

**Board of Directors Meeting Minutes\_Approved**  
**ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING**  
**OLT EVERSON RANCH, RANCH HOUSE**  
**SATURDAY, APRIL 15, 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: John Standish, Geneva Mixon, Martin Jolley, Sarah Halliday, Roger Courtemanche, Aleia Schaum

Board Members Absent: Patrick Comiskey, Chris Miller, Scott Hamilton,

Attendance: Staff: Doug Bishop, Doug Bates by video conference, Scott M., Rosie R., Cherrye O., Mike O.

Guests: Phil B., Rob Z., Dave M., Annie P., Steve S., Janice J.

**Meeting Call to Order**

With more than a quorum (six board members present) Board chair John S. called the meeting to order at 9:01 AM.

**General Guest Questions/Comments**

Board chair John S. asked if there were any questions or comments from guests. Guest Phil B. asked to introduce himself, saying he is a supporter of OLT and neighbor who lives nearby and then he played an instrumental song on his guitar ending with applause and thanks from those in attendance. In closing Phil B. thanked OLT founders Neil and Terry for keeping a high bar to make changes at the land trust.

**Consent Agenda 9:20 AM**

Staff person Rosie R. commented that the meeting notes from the last meeting should list her and Cherry O. as attendees.

**Motion**

Board member Roger C. made a motion to approve the minutes of the January 21, 2017 Regular Board Meeting with the suggested correction. Board member Aleia S. seconded and the motion passed unanimously.

**Business**

**Possible new protocol of posting and approving board meeting minutes within a month of meetings.**

Board chair John S. started with a discussion about the board approving minutes from the meeting within a month of the meeting date. This would be done with an email vote of the board and the minutes would then be posted on the website as approved. This idea came from a past board member who commented that this is the way that it used to be handled so the previous meeting minutes are approved closer to the meeting date.

Board member Geneva M. commented that we need to make sure that board members are available and can get the minutes in time for review. Board member Martin J. stated that this should not be the same for committee meeting notes and the topic of committee meeting notes was brought up later for further discussion.

### **Motion**

Board member Geneva M. made a motion for the email approval of OLT Board of Director meeting minutes within two weeks of the board meeting and posted as approved for the public within a month of the meeting date. Board member Roger C. seconded. With no further discussion the motion passed unanimously.

### **Importance of quarterly committee meetings with minutes**

#### **Board & Committee Intra/Inter-Agency Communication and Transparency**

#### **How to make meetings & discussions available to public or to members of other committees...and should we?**

Board chair John S. returned to the topic of committee meeting minutes and the larger topic Governance Committee co-chair Don G. had expressed previously by email, of guests, members and those interested being able to see what other committees are doing.

Executive Facilitator (ED) Bishop shared that first, committees have to be active and suggested that minutes from committee meetings should be in the quarterly board meeting packets. This lead to several questions from board members about whether all committees are required to publish minutes of meetings and whether all meeting minutes are public. Board member Roger C. commented that committee work is not finalized and that committees make no decisions, only recommendations for the board. Because committee work is in process with no consensus yet, there could be room for misinterpretations. ED Bishop shared that it is important for those interested to have more information rather than less if we want to be transparent.

Staff board assistant Scott M. commented that he is happy to help post committee meetings on the OLT web calendar and make sure the minutes of committee meetings are in the board meeting packets.

Board chair John S. commented that it is important to be able to have guests at committee meeting and have a protocol of guests not being able to fully participate in the meeting just like we have at regular board meetings. Having guests at the committee meetings is important to promote participation. Sarah H. welcomed the good discussion in figuring out how to do that.

There was some comment and discussion clarifying how committee meetings are set (acknowledging the difficulty of coordinating availability) and what the process would be like for a guest to participate in a meeting. It was suggested that those interested in attending a committee meeting, notify the committee chairperson to express interest and get the meeting call-in details. In wrapping up this aspect of the discussion, board chair John S. summarized

that committee chairs would not need to change how they set up meetings, just notify staff to update the calendar once a meeting is set up.

Other discussion included board committees updating their mission statements in accordance with the board approved charters that established the committees. The website includes old and outdated information that should be revised. Board member and External Affairs Committee chair Aleia S. shared that part of the work of the External Affairs Committee is to help committees to present the work they are doing and recruit more participation if needed. Other discussion included reaching the balance for the number of members and diversity on committees and how to acknowledge and say thank you to committee volunteers.

### **Motion**

In order to provide specific instruction, board member Geneva M. made a motion for board committee chairs to notify the secretary in advance about committee meetings so the meetings can be posted on the web calendar and make sure committee minutes are taken at each meeting and shared in the quarterly board meeting packets. Board member Roger C. seconded and the motion passed unanimously without further discussion.

### **Update committee mission statements**

Board member Aleia S. asked board committees to review their mission statements, though no motion was made/passed about this.

### **Long term Vision Task Force-mission and direction evaluation**

Board chair John S. introduced the next topic reporting that board members and task force chairs Scott H. and Chris M. have asked for board direction to help guide the work of the Long Term Vision Task Force (LTVTF).

Board member Geneva M. asked what is the end directive? ED Bishop shared that clarifying a long term vision for OLT is ongoing work and more of a process than a destination. Since board members Scott H. and Chris M. were not at the meeting there was no further discussion.

### **Reports & Updates**

#### **Management Reports**

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

ED Bishop shared that he prefers the title facilitator rather than director because that better encompasses how he sees his role at OLT. That is why he uses that title on his board report and he is OK if that is the only place the "facilitator" title is used.

