at 9:03 am.

**Guest Questions/Comments (relating to agenda)**

ED Bishop announced that a donor had put up \$1000 matching funds for WWTP donations collected during the meeting.

**Consent Agenda 9:30 AM**

Board member Deb H. made a motion to approve the consent agenda and previous meetings minutes. . Martin J. seconded. There was no discussion. Passed unanimously by the board.

**Appointment of new board members**

Board member Mike B. is retiring from the board. Governance Committee co-chair Don G. spoke happily recommending two board candidates, Sarah H. and Scott H.

**Motion**

Board member Myron H. made a motion for the board to accept these board candidates to the OLT board. John S. seconded. Without further discussion, the motion passed unanimously.

**Nomination of Officers**

**Motion**

Board member Martin J. made a motion to approve the recommended officers as presented in the agenda and copied here: President/Chair (John Standish), Vice Chair (Geneva Mixon), Treasurer (Myron Hulen), Secretary (Deb Hoffman). John S. seconded and without further discussion the motion passed unanimously.

**Affirmation of OLT Values by Directors**

Board member Geneva M. read an abbreviated statement of values the complete version of which is included in the board meeting packet.

**Motion**

Board member Scott H. made a motion to reaffirm OLT's Statement of Values & Code of Ethics - originally adopted 1-14-06 and presented in the board packet for the meeting. Deb H. seconded. ED Bishop commented that the values statement could be better defined and personalized to OLT. John S. mentioned that the Governance Committee could work on this. With no further discussion, Geneva M. called for a vote and the motion passed unanimously.

A note on voting board members for this meeting after new board members seated and officer elections. Former board member Mike B. did not vote in any motion beyond the consent agenda. Newly elected board chair John S. did not vote per Robert's Rules of Order-board chairs vote only to break a tie. Newly seated board members voted in all motions unless otherwise noted after they were seated.

#### **Affirmation of Naturist Requirement from the Naturist Deed by Directors**

Geneva M. shared a small portion of the Deed Restriction affirming naturist use. The full restriction was copied in the board packet and originally adopted by an email vote of the board of 12/03/2009. Guest Neil S. asked Geneva M's interpretation of this which she stated in her own words.

#### **Motion**

Board member Deb H. made a motion to approve the resolution affirming the naturist use deed restriction. Martin J. seconded. Guest Neil S. commented that naturism started the whole thing and has had a long history on the property. Board member Chris M. commented that he appreciated that the board reaffirms this every year. John S. thanked the founders and commented on the importance of the naturist history. With no further discussion, the motion passed unanimously.

#### **Approve updated OLT Board Member Position Description**

Presented in the board packet was a revised Board Member Position Description. There was discussion about which committee would take on further revisions to the description with the Governance Committee being the most likely, but the Internal Affairs Committee was also mentioned. So there was a suggestion to make clear and amend the policy that board members do not pay for the equivalent of an oakhouse room for board meeting weekend. Benefits for board members could also be considered.

#### **Motion**

With no further revisions Myron Hulen made a motion to approve the Board Member Description Position as presented in the board packet. Chris M. seconded and the motion passed unanimously without further discussion.

#### **Break**

Geneva M. called for a 15 minute break at 9:35 am. As 9:51 am Geneva M. called the meeting back to order.

#### **Reports & Updates**

Geneva M. reminded board members to limit the discussion to questions about the reports which will not be verbally summarized.

#### **Executive Director (refers to his report as the Executive Facilitator Report)**

Chris M. began with the question, what's broken-what needs fixing, infrastructure? ED Bishop responded with details on how many gallons used in the operation of the new WWTP.

Additionally, an old outhouse shell has been placed over the new WWTP controls. A Tipi has been set up in the cut for use by massage therapists.

Former board member Mike B. asked about the volume for the new methane digester being proposed at the ranch, expressing his concern that there not be a flaw in the design. ED Bishop answered that there will be more than enough raw material for the digester. OLT will need the vaults for any system put in and by going with the methane digester, we are furthering OLT's goals of alternative energy. Also, OLT has received a county grant toward the installation of the methane digester.

Myron H. asked about the cost differential of a traditional septic system versus the methane digester. ED Bishop answered with information about the similarities and differences between the two types of systems. Though methane digesters may be unfamiliar to us they are common in the rest of the world..

ED Bishop shared that the Orient Mine is designated as part of the Natural Areas program and there will be a visit by state officials about this. Guest and OLT founder Terry S. also shared a little information about this.

#### **Facilities Manager Report**

Board member Chris M. asked about the status of the governor control panel for the hydroelectric system. The new unit was not working properly with motherboard problems. ED Bishop answered that this is still being worked on, they are rebuilding the new one which is a \$1000 unit. This is a backup unit. Chris M expressed concern about having only one vendor for this. John S. suggested we get a unit from another vendor as backup.

