

Board Meeting Minutes Final
ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING
ORIENT LAND TRUST PAVILION
SATURDAY, JULY 16, 2016, 9:00 AM

ORIENT LAND TRUST IS A NONPROFIT LAND TRUST DEDICATED TO THE PRESERVATION OF VALLEY VIEW HOT SPRINGS (VVHS) 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: Chris M., John S., Geneva M., Scott H., Martin J., Deb H., Myron H., Sarah H. was absent. Patrick C., Aleia S., Roger C. newly appointed board members present

Staff: Scott M., ED Doug Bishop, Mike O., Rosie R.

Guests: Dan F., Don G., Kathy G., David M., Betsey M., Annie P., Steve S., Carl P., Joanne P., Barb T., John Y., Paul E., Julie S., Dennis H., Teri C., John O., David N., Tibor S., Michael F.

Meeting Call to Order

Board chair John S. called the meeting to order at 9:05 am and asked if there was any guest comments.

Guest Dan F. commented on the community friendly feeling and thoughtfulness with other guests and encouraged the same. Aleia S. mentioned that the front desk orientation is a good place for this. Deb H. commented that this friendliness and welcoming attitude starts at the front desk and she thanked front desk staff. Board member Scott H. replied that we hear you and talk about this often. It's important to encourage our unique culture.

Don G. thanked retiring board members Deb H. and Myron H. Annie P. acknowledged all board members thanking all of them.

Consent Agenda 9:20 AM

Board member Geneva M. made a motion to approve the April 16, 2016 Regular Board Meeting minutes. Deb H. seconded and the motion passed unanimously.

Board member Myron H. made a motion to approve the June 14, 2016 Email Vote on New Hydroelectric Generator minutes. Scott H. seconded and the motion passed unanimously. ED Bishop described that the backup alternator was ordered with no ship date yet.

New Business

Governance Committee Recommendations for Election of New Directors

Committee co-chair Don Geddes introduced the new board member candidates. He mentioned that the committee had more qualified applicants than space this year before announcing the new board member recommendations:

1. Patrick C.
2. Roger C.
3. Aleia S.

Motion

Board member Geneva M. made a motion to accept the recommendations and appoint the new board members. Board member Martin J. seconded. Chris M. commented that the governance committee has co-chairs and two main parts, board recruitment and governance and that the committee is looking for outside folks interested in volunteering. Without further comments, the motion passed unanimously.

Election of Renewing Directors

Motion

Board member Chris M. made a motion to retain board member John S. for a new one year term and Board member Geneva M. for a new three year term. Scott H. seconded the motion which passed unanimously without further discussion. Board member Geneva M. abstained.

Nominations of Officers

Motion

Board member Chris M. made a motion seconded by new board member Aleia S. to elect officers to the board with John S. remaining as board chair, Geneva M. remaining as vice chair, Patrick M. assuming the role of treasurer and Martin J. taking over as secretary. Myron H. was asked and agreed to help train new treasurer Patrick C. for a three month period. The motion passed unanimously with Geneva abstaining.

Affirmation of OLT Values by Directors

John S. recapped the information in the board packet about this before Geneva M. made a motion to reaffirm the values which was seconded by Martin J.

ED Bishop encouraged looking at the balancing act inherent in the wording of the values: Understand and realize that as we move thoughtfully and consciously. Scott H. commented that traditional growth models don't apply here. The motion passed unanimously.

Affirmation of Deed Restriction Providing for Naturist Use of Hot Springs Parcel in Perpetuity

Motion

Scott H. made a motion to approve the affirmation of the Deed Restriction Providing for the Naturist Use of the Hot Springs Parcel In Perpetuity and the Naturist Freedom Affirmation as stated in the packet. Martin J. seconded.

Chris M. commented that ED Bishop has changed the mindset to promote naturism which he applauded and noted the success in doing that. Scott H. commented that “necessary but not sufficient” describes how important naturism is. John S. read the Naturist Freedom Affirmation and without further discussion the motion passed unanimously.

Break

Board chair John S. called for a ten minute break at 9:52 am. He called the meeting to order at 10:07 am.

