

**Board Meeting Minutes\_Final**  
**ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING**  
**SPRUCE HOUSE ADJACENT TO THE OLT WELCOME CENTER**  
**SATURDAY, JANUARY 21, 2017, 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 Board Members: Geneva M. (Vice Chair, ran meeting in absence of Board Chair,) Martin J., Patrick C., Chris M., Sarah H., Scott H., Roger C., Aleia S., John S. (Board Chair present by phone for only a short time at the beginning of the meeting)

Attendance: Staff: Doug Bishop, Doug Bates by phone, Scott M., Rosie R., Cherrye O., Mike O.  
Guests: Rob Z., Dave M., Harold P., Daniel F., Dan J., Carolyn C., Steve S., Cynthia N.

Meeting chair Geneva M. called the meeting to order at 9:01 AM.

Meeting chair Geneva M. asked if there was any general Guest Questions/Comments. Guest and Conservation Committee member Daniel F. commented that he had a draft of his "Valley View Owner's Manual" that he will send to board members.

Guest Dave M. from San Luis Valley Ecosystem Council made a presentation asking for board and member comments and letters be sent to the Rio Grande National Forest currently revising their 20 year plan. The new 20 year plan will take effect in 2018 and now is the time to comment. Dave M. shared that 357,000 acres of land are being considered for inclusion in the forest service plan, including land close to OLT and all along the Sangre de Cristo mountains. Dave M. asked the board to send a letter to encourage the inclusion of these new lands. He also encouraged OLT to contact members and ask for individuals to send letters of support as well. There was some discussion of the way to word the letter and general agreement that the OLT Board of Directors would send a letter.

**Consent Agenda**

Board member Scott H. asked that two comments that were made at the last board meeting be added. One, Sarah H.'s suggestion that perhaps OLT should look at decreasing the number of members at the Member Appreciation Weekend by increasing the membership level needed to be able to attend the event. Two, it was discussed that to alleviate parking congestion, that day users should park below the Welcome Center gate and walk up to the hot springs.

Board member Roger C. made a motion to approve the October 2016 meeting minutes with these corrections. Board member Patrick C. seconded and the approval of the meeting minutes passed unanimously.

## **Old Business**

### **Draft 2017 Budget Review and Discussion**

The discussion about the proposed 2017 budget began with board member Scott H. asking about the budgeted drop in cash contributions. ED Bishop responded that events related to WWTP donations increased contributions in previous year's that are not expected in 2017. It was a conscious decision not to do as many fundraising events

Board Treasurer Patrick C. suggested that the cost of sales items is higher in relation to an increase in sales. Board member Scott H. confirmed that that sales items are for the convenience of guests. Board member Roger C. asked about the markup of sales items. ED Bishop mentioned that items were marked up at double their costs for most items.

Board member Scott H. commented that ranch improvements were budgeted at less than last year. ED Bishop answered that the decreased estimate was due to smaller planned projects for this year.

Board member Scott H. commented that the detailed payroll categories are confusing. ED Bishop commented that the bottom line employee expense should be looked at. He elaborated that the SEP IRA benefit will be paid in 2017 so comparing 2017 employee expense to 2016 actuals will be higher, 50% instead of 47% for example.

ED Bishop shared that we will update the total employee expense budget amount to include approved amount of \$730,000-\$731,000. We are confident in this bottom line, but the sub categories are not correct yet, but will be updated.

Board member Chris M. recommended that one more round of revisions on the budget be completed based on board input from the meeting and then the final budget can be approved later by official email vote. Scott H. agreed with this suggestion.

Chris M. asked to confirm that the WWTP loan was paid off. Bishop ED answered yes.

Board member Scott H. suggested that the budget for maintenance should be increased. Board member Roger C. commented that the new windows on the cabins is a plus.

ED Bishop answered questions from Chris M. about the printing and publications category. And Scott H.'s question that the rent category refers to the rental of the storage unit.