#### **Development Director Report**

John S. if the October member dinner fundraiser is set. Development Director Pam N. answered yes. (Note: Subsequently, the date was changed from October 2 to October 9.) Board member Scott H. asked if the previous member dinner raised enough funds to be worth it. Pam N. and bookkeeper Scott M. answered in the affirmative stating that the event raised \$13000-\$14000 for the Wastewater Treatment Plant (WWTP). Board member Deb H. offered that she liked the opportunity for members to get together and past fundraisers like the silent auction and raffle, often did not raise as much. Guest Jay S. commented that it is important for OLT to do outreach and build community among members. ED Bishop agreed commenting about taking the Valley View ethos out to new locations.

#### **Visitor Services Manager Report**

Deb H. commented about the travel news profile from a Denver station about visiting the bats at the mine and asked if bat tour visitorship is up. ED Bishop answered that bat tour participation is up and that we have better tracking. In answer to another question he answered that there is not a fee for people just going up to see the bat outflight and that is an important aspect of OLT's educational programs. Ed Bishop shared that he didn't think it is a good tactic to ask for donations every time you see someone.

There is another access road to connect to the trail up to the mine and bats but it requires high clearance and is not a good alternative for most people. It was mentioned that the sign which shows a turn to this road on one's way into the main entrance to OLT is confusing. ED Bishop talked about working with the county to remove it. ED Bishop also thanked the many hardworking volunteers at OLT which lead the bat tours in addition to many tasks during the busy season.

### **Ranch Manager Report**

ED Bishop shared that good rain this year and installation of the gated pipe has meant double the hay production at the ranch. Instead of doing a 2nd cutting, they would graze.

Ranch Manager O'Donal mentioned the importance of exploring partnerships with the county and other land users to help put up fences around the property to help create a buffer zone. Guest Terry S. commented about minimizing fences to help other wildlife.

### **Office Manager Report**

John S. thanked board member Geneva M. for creating the Everson Ranch Goodness logo for the ranch products. ED Bishop mentioned that the office manager Cherrye W. ordered staff t-shirts and towels with pockets for sale at the Welcome Center.

### **ISS Information Systems Report**

Scott H. asked about pond temps on the website. D Bates answered that the temps are recorded manually and put on a spreadsheet, he was using tools to automate this info to the website but those tools were deprecated. Scott H. followed up that there may be additional ways to automate this. D. Bates shared that credit cards are no longer stored in the database due to a change in policy. Bates also commented that guest contributions really add to the traffic and content of OLT's facebook page. Geneva M. went over how to share photos.

### **Board Chair Report**

Outgoing board chair Geneva M. thanked everyone and expressed that she had a great experience as board chair.

### **Treasurer's Report**

Board Treasurer Myron H. shared that visitorship is up. In response to a guest that asked why that is, Myron shared that several factors are likely at play including OLT building goodwill and getting positive word of mouth. ED Bishop mentioned that we are at capacity for more days and that we may have to look at this to see if we need to address negative impacts from this.



Chris M. asked if damage is being done to the natural setting. ED Bishop that we are monitoring impacts on the land and culture, but there was no systematic monitoring. David M. chairperson of the Conservation Committee pointed out that easement holder TNC does also monitor certain impacts and that the committee can look at more systematic monitoring.

Chris M. asked if the impact of sunscreen on the water downstream was monitored and David M. answered no. ED Bishop mentioned that we need to be proactive about communicating ways to minimize negative impacts like rinsing off before getting in the water. Chris M. suggested a way to shower at the pool deck.

Guest Daniel F. talked about how the culture at OLT changes when there are 30-40% of visitors that have never been here before and he recommended a mentorship or cultural ambassadors program idea to help address this. Visitor Services Manager Dave B. added that this positive cultural aspect is part of new visitor orientation.

#### **External Affairs Committee Report**

Committee chair and board member Deb H. commented about OLT finding the right mix of outreach events and not just fundraising events. Geneva M. talked about how important it is and the effort it takes to communicate the larger OLT story talking about the educational aspects and conservation work. ED Bishop mentioned the 7 conservation draft posters that were put together. Chris M. mentioned how important it is to advocate for committee volunteers.

#### **Governance Committee Report**

Geneva M. mentioned that the work of this committee had already been covered.

#### **Conservation Committee Report**

Geneva M. shared that the committee has been working on the ranch plan which will be discussed later at the meeting.

Committee member Dan F. shared that the committee looked into soil testing to get a baseline for soil health, recommending to test in at least five different areas which would not be expensive. He continued that International Ag Labs has recommendations for soil health to produce nutrient rich foods.