Management Reports

Executive Facilitator (Executive Director)

Board member Geneva M. asked for clarification on the water tests. ED Bishop explained that we test monthly and the May tests showed a problem which was swiftly addressed but OLT has to now defend our treatment waiver with CDPHE which could be revoked. August 1 is the due date for our response to the exemption waiver review. We have been in communication with the department to get feedback on our response before the review.

Myron H. asked for a ballpark figure if it is necessary to install a chlorination system. ED Bishop responded that chlorination is not all that expensive but running parallel lines will add costs.

Mark J. answered John S. question about making sure we have important back up parts on hand.

Board member Scott H. had a question about the “no trespassing” language on the sign by the pool which rubbed him the wrong way. ED Bishop shared that this wording was an insurance requirement and he would look into it with our insurance agent.

In answer to Chris M.’s question, ED Bishop shared that the External Affairs Committee is involved in the new website project and that information is being migrated to the new platform for review by staff and the committee. Scott H. commented that the new website should reflect OLT’s culture. ED Bishop shared that the discovery process by our website design vendor will identify website users and the best way to communicate our message. Aleia S. commented that naturism should be emphasized at each entry point. And others suggested that we have an orientation video on the website.

Myron H. asked for a recap of OLT's firefighting capabilities. ED Bishop answered that staff and volunteers have been trained on the equipment and tools we have which includes hydrants and water lines onsite. Our lands have defensible space and we have the support of surrounding fire districts and the forest service if needed.

Chris M. asked if staff have noticed any negative impacts from increased visitation. ED Bishop answered that parking vehicles are everywhere including where vegetation used to be. Having a vehicle parking area is a possible solution to this stress.

Ranch Manager

Ranch manager Mike O. recapped that spring has been busy and very positive. ED Bishop elaborated that we've had groups, tours, as well as hay, gardens and cover crops planted at the ranch and encouraged everyone to come down and take a look at the great job we are doing. Scott H. commented on the report of interest in a wedding event at the ranch. Cherrye O. responded that there is interest but nothing has been set. Mike O. shared that in a couple of years he would like to work on refurbishing the bunkhouse building at the ranch. Rosie shared that the bathhouse kitchen is working well with college and kids groups camping this summer at the ranch.

Mike O. mentioned that the beehive house renovations have not been completed and that the sale of ranch meat and products is going well. Myron H. encouraged new board members to visit the ranch.

Mark J. commented that Weavers Level Best will put in the septic for the ranch bathhouse/kitchen.

Aleia S. thanked ranch staff for all the progress they have made in the last three years and Mike O. mentioned that he is looking for someone to run the garden and help with chores.

Facilities Manager Report

Facilities Manager Mark J. shared that the building at the astronomy pad will be complete within a week. ED Bishop shared that OLT employee Scott W. designed the structure which is great and under budget.

Mark J. explained the water bypass at the hydro plant. We can make less power when we don't need it and divert the water to the meanders and reservoir.

Geneva thanked staff for installing the swamp cooler in the welcome center. Roger C. asked if there was plans to convert Oakhouse to geothermal heating. Mark J. shared that there is plans this fall to capture heat from the water to help heat Oakhouse.

Scott H. asked about the feasibility of a solar farm on OLT properties. ED Bishop confirmed that the The Nature Conservancy easement does not allow this use so the ranch property cannot host this but another area could. The Essen parcel is not part of the easement for example, but is also 2-3 miles from power.

Visitor Services

Visitor Services Supervisor Rosie R. commented that visitation has been at capacity most everyday. In answer to Scott H.'s question, she shared that it was a rough start with two seasonal front desk staff hires not working out but two new employees were hired, have been trained and are doing well.

Chris M. asked again if Rosie was experiencing burnout. She replied that she was not experiencing burnout and didn't expect to because "staff backs me up" and our volunteers are awesome. ED Bishop concurred adding that we can't say enough about the importance of volunteers. We couldn't do it without them. Rosie shared that we have six volunteers daily, the equivalent of 3 staff. The pavilion has become a special place with the help of volunteers.

Board member Roger C. commented that he was impressed with kids helping. A guest thanked Rosie for her efforts with the flower barrels and boxes around the property. Rosie shared about the educational programs at the ranch: 2 college groups, kids groups from Alamosa and there are 15 kids signed up for the kids science camp. Cherrye O. expressed her appreciation for all that Rosie does.