In response to a request by board member Roger C., ED Bishop went over the capital projects budgeted. Questions came up about whether the categories for Electric System Optimization and Cabin Renovation should be included since the amounts do not meet the \$3,000 depreciation threshold. Facilities Manager Mark J. estimated that the windows upgrades on three cabins would run about \$3,200. Meeting chair Geneva M. asked if new windows in

Oakhouse or the foundation work for Oakhouse was a higher priority. ED Bishop answered that the building is stable on post and pillars so we can take the repairs in stages. Board member Sarah H. asked again if the windows should be replaced before the foundation repair, to which ED Bishop answered that he is confident this is not a problem of timing.

Board member Scott H. commented that if a capital project meets the threshold for capital projects then there should be a project and budget proposal which is the current OLT procedure. Scott H. also commented that it is hard to approve the budget without end of year numbers. ED Bishop stated that the amount in capital projects for a greenhouse would be removed for now and the vehicles sub category details would be removed from the budget as suggested from board members.

Proceeding to an approval of the 2017 budget, it was agreed that the ED would revise the budget within one week and then send it out to the board for email approval by February 11.

### **Management Reports**

#### **Executive Facilitator-Executive Director (ED) Report**

Commenting on all the staff activity from the past December, board member Geneva M. mentioned to make sure staff gets to relax a little next December.

#### **Ranch Manager Report**

Discussion then turned to the ranch. Board member Scott H. commented that he attended a ranching conference this past November with OLT's Ranch Manager Mike O. and other OLT staff also attending. Ranching is changing dramatically, Scott H. commented. ED Bishop mentioned that staff is also talking about the best ideas for the ranch.

Ranch Manager Mike O. mentioned that Cherrye and he will be coordinating ranch hosts and ranch activities. He also handed out a supplement to his report in the packet with a list of projects and estimated costs that he would like to see at the ranch.

Board member Scott H. asked if the Conservation Committee provided oversight to ranch planning. Board member Geneva M. shared that there is a ranch plan approved by the board but it needs additions. The plan provides vision for staff. ED Bishop mentioned that he will recirculate the current plan.

#### **Facilities Manager Report**

No additional questions or comments.

#### **Visitor Services Report**

Visitor Services Manager and Volunteer Coordinator Rosie R. highlighted the volunteer hours reported in her board report. In 2016, OLT benefited from 8000 hours of volunteer time. If one values these hours at \$25 per hour, then the value of the volunteer program is around \$200,000.

**Office Manager Report**

No additional questions or comments.

**ISS Report**

Scott H. commented that he was impressed with feedback from from the proposed new database vendor.

**Board chairperson Geneva M. called for a break at 10:35 AM. The meeting resumed at 10:46 AM.**

**Board, Committee and Task Force Reports****Governance Committee Report**

With no further questions about the Board Chair report, discussion began with the Governance Committee report. Board and committee member and Geneva M. mentioned that the Governance Committee will be addressed later in the policy section.

ED Bishop asked if the Governance Committee has received board member applications. Board and committee member Martin J. answered that yes there has been some interest.

Board and committee member Geneva M. reminded the board that the Governance Committee co-chair is resigning, so we need to be working on recruitment. Continuing the discussion ED Bishop suggested that we mention this in the newsletter that goes out once a month. Martin J. agreed and Geneva M. suggested the Governance committee write something for the newsletter.

**Internal Affairs Committee Report**

No additional comments or questions.

**External Affairs Committee**

No additional comments or questions.

**Conservation Committee**

Board member and committee member Geneva M. shared that the Conservation Committee needs staff feedback. The topic of recycling is being discussed in the committee. Martin J. asked how much recycling costs. ED Bishop confirmed that we do pay to have the recycling picked up just like trash removal and the details are in the financials. Facilities Manager Mark J. commented that the recycling team OLT uses is very reasonable and this is an important project for them.

**Site Plan Committee**

No additional comments or questions for this committee.

