

Board Meeting Minutes_Draft_corrected
ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING
SEITZ RESIDENCE ADJACENT TO THE OLT WELCOME CENTER
SATURDAY, OCTOBER 17, 2015, 9:00 AM

ORIENT LAND TRUST IS A NONPROFIT LAND TRUST DEDICATED TO THE PRESERVATION OF VALLEY VIEW HOT SPRINGS (VHS) AND ITS VIEWSHED—INCLUDING NATURAL AND BIOLOGIC RESOURCES, AGRICULTURAL LANDS, WILDLIFE HABITAT, OPEN SPACE, AND HISTORIC AND GEOLOGIC FEATURES OF THE NORTHERN SAN LUIS VALLEY— FOR THE EDUCATION AND ENJOYMENT OF CURRENT AND FUTURE GENERATIONS.

Record Attendance

Attendance: Board Members: Chris M., John S. Deb H., Geneva M., Scott H., Sarah H., Martin J., Myron H.

Staff: Scott M., ED Doug Bishop

Meeting Call to Order – John

General Guest Questions/Comments – John

Consent Agenda

Board chairperson John S. called the meeting to order at 9:05 am.

Board chairperson John S. opened the floor to guest comments. ED Doug Bishop introduced OLT's camp host volunteers. No other comments.

Minutes approval for the July board meeting: Board member Geneva M. made a motion to approve the minutes of the last board meeting. The motion was seconded by Martin J. Without further discussion the motion passed unanimously with Deb absent.

Minutes approval for the special board meeting August 11. Geneva M made a motion to approve the minutes Chris M seconded the motion and with no further discussion the motion passed unanimously with Deb abstaining.

Management Reports

Executive Facilitator-Executive Director Report

Geneva M and Deb H asked for clarification on a point about a memorial bench. ED Bishop answered that the bench was paid for by a volunteer.

ED Bishop explained that interns helped with baling hay at the ranch, in answer to Geneva M's question.

Chris asked about leach field for the ranch wastewater treatment project. ED Bishop clarified that it would cost around \$7500.

Mark J shared that the regulations in Saguache County are changing requiring a pump for any new wastewater treatment facilities being constructed. If OLT gets our permit by January 1 and

starts our project before that we do not have to comply with these new regulations. In answer to a question about how much the pump would cost, Mark J shared that we do not have any estimates yet.

Board chairperson John S inquired about the science camp. Board member Geneva M mentioned the great comments and feedback that was received from this year's event. ED Bishop shared more about the camp. Approximately 10 kids participated in a variety of activities led by adult volunteers including swimming lessons, art projects, horseback riding, cheesemaking, geology, nature walk journals, hydro tours, astronomy, games and more.

Facilities Manager Report

Facilities Manager Mark J shared that the new motherboard at the governor has been installed and is working. The old one is working and will be used as a back up.

The wastewater treatment plant at the hot springs village is going well and being monitored. Once a month on the 10th the filters are cleaned and readings are taken every day to monitor volume.

Answering Chris M's question and suggestion to have two backups for the governor motherboard, ED Bishop shared that the design is proprietary and that it takes about a year to get one made. Board member Scott H seconded the suggestion to have an additional back up since this is a catastrophic fail point. ED Bishop elaborated that new engineering and a fresh start with another vendor may be useful since OLT's vendor who built the current proprietary system is getting on in years and it's not clear how his knowledge and business will be transferred to others.

Answering a couple of questions from board members, ED Bishop shared that a slab will be poured for the floor of Cottonwood cabin containing a grid of pipes which can run geothermal water which will provide heat for the space. This system is either on or off. It is turned on in the winter and turned off in the summer. We've done this to the other cabins and it has worked well. There is no concern that adding another unit diffuses the heat.

Board member Myron H asked if we have budgets for expected projects? Mark J answered that there are a list of small December projects including tiling in the pool bath. Myron H clarified that he was talking about major projects. Mark J mentioned the foundation and heating system in Oak House as major projects but we do not have a budget for that yet.