Scott H. asked for more information about OLT easement holders, TNC and others. Geneva M. answered that OLT partners with easement holders to hold the easements and manage the easement restrictions. These organizations monitor the easement lands and OLT is liable to follow easement guidelines but the easement holders do not own the land. The Conservation Committee is working on monitoring guidelines for OLT lands not under easement.

#### **Site Planning Committee Report**

No Report and no further discussion because there has been no activity by this committee.

## **Internal Affairs Committee Report**

No further questions.

## **New Database Task Force Report**

Scott H. asked for background on this. D. Bates gave an overview of the requirements OLT is looking for to replace the current system. Scott H. commented from his perspective it is difficult to shoehorn too many items together. Scott H. also mentioned that maintenance on a fully customized system would likely be time consuming and labor intensive. Bates commented that we are addressing cost of ownership and ways to integrate components so it is not a fully custom system. It was pointed out that we need to know everyone who is on the property by name, as well as reservation benefits tied to membership are two of the harder things to find in existing reservation systems.

## **Long Term Vision Task Force Report**

Chris M. shared that Scott H. is helping to draft the task force charter.

## **Updates**

### **Ranch Irrigation Pipe Project Updates**

ED Bishop shared that the gated pipe installation phase has been completed for this year and it is looking good and performing as expected. Pam N. helped get discounted pipe. There is a quarter of the project to install next year to finish the project.

In answer to another question ED Bishop shared that the reservoir is holding water. ED Bishop also shared that there is 230 psi-bypass valve.

### **Eiseman Educational Fund for Local Youth Work Program Update**

ED Bishop gave a brief overview of this program to promote education and economic development by hiring students to work in ranch and office positions. This year OLT is looking for two students to work at the ranch and one in the office at the Welcome Center. ED Bishop stated that the program is gaining credibility with the schools. The grant funding pays for the employee expenses for these positions.. Guest Barb T. also commented that others can donate to this program as well.

## **Financial Reports**

Myron H. highlighted changes OLT is implementing this year for:

Capital Projects Budgeting-see the Methane Digester proposal in the packet

Fund accounting reports,

Program budgeting, though there are some snags with our current software to implement some of these things.

Scott H. asked Myron to define OLT's programs which Myron H. answered to his understanding. (Note: OLT's accounting and reporting is broken down by these program areas, Visitor

Services, Land Conservation Support Services and Other programs including educational programs. Land Conservation is broken down into subcategories like the Everson Ranch.)

Myron H. also suggested encumbrances reports which were included in the board packet. John S. suggested that the Everson Ranch financial reports be separate from Land Conservation. Myron H. mentioned that it may be necessary to breakdown the Land Conservation Fund to Land Acquisition and Everson Ranch.

There was also discussion about metrics and benchmarks for employee expenses which ED Bishop and the Internal Affairs Committee are working on. Chris M. suggested we must look at the payout over time. ED Bishop mentioned that employee expenses are lower than the high of a couple years ago.

Myron H. brought up whether sending monthly financial reports to the board in addition to the quarterly financials at the board meeting is too much details. Chris M. answered that for him it was not too much detail, though he appreciates a summary.

#### **Noon-1 PM: Free Picnic Lunch at the Pavilion, Everyone Welcome**

11:59 Break for Lunch

#### **1 PM-2 PM: Q&A – Board Members & Guests**

Geneva M. called the meeting to order 1:13 pm

There was a good response of comments and questions from guests at the Q & A. The theme that emerged was how to preserve and communicate the unique culture (including naturism) of the organization. ED Bishop shared that this has been an important topic for him-How to tell the story empowering mentors and other guests to share the culture.

The question was asked if naturism would be extended to the ranch property. Clothing optional is not prohibited at the ranch.

Other suggestions included limiting water toys in the soaking ponds and fixing the "whistling" toilet (This is being addressed.)

#### **Financials**

The consensus was to accelerate payment of the WWTP loan from WWTP donations so the loan can be paid off early.

#### **Resolutions of Consent to Sign-Changing account signatories since officers changed** **Motion**

Myron H. made a motion to approve the resolutions of consent to sign as reflected in the board packet changing the signers on the account to reflect the change of board officers. Martin J. seconded and the motion was approved unanimously without further discussion.

#### **Business Continued**

**Approve Board Committee Mission/Responsibility statements**

Members of the governance committee shared that the full mission statement and responsibilities statement was still being worked on so a short mission statement was submitted for approval with the information from the other committees and is included in this packet.

**Motion**

Deb H. made a motion to approve the committee mission statement and responsibilities as presented in the board packet, including the short mission statement for the Governance Committee. Chris Miller seconded and the motion passed unanimously.

Chris M. commented that the charters of tasks forces should also be sanctioned by the board.