**Long Term Visioning Task Force Charter**

Task force lead and board member Scott H. asked board and task force member Chris M. to take the lead again and chair the task force. Chris M. shared that he will be tied up until until

May and Scott H. shared that he will continue as chair of the task force until then to help tie up loose ends.

#### **Other comments on committees**

Board member Aleia S. commented about the lack of committee reports.

Staff member Rosie R. circled back around to the need for volunteers related to the Conservation Committee projects in the packet report.

ED Bishop mentioned the collaboration between the External Affairs and Conservation Committees to help with the volunteer programs.

#### **Old Business**

##### **Methane Digester**

With time left before lunch, discussion and a decision on the Methane Digester was addressed. Board member Martin J. asked if \$9000 is enough to cover it? Mark J. shared that no cushion was added to that number. There was discussion about adding 20% to the amount being asked for to bring the total to \$9,950.

##### **Motion**

Board member Roger C. made a motion to approve \$9,950 to complete the methane digester. Further discussion included Chris M.'s comment that he would like to see a comparison of the original proposal and actual costs reviewed after the completion of the project. Mark J. answered that he would make that report. In answer to questions about the source of "fuel" for the digester, Mark J. answered that 30 pounds of material-weeds and compost made into a "soup"-will be added to the digester with algae also being a prime source.

There was further discussion about the carbon by-product of transporting materials from the hot springs being offset by the savings in methane digester use. Another board member (MJ) mentioned that methane gas is four times more destructive in the environment than CO2 so it would take a lot of carbon to match.

Sarah H. commented that using the nomenclature "wastewater treatment" in relation to the methane digester is confusing. Mark J. clarified that the WWTP is at the hot springs village and the Methane Digester is at the ranch.

Without further discussion, the motion passed unanimously.

#### **Update**

##### **Telescope Grant Application**

OLT Staff person Rosie R. is writing a grant for for a new more powerful telescope and accessories to enhance the Astronomy program at OLT. Board member Sarah H. gave thanks for championing this adding that it's a long time coming.



The grantor is the San Luis Valley Conservation Initiative, Rosie shared in answer to board member Geneva M.'s question. Rosie added that we have a great astronomy host volunteer, Mark C. who helps train other volunteers and helped put together the new equipment being requested.

Board member Chris M. asked if there will be any ongoing expenses related to acquiring the new telescope if the grant is successful. Rosie answered that the installation will be done by volunteer Astronomer Mark C. who will train staff and other volunteers. Board member Roger C. asked if OLT will have to put any money toward the project. Rosie shared that she did put some thought into this and will be able to fundraise or find funds if the grant provides only partial funding.

Guest Dan J. commented on the outreach benefits of the project beyond just the immediate OLT community, noting the potential educational impact in the larger community. With another comment mentioning that OLT's college connections could facilitate greater learning projects with the new more powerful telescope.

Board member Chris M. commented that he wanted to make sure OLT funds were not being committed to acquire the grant. Rosie answered in the affirmative adding that we don't have to take the grant if it only partially funds the project.

#### **Old Business cont.**

##### **New Website Proposal**

Though the board has already approved a new website project and staff has been working with a vendor on a new website on the Wordpress platform, staff wanted to inform the board that they are looking into consolidating the website project on the same platform and with the same vendor as the new database. Board members commented that it could be beneficial to have one vendor for both projects. There was also comments that the Drupal platform is more complex than Wordpress. No board decision was needed at this time. Staff will submit a proposal to the board if they recommend a change to the scope and/or costs of the project.

**A break was called for lunch at 12:02 PM. At 1:00 PM board chairperson Geneva M. called the meeting back to order.**

#### **Old Business cont.**

##### **New Database**

At the October 2016 board meeting, the New Database Task Force completed its work recommending a vendor to build a new reservation/membership/point of sale database system. The task force presented the full scope of the project and Nathan P. from vendor Wanna Pixel was at the meeting to make a presentation and answer questions. The board approved the discovery/design engagement phase of that larger proposal to be completed by the end of December. With that first phase being successful, staff, with Nathan P. from vendor Wanna Pixel in attendance by phone, recommended to proceed with the project to complete a new system by the end of 2017.