Visitor Services Report

ED Bishop mentioned Colorado's population growth and popularity in answer to a question from board members about why visitorship is up and talked about monitoring the possible negative impacts that can have on trails, pools, the Welcome Center building and other areas. Other negative impacts could be bug repellent and sunscreen in the water. This lead to questions of how to monitor these negative impacts including baseline testing and regular monitoring of water samples below the hydro plant. It was mentioned that capacity levels may have to be lowered if increased use is causing negative impacts.

Boardmember Deb H made the suggestion that maybe day use slots could be left unreserved to

allow availability to walk-in guests. Board member Scott H agreed with this and said that this should be a policy decision. ED Bishop shared that we have a window of opportunity for those that have never been here before to reserve three days in advance without being a member. And non-members that have been here before can reserve one day in advance also. This system is working well providing benefits to members and access to those that are new visitors and non members. Other suggestions included having "quiet times" and "no children" times at some of the pools and ponds. ED Bishop wondered if enforcement of these times would be an issue.

There was also a brief discussion about the best way to provide shade around the swimming pool area using umbrellas or shade screening.

ED Bishop ended by pointing out that employee Robin "Rosie" R was responsible for coordinating the volunteers this year and she did a great job. Long-term volunteer camp host Mike W has also done a wonderful job this season.

Development Director Report

Pam N estimated that the October 9th fundraising dinner would raise about \$25,000 once all the pledges are collected and would net about \$18,000 after expenses. Pam shared that she had a good experience calling members and received many positive responses and feedback. She shared that she did not call members that had recently donated or been contacted about other events and only called from a list of member addresses in the area of the dinner.

Board member Scott H, asked about the Gates Foundation comment on the report, to which Pam shared that she has contacted them to see if there is a fit with OLT programs. Myron H. pointed out that the results of the Long Term Vision Task Force will inform the direction of OLT programs as well as having proposals for land acquisition and ranching operations break-even, which he would like to see.

ISS Report

Board chairperson John S commented about the nice job that was done in the report with pictures and photos from the cleaning of the wiring.

Boardmember Chris M commented on the flyer that was presented in the packet regarding a request for proposal on a new database. He asked if this went out yet and said that it should have been reviewed by the New Database Task Force before being sent to the public. Doug Bates shared that he used this at travel industry gatherings where he was talking to many potential providers-leaving it open to off-the-shelf and custom providers and not ruling anything out.

Office Manager Report

There were no questions and no further discussion about this report.

Ranch Manager Report

Note: The Ranch Manager Report was an image file of a list written on a piece of wood. This image was somehow deleted from the packet before being finalized.

Board member Myron H asked what needs to be done to get the ranch to break even before long-term planning decisions are made.

ED Bishop reminded the board that at the board meeting this past July, the board approved a Ranch Plan that sets the direction for the ranch for the next 2-5 years.

Board chairperson John S called for a break at 10:24 AM. The meeting resumed at 10:34 AM.

Committee and Task Force Reports

Treasurer's Report

Treasurer Myron H talked about the need for long-term capital budgeting plans.

Boardmember Scott H commented that the presentation of the financials should include a one page summary in the packet in addition to the current full detailed reports usually included.

ED Bishop mentioned the summary report he sends out monthly to the board listing the deviations from the budget.

Chris M commented that he would like that the treasurer and the bookkeeper are involved in the loop of reviewing this report.

Governance Committee Report

No activity for the quarter.

Internal Affairs Committee Report

The Internal Affairs Committee reviewed labor law changes that would increase the minimum salary requirement for employees to be considered exempt from overtime.

Old Business

Long Term Visioning Task Force Charter

Task force chairperson Chris M. introduced the presentation of the charter which is included in the packet and would like the board to vote on this if possible.

Board chairperson John S asked the board for a motion.

Motion

Boardmember Martin J made a motion to approve the Long-Term Vision Task Force charter as

presented in the board packet for this October meeting. Boardmember Deb H seconded the motion.