**Review and approve IAC recommendation to move 2014-2015 winter savings surplus to Operating Reserve board designated fund.**

Myron H. began the discussion to put excess money saved for 2014-2015 winter operations back to board designated funds. Chris M. suggested to use the ratio the board already approved for surplus operating funds at the end of the year.

**Motion**

Myron H. made a motion for the board to transfer the excess amount not spent on winter operating left in the winter operating savings account in the amount of \$21, 017.34 to the board designated funds in the ratio the board approved at the April meeting-Land Conservation 15%, Capital Savings 45%, Operating Reserve 35%, endowment 5%. Martin J. seconded. Further, the board moved to create a policy from this decision which was approved unanimously.

**Revisit and correct decision from April meeting which would have combined the SMLD fund into the Land Conservation fund to pay for approved increases in the Irrigated Pipe project expenses.****Motion**

Myron H. made a motion to table the discussion of merging the Land Conservation Fund and Stewardship Monitoring and Legal Defense Fund. Martin J. seconded and the motion passed unanimously.

**Motion**

Myron H. made a motion to approve payment for gated pipe expenses on a one time basis from operating funds. Chris M. seconded. There was no further discussion. Scott H. abstained from voting. The remainder of the board members voted in the affirmative and the motion passed.

**Board approval to amend the budget this year to include \$5,000 for work on a new astronomy pad which has already been approved by the board in 2011.**



## **Motion**

Since, The Astronomy Pad was approved in 2011 and the Board dedicated \$5,000 in 2011 for the initial cost of pouring a concrete pad. The Site Plan Committee designated their recommended site. The construction company that installed the WWTP leveled the site in preparation for the concrete pour during the course of their work for the sewage treatment plant.

Therefore, The OLT Board of Directors moves to amend the 2015 budget by \$5,000 to provide the funds for the previously approved platform for the Astronomy Program. Further the board approves the transfer of board designated Capital Reserve Funds in this amount to cover the expenses of the platform as presented in the Astronomy Pad budget shown in the board meeting packet. The motion passed unanimously.

## **Increase depreciation threshold and institute capital project budget and evaluation form board approval requirements**

### **Motion**

Since, OLT's accountant confirmed during the 2014 Annual Audit that a \$3,000 depreciation threshold is reasonable and a \$1,000 depreciation schedule threshold is low.

Chris M. made a motion to increase the depreciation threshold from \$1,000 to \$3,000. Further, the board recommends the use of and will approve projects based on completed Capital Project Proposal and Budget forms. Scott H. seconded. John S. confirmed that the motion include the recommendation to approve projects based on the Capital Project Proposal and Budget Form. The motion passed unanimously.

## **Methane Digester for Ranch Bathhouse/Kitchen**

In answer to questions about whether there is enough waste to feed a methane digester, ED Bishop said that we need some kind of small scale waste treatment at the ranch and this would give us the ability to take a waste product and make it into a resource, so there is an educational and alternative energy piece which is appropriate to OLT's mission and goals.

Guest Jay S. commented that methane gas in the atmosphere is a greenhouse gas so it is better to sequester it and burn it as a fuel. As the discussion continued there was consensus that questions still needed to be answered before the board could approve this including the cost differential between putting in a conventional septic system vs. the methane digester. The board is trying to encourage more discipline in project planning and cost estimates. A followup special meeting of the board could be set up to present the answers to the questions and provide the information necessary for the board to vote on this.

## **Ranch Management Plan**

Geneva M. introduced this topic and talked about the work she and others have done in putting the plan together. The plan started with staff and then went to the Conservation Committee for further input and refinements.

Geneva M. proposed a motion to approve the plan, seconded by Martin J. After further discussion this motion was withdrawn and other motions were talked about and dropped until a motion was proposed approving part of the plan which passed.

The concerns that were stated about approving the plan had to do with the funding obligations implied, and whether funding for the ranch would take funding away from other land conservation projects/land acquisition. several board members mentioned the importance of the ranch reaching a break even point. ED Bishop commented that the plan did not lock in funding, but the bigger picture was what does OLT want to do with the ranch? ED Bishop suggested that we should rejuvenate the ranch, improve soils and be good range managers and that income from ranch operations is a secondary concern. ED Bishop also suggested that maybe the board could agree with at least the goals and objectives from the proposed plan. After a little further discussion a motion was proposed.

### **Motion**

Myron H. made a motion to approve the proposed ranch plan through stage one except eliminating 3C and 3D. Geneva M. seconded and the motion passed unanimously.

### **Meeting Adjourned**

With the regular meeting running late and the board needing to move into executive session, the regular meeting was adjourned at 3:40 PM.

Submitted by:

 / 10-18-15  
Debra Hoffman, Secretary      Date

Approved by:

 / 10/18/15  
John Standish, Chair      Date