There were questions answered about the warranty period which will be 30 days after completion with the ability to be extended for an additional fee if needed. Nathan P. addressed questions about ongoing maintenance saying that Wanna Pixel can provide everything from a fully dedicated support person to levels of maintenance support working with OLT IT staff utilizing a support agreement. Support could start January 2018. The support agreements are written as 30 day notice paid monthly and would address board member Scott H.'s concerns if bugs need addressed after the warranty period. Staff has not decided on the best support options and will inform the board with a recommendation at a later time.

Board member Chris M. asked about the risk to the timeline since the proposal is a fixed bid that is time-bound. Nathan P. answered that there is no risk to the timeline. The timeline includes a buffer from September when the new system will be complete, to December when the new system will go live. Nathan P. shared that the agile development process will feature sprints to complete functionality as we go and include weekly communication with staff. OLT ISS Manager Doug Bates shared that OLT's current servers upgraded over the last year are more than adequate for the needs of the new database system. Nathan P. with Wanna Pixel addressed the benefits of long term support, efficiency, ease of updating and convenience developing the new system as a web application on the Drupal platform.

Board member Scott H. asked if there were any show stoppers or unexpected concerns. No, answered Nathan P. He is happy and positive with what he sees. Board member Patrick C. asked about the payment schedule for the project. Nathan P. answered that though there are milestones that will keep the project on track and accountable the payments are structured in installments and not directly tied to deliverables. Board member Patrick C. questioned how to hold the vendor accountable.

Board member Sarah H. mentioned that long time guests can help test and she expressed concern about having plenty of time for beta testing. ED Bishop commented that the development will happen feature by feature allowing for testing as we go. Doug Bates mentioned that the new system is being built on established platforms which minimizes the amount of customization that will need to be tested.

#### **Motion**

After further discussion, the board decided to split the approval of the project into two motions, one approving the project/vendor and one approving the funding for the project.

Board member Patrick C. made a motion seconded by board member Aleia S. to approve the proposed project plan to build the new database with Wanna Pixel. With no further discussion, the motion passed unanimously.

ED Bishop commented that OLT has the reserves to cover the new database project without a loan, but that securing a loan would be a good cushion for the reserves.

Board member Scott H. made a motion seconded by Roger C. to get \$100,000 loan to help fund the approved new database project. With no significant further comment the motion was approved with a unanimous vote.

## **Policy Review**

### **Committee structure: how committee chairs are selected and how committee members are selected**

Board member Martin J. commented that the Governance Committee has two co-chairs and it seems like the committee could choose their own chairpersons.

Board member Geneva M. brought up that when she was board chair that she developed the practice of attending all the committee meetings and current board chair John S. has continued this practice but it is not a requirement stated in the By Laws. The comment was made that perhaps it is best that the Board Chairperson may attend any and all committee meetings as an ex-officio non voting member.

Martin J. brought up his concern about having too many board members on the Governance Committee and that having an undue influence on board recruitment. Board member Scott H. commented that sticking to the no more than a quorum minus one of board members on any committee takes care of any issues and the board chair should be a voting member of the Governance Committee.

Governance Committee co-chair Don G. commented by phone to clarify the question being discussed. Board member Chris M. chimed in that the board chair should not have a voting position on the Governance Committee. Board member Scott H. countered that it shouldn't be a problem with the quorum minus one rule in place. Since the board chair doesn't have any extra power, it doesn't seem like a problem to have a board chair on the committee voting. Board member Geneva M. thinks board chair should be allowed to be on the Governance Committee but not chair the committee. Board member Chris M. shared that he is Ok with this. Further comments talked about looking at the number of board members on each committee.