Discussion

Chris M elaborated that this plan would sit below the mission and that other plans would be vetted against this document. At this point the task force is asking the board to sanction it's work to come up with a framework for this plan not approving the content of the future plan itself. The task force will need to look at how easy or difficult it will be to change this plan and maybe the bylaws will need to be amended.

A guest commented that it sounds like this plan would be analogous to the US Constitution.

Scott H commented that this plan is partly in response to what happened in the past where the organization got off track from long held guiding principles.

Martin J cautioned that he doesn't want the plan to be so rigid that the organization cannot change and adapt to different needs and projects.

Chris M also expressed concern about how to reach that balance.

Scott H reminded the board that they are not approving the particulars of the plan right now.

Chris M reported that this task force reports to the Internal Affairs Committee. The Internal Affairs Committee will make a recommendation to the board and the entire board would make the final decision to approve any plan.

ED Bishop mentioned the vital part of this process is the coming together to articulate the vision and this will be an ongoing process.

Board chairperson John S called for a vote on the motion. The motion to approve the Long-Term Vision Task Force charter passed unanimously.

Methane Digester at the Ranch

There were questions about expanding discussion of the methane digester to the entire project but John S suggested bringing it back to discussing just the vaults of the digester.

ED Bishop elaborated that we can complete a conventional septic system with the same vaults that would also work for the methane digester. What's included in the packet includes answers to questions after the special board meeting.

Chris M followed up on one of these questions asking about the comments that we received from the review of our plans that was sent out to knowledgeable groups.

ED Bishop shared that we received feedback which included a biologist talking about what's best to feed the digester-animal waste and algae being good sources.

Board member Scott H shared that he is not against the ranch per se but he is having trouble understanding how we define sustainability and other ideas like the humane treatment of animals and sourcing of food. He is trying to understand what we are doing at the ranch because the board is responsible to know where this is going.

In response to a comment about leasing the ranch to others to operate, ED Bishop pointed out that we can increase income and better take care of the land by doing it ourselves.

Scott H had questions about how we break out and categorize payout for employees at the ranch.

Board member Deb H reminded everyone of the need for a wastewater system at the ranch so we can utilize buildings already created.

Scott H agreed that a septic system should be built, but the methane digester idea opens up larger questions about the ranch.

Chris M shared that he is also unsure where the ranch is going and suggested looking at other financially sustainable ranches-not work in a vacuum. He shared that he is also concerned about failure if the methane digester doesn't work as designed.

Scott H said that the ranch could very well be worth subsidizing if it meets other goals and that money is not the only measure of success.

Martin J commented that the ranch is important and part and parcel of OLT's goals and conservation mission. It is OK if the ranch is losing money if it's achieving other environmental goals.

Geneva M agrees with Martin. Moving forward with the methane digester may be a risk but it is one she thinks is worth it and shows OLT's ethics and values. She looks at the process going forward as very positive.

Myron H expressed concern if there will be enough fuel for the digester to produce gas. In other words is there enough input material to drive it.

Deb H mentioned that proper grazing practices to improve soil include leaving animal waste matter on the land, will this impact the amount of fuel for the digester?

ED Bishop shared that 3 to 6 cubic meters of methane gas can be produced per day with 30 pounds of material-animal waste, food scraps and algae. There is one thousand pounds of algae from the swimming pool every week. We have enough fuel for the digester without picking up cow poop in the field.

Board member Sarah H shared her concern that the vendor we have chosen for the methane digester may not be able to implement a working solution.

Facilities Manager Mark J commented that the vendor has other systems being built and that we

have a video of a working system from him.

Guest and OLT founder Neil S. commented that we don't want to have to do the system again if it doesn't work. He's worried that this may not be the way to go. Methane gas is very dangerous if not handled properly.

Chris M commented that if we go with the vaults and the leach field we would have a septic system. Looking at the numbers and the risk/reward it would be \$10,200 for the vaults, \$11,500 for the leach field to be installed for a total of \$21,700.

ED bishop said that for this 21,000 we could have a working septic system that is compatible with a methane digester system. He added that for \$6,000-\$7,000 more, we could have a system that could be converted to a methane digester system in the future.

Chris M commented that this would reduce the risk exposure.