Chris M. asked about liability issues with some of the activities that are part of the camp. Rosie shared that OLT's attorney is reviewing the liability waiver.

Office Manager

ED Bishop thanked office manager Cherrye O. for her ideas and energy making the ranch outreach events a success.

Responding to questions about the sunblock and insect repellent that OLT sells, Cherrye shared that it is eco friendly and we do educate about rinsing off before entering the waters.

Board chair John S. shared that he was blown away by the positive energy of staff and all the activities going on.

ISS Report by Doug Bates

Board member Geneva M. asked about OLT's internet service providers. Doug Bates shared that the primary provider is Colorado Central Telecom with Fairpoint as the main backup. We also have an AT&T internet hotspot as a third option. Doug Bates shared that we are trying a new web and phone conferencing service, Uberconference.

Board, Committee and Task Force Reports

Board Chair Report

There was no further questions or discussion about this report.

Treasurer Report

New board member and treasurer Patrick C. introduced himself and shared that he is a CPA with his own practice who has been visiting the hot springs since 1982. Former treasurer Myron H. shared that one of the goals was to review the system of benefits for board members and other volunteers.

Governance Committee Report

John S. shared thanks for committee co-chair Don G. and committee members for guiding us through successful board recruitment with a record number of applicants.

Conservation Committee Report

Committee volunteer Victor shared that he may have insight into water testing. Committee chair Dave M. shared that he welcomed help in returning to the Essen parcel for further monitoring. New board member Aleia S. has joined the committee. Another committee member Dan F. had questions for OLT's partners in the ranch meanders project, wondering if the meanders can accommodate enough water.

Internal Affairs Committee Report

Geneva M. confirmed that she is not on this committee. There was no further discussion or questions for this committee.

New Database Task Force Report

Board member and database developer Chris M. shared an update about the stopgap system upgrade that he is working on for OLT. He shared that the stopgap will be ready for implementation this December and is designed to be in place for one year, giving OLT time to develop and implement a new system in 2017. Task force chair Scott M. shared that the task force is engaged in discovery with vendors and will review proposals with the goal of having a

recommendation to the board for a new system in October. Roger C. asked if the new system will have online reservations. ED Bishop answered that it would, but probably in a future phase.

Updates

Plans proceeding for ranch celebration October 1

Staff shared that tickets are now on sale for the event. ED Bishop elaborated on the ranch event and the importance of outreach.

Lunch

Board chair John S. called a break for lunch at 12 pm. The meeting resumed at 1 pm.

Q&A – Board Members & Guests

Guest Annie asked how it worked at the ranch. Are there charges and fees? Rosie answered that the tours and outreach at the ranch are free of charge.

An anonymous guest pointed out the challenge of growth. Is there a committee or task force addressing the best preferable direction this place can go. Scott H. shared that the Long term vision task force was created to address some of these questions and this is a process not just an investigation.

Bishop answered questions about OLT capacity numbers for hot springs visitors (105 adults for overnight use and 35 people for day use.) ED Bishop also shared the acreage of OLT: 2200 total, the hot springs is 30 acres.

Camp host Michael shared the importance of maintaining the family oriented culture.

Myron H. answered questions about cash reserves, sharing that OLT has board designated operating reserves, capital reserves, winter savings and savings for loan payments.

Dan F. shared a suggestion for wording the “No Trespassing” message on the pool sign mentioned earlier.

Camp host Mike W. gave a shout out to the atmosphere at the pavilion sharing it has “become a real community center-it’s a treasure.” And the astronomy pad is “inspiring wonderment and awe.”

Chris M. invited folks to get involved more through committees which provide a good view into the board oversight of the organization.

John S. shared that a part of the culture is for people who have experience and history here to set the example for others, paying it forward in that way. It's about finding the balance between guidelines-having as few as needed, relying on everyone's goodwill and have that energy foster and grow.

A guest who has been coming to OLT for 23 years shared appreciation and thanks to Terry and Neil and that they were happy with the board governance and how things are going.

The Q and A ended at 1:35 pm.