### **New Committee Chairs and Membership**

Discussion evolved to filling open committee chair positions and rearranging some committee membership. Board member Sarah H. shared that she is willing to be the Site Plan Committee Chairperson. Board member Roger C. agreed to move from the board member heavy Internal Affairs Committee to the External Affairs Committee. And board member Aleia S. agreed to chair the External Affairs Committee.

### **Consider Geneva M.'s board reappointment last year a two year term instead of a three year term**

#### **Motion**

With the goal to get back on track with three board terms expiring each year, per OLT's current guidelines, board member Aleia S. made a motion seconded by Roger C. to make board member Geneva M.'s re appointment to the board last year a two year term, instead of a three



year term, expiring in 2018. Without further discussion the motion passed with a unanimous vote of the board.

Board member Scott H. asked board members whose terms are expiring this year if they are interested in staying on the board.

#### **ED evaluations**

Board member and Governance Committee co-chair Martin J. passed out the format for the ED evaluation. Board member Geneva M. commented that this is getting back to best practices with the ED evaluation in April. Martin J. also passed out a demographic matrix to help make sure the board is diverse and well rounded also passed.

#### **A formal timeline for the identification, vetting and selection of potential new board members as well as follow up.**

Board member and Governance Committee co-chair Martin J. shared that there is a basic timeline for board member recruitment but it needs to be fleshed out so prospective board members are evaluated when necessary.

It was discussed whether board applicants should be presented to the entire board before the Governance Committee decides who to interview. The general consensus was to keep this committee work. The board should not decide who to interview.

#### **Proposed "guidelines" for committee charters with respect to the selection/election of chairs and co-chairs.**

It was decided that a template should be created and sent out to all committee chairs to gather this information.

**Meeting chairperson Geneva M. called for a break at 2:52 pm and called the meeting back to order at 3:04 pm.**

#### **New Business**

##### **Scholarship Proposal**

Visitor Services Manager/Volunteer Coordinator Rosie R. explained her reasons for the Scholarship proposal.

Board member Scott H. asked if this would be formalized as an ongoing program or is this just a one time allocation. Board member Martin J. suggested that we may need to put conditions in place if it becomes a more formal ongoing program.

Board member Aleia S. spoke in favor of Stephanie G. as the recipient of the scholarship award. Board member Geneva M. also spoke in favor of Stephanie G. as the recipient of the scholarship award. She also commented that the board has time to approve this one instance and then work on a template for an ongoing program.

Board member Martin J. talked about his experience with another organization that has youth college scholarships. Board member Chris M. shared that it would be nice to see a larger more formalized OLT Scholarship Program, so it doesn't seem like just singling out one person. ED Bishop spoke passionately in favor of a scholarship program with developed framework and criteria. Board member Geneva M. shared the vision that the scholarship would create connections in the community. ED Bishop suggested the External Affairs Committee would come up with a scholarship proposal to present to the board at the next meeting. There was just a bit more discussion on the topic including the timing for the award and the kind of expenses that should be covered. There was general support for the scholarship and the External Affairs Committee will flesh out the details and have a recommendation for the board at the next meeting.

### **Financial Reports**

There was a question answered about the financial audit that takes place annually and about the items on the balance sheet and Statement of Cashflows

Other miscellaneous discussion around financials included board member Scott H. bringing up the idea of reducing fees. ED Bishop shared that tent sites are free in the winter. Guest Daniel F. commented, just don't raise prices. Board member Geneva M. commented that she feels better that OLT has reserves in the bank and that it feels balanced. Board member Aleia S. pointed out that the increased volunteer program addresses that no one is turned away.

Board member Chris M. spoke up in favor of funding the endowment for long term sustainability. Perhaps even establishing a ranch endowment. After a couple of other miscellaneous comments the regular meeting ended

**The regular meeting of the board was adjourned at 3:56 pm**

Submitted by:

 4/15/17  
Martin Jolley, Secretary Date

Approved by:

 4/15/17  
Geneva Mixon, Vice Chair Date