ED bishop asked the board about just approving the vaults now.

Motion

Board member Scott H made a motion to approve up to \$21,700 to construct a septic system for the ranch bathhouse/kitchen-which includes vaults compatible with a methane digester-and a leach field. Board member Chris M seconded the motion.

There was further discussion addressed by ED Bishop about the safety concerns.

The motion was passed unanimously.

A break was called for lunch at 12:05 PM. At 1:02 PM board chairperson John S called the meeting back to order.

OLT Permanent File Storage

Former board secretary Barb Tidd shared that she is OK with continuing to house OLT's fire resistant file cabinet containing OLT's documents.

Geneva M suggested the file cabinet be moved to the off-site storage unit in Villa Grove. This subject has been brought up before, but no decision was made.

John S suggested that staff make a concerted effort to find a better place to put the file cabinet and to make a recommendation to the board at the next board meeting.

Geneva M commented that she is comfortable with staff making the recommendation.

Fundraising Dinner Update

The development director already discussed the OLT fundraising dinner in her report. There were no further updates.

Financial Reports

There was discussion about recurring donations. Staff member Doug Bates mentioned that our current online system can handle automatically recurring donations to which Chris M suggested that we somehow incentivize monthly donations.

Sarah H said that there is not one level of motivation for what level of membership folks donate. There are lots of different motivations so it would be hard to put a number to an amount of the donations that is "charitable" versus "membership" driven.

The suggestion was made to send the full stats charts in the packet, especially the cumulative sum totals that were requested. This information is sent monthly to board members.

John S commented that he appreciates the clarifying of the previous year difference and he appreciates the effort of ED Doug Bishop and bookkeeper Scott M's efforts.

Motion

Board chairperson John S asked for a motion revisiting the funding for the previously approved septic system.

Martin J made a motion to prove funding for the septic system to come from the Board Designated Capital Savings Fund. Deb H seconded the motion and without further discussion the motion passed unanimously.

New Business

2016 Budget

That discussion began with Chris M talking about ratios for employee expense. ED Bishop mentioned that employee expense is 56% of total income.

Martin J made the suggestion that maybe it was time to lower accommodation rates.

Chris M reminded the board about the importance of building long-term reserves and stated that OLT is not there yet, suggesting it would be better to freeze rates at this time.

John S made the suggestion that maybe extra benefits for members should be considered since the benefits at the \$600 and \$1000 levels is not much different. The other side of the coin was also mentioned-making sure we provide a low cost option.

Chris M asked if there was any new construction plan for the hot springs village.

ED Bishop shared that the Oak House foundation improvements could be made as well as the purchase of bear proof containers or a new used truck, but there were no major capital construction projects planned for the village since we just finished the wastewater treatment

plant this year.

A comment was made that the next revision of the budget include IT and new database amounts.

This led to a discussion that a backup server was necessary and that rather than wait until next year the board should consider allocating money this year.

ISS D Bates would plan to outsource most of the work setting this up and suggested it would cost about \$10,000 to purchase and install a new server.

Motion

Myron H made a motion to approve \$10,000 of the money budgeted for the new database in 2015 which will not be spent to go toward the purchase and installation of a new backup server. Martin J seconded the motion and without further discussion the motion was approved unanimously.

Myron H commented that he was concerned about emptying the water fire truck over the winter and would like to see plans for a new garage to house the fire truck so it can be utilized faster in case of a winter fire.

Policy Review

Matching Fundraising Campaign Guideline Review

John S introduced this topic by pointing out that the October fundraiser dinner was the first time that OLT had utilized a matching fund campaign and questions came up about making sure our process for these type of campaign is consistent and clear. Just like will happen with this year's matching donation funds, John S suggested that when a matching pool is created and donations come in to be matched that they go only to an intended purpose.

Chris M recommended that the matching pool be made of pledges that would be collected after they had been matched.

The regular meeting of the board was adjourned at 3:26 pm

Submitted by:

Approved by:

 / 
Debra Hoffman, Secretary Date

 / 
John Standish, Chair Date