Financial Reports

Income Statements, Balance Sheet, Cash Flow Statements

Myron H. lead discussions of financials and pointed out the board designated funds, which will be added to at the end of the year. Chris M. shared that the board should be cognizant of percentages for staff expenses and make sure they are not out of whack.

Myron H. discussed that the new alternator is a capital expense and encouraged that decisions be made about the priority of upcoming projects because projects on the horizon could exhaust current reserves. Scott H. commented that liquidity in investments is important. There was further discussion clarifying OLT non profit status. ED Bishop shared that reserves are allowed for non profits but must be for stated charitable purposes. ED Bishop shared that donations are slightly down over last year because a large \$10,000 donation given in 2015 has not been repeated in 2016.

Resolutions of Consent to Sign

Motion

Roger C. made a motion to approve the resolution for signatories on OLT accounts (removing Myron H. and adding new treasurer Patrick C. and confirming continuing board and staff) as presented in the board packet. Geneva M. seconded and without further discussion the resolution passed.

Business Continued

Ranch Management Plan Discussion

ED Bishop shared that he does not have a five year plan to present yet. More questions came up from further research and some ideas turned out to be less feasible. Our hands have been full this year. He also shared that the methane digester is close to production but won't be able to produce in the winter because there are no heaters. The leach field will not be in the building envelope.

Scott H. asked for thoughts on expanding recreational and naturist visitation at the ranch. ED Bishop shared that TNC is ok with swimming at the reservoir, but we need to provide dock access to the water so there aren't negative impacts. We could have 20-25 campers at the ranch. Scott H. commented that he would like to expand recreation at the ranch and he asked about the proposed bike path. ED Bishop responded that there are questions about locating a bike path on BLM land that need to be answered.

Chris M. asked if green burial was still being considered. ED Bishop responded that there are questions that are 501(c)3 status would not be compatible with this use. The idea is ripe, but there are still lots of questions.

Geneva M. shared that greenhouses may be favorable with grants for Vista volunteer help and local food production possible. ED Bishop responded that we are looking at the feasibility of greenhouses which have to be built in the building envelope.

ED Bishop shared that improving the earth soil habitat is our goal and we are doing that. Board member Roger C. applauded the educational value of ranch and other OLT activities.

John S. mentioned about the wedding proposed at the ranch. ED Bishop shared that no development is planned. Weddings are part of an emerging market, but no decision has been made.

IAC recommendation to approve SEP IRA employee benefit

Chris M. stated that we don't want to take benefits away, and encouraged the board to go forward with this as an ongoing benefit. John S. questioned the impact on employee expenses. (Note: This benefit being considered is a replacement for the old FSA benefit.)

It was decided to break the motion into two.

Motions

Chris M. made a motion to approve establishing the SEP IRA as a benefit for employees. Martin J. seconded and without further discussion the motion passed unanimously.

Roger C. made a motion to approve SEP IRA expenditures for 2016 not to exceed the budgeted amount of \$29,400 unless this change is approved by the board. Patrick C. seconded and without further discussion the motions passed.

Policy Review

Discuss Governance Committee structure and membership

Board member Geneva M. originally wanted to discuss separating the board recruitment functions of the committee from the governance responsibilities, but upon further consideration advocated keeping the functions of the committee integrated.

She noted that the Governance Committee was formed to include not just board recruitment but ongoing training of board members and governance functions because those responsibilities are intertwined. Chris M. commented that the co-chair model for the committee with one chair overseeing board recruitment and one chair overseeing governance is working and was glad to see Geneva come full circle on this.

Geneva cautioned that committee members should not be weighted too heavily toward board members which lead to further discussion and a motion.

Motion

Martin made a motion and Chris seconded that there should be no more than a quorum minus one of board members on the Governance Committee.

There was further comment with Governance Committee co-chair Don G. cautioning against the board getting to insular. ED Bishop commented that a committee should not be able to railroad decisions through the board because it is composed of a majority of board members.

The motion passed unanimously.

Future Topics

A few topics were noted for future discussion including parking congestion and dogs in the waters because they are tethered too close to the pools and ponds.

Adjourn Regular Meeting

Board chair John S. adjourned the meeting at 3:44 pm.

Submitted by:

Approved by:

_____/_____
Martin Jolley, Secretary Date

_____/_____
John Standish, Board Chair Date