ED Bishop highlighted the public acknowledgement in his report that the state of Colorado is requiring disinfection of the drinking water system. The thinking now is that separate point of use systems will be necessary for each tap. Answering board member John S.s question, ED Bishop continued that a timeline to complete the project has not been set and will be contingent on how and when the state approves designs and the other important steps of the process.

There were no further questions or comments about this report.

### **Facilities Director Report**

In answer to board members questions, Facilities Manager Mark J. said that the final phase of the Methane Digester should be completed next week. With no further questions or comments the discussion moved to the next report.

### **Visitor Services Report**

In answer to a question from a board member, Visitor Services Manager/Volunteer Coordinator Rosie R. shared that OLT was not chosen for funding on the new telescope grant. In further discussion about this topic, it was suggested that the Gates Foundation would be worth looking into to fund the project and also we could have a special fundraiser. Rosie R. shared that the Saguache County grant for the Kids Science Camp was received. There were no further questions or comments about this report.

### **Ranch Manager Report**

ED Bishop shared a wonderful letter from a mother and daughter that had a great experience at the ranch including talking to Ranch Manager Mike O. and ranch staff Cherrye O. Mike O. shared about the work volunteers are doing at the ranch for the temporary greenhouses and the permanent greenhouse that we want to build this year. There have been 70 ranch tours. There were no further questions or comments about this report.

### **Office Manager Report**

ED Bishop commented that the expenses for the cost of goods sold may seem high, but it's because we have stocked up on inventory and this is the right time to do it.

Board member Aleia S. commented about tours taking time away from Ranch Manager Mike O.s other work, even though Cherrye O. is also spending 2 days working at the ranch.

Board member Roger C. asked if there would be camping at the ranch. ED Bishop answered that volunteers may be able to stay at the ranch, but the ranch would not provide camping for those looking to use the hot springs.



Ranch Manager Mike O. stated that we'll need a supervisor for the student interns at the ranch. There were no further questions or comments about the Office Manager Report.

### **Break**

Board chair John S. called for break at 10:41 AM calling the meeting to order again at 11:01 AM.

### **ISS Manager Report**

ISS Manager Doug Bates shared an update about the new website. He started with a little background on the project, which was started before the visitor database project, before we settled on the platform for the visitor database web application and that the new website was planned and started on a different platform. Staff is now taking the time to look at the best way to proceed with the website to get it on the same platform as the visitor database.

Board members asked questions about whether it would spread our visitor database vendor too thin to take on the website revision as well and about cost increases expected to finish the website. Doug Bates answered that our visitor database vendor is confident that adding the website will not have a negative impact on completing the visitor database. The website will likely cost a little more to complete because of the intricacies of the new platform that will allow greater integration with the visitor database.

Board member Martin J. asked about how the review of website content is going and he asked if the plan was still to involve the External Affairs Committee in the website somehow with big picture content overview and insight. Doug Bates answered in the affirmative that staff encourages participation. ED Bishop stated again that the delay in the website has been taking the time deciding to switch the website platform from Wordpress to Drupal in order to be on the same platform as the visitor database.

Board chair John S. asked how Doug Bates was feeling about the building of the new visitor database. ISS Manager Doug Bates shared his concerns about the communication with the vendor and whether the process was moving fast enough to complete the project this year. ED Bishop and staff member Scott M. are also helping to oversee the new visitor database project. Board member Roger C. asked that since he seemed to have reservations, is the vendor confident? Doug Bates answered that the vendor is confident and is not expressing any concerns.

### **Board Committee Reports**

#### **Board Chair Report**

No questions or comments on this report.

#### **Treasurer Report**

There was no report in the packet, thus no questions or comments about it at the meeting. ED Bishop used this time at the meeting to share that the annual accounting audit was just completed and a full written report from the auditor will be forthcoming. Treasurer Patrick C.

was involved in reviewing the audit reports and meeting with the auditors at the exit interview. OLT received a very good audit report.

### **Governance Committee Report**

Governance Committee co-chair Martin J. shared that the committee is scheduling interviews with prospective board member candidates in May and is also working on the ED review.

### **Internal Affairs Report**

There was no report or activity by this committee since the last board meeting. ED Bishop reported that OLT investments have been moved to Certificates of Deposit ladders and that it may be good to look at the possibility of higher yield investments.

### **External Affairs Report**

Board member and committee chairperson Aleia S. shared that the committee worked on the scholarship proposal and was now concentrating on supporting two existing fundraising events: the silent auction at the Member Appreciation Weekend and the Ranch Harvest Dinner/Concert

### **Conservation Committee Report**

Board member and Conservation Committee Chair Geneva M. shared the highlights of what the committee is working on including: Helping staff to improve the recycle program and organizing volunteer weed pulling days which will be coordinated with Volunteer Coordinator Rosie R.

Geneva M. also confirmed the conservation commitment at the ranch, reflected in the ranch plan, as well as the commitment to allocating funds for good land use and management. Board member and guest comments showed appreciation for supporting the conservation aspects of the ranch in addition to the historical way of life that has existed in the valley for a very long time. ED Bishop encouraged that OLT continue to tell the story about what we have done at the ranch and why, because when we do, people respond positively to this program. More tours of the ranch are happening as well. Discussion of this committee report ended with suggestions about how to highlight the positive impacts of the land conservation ranch project through newspaper articles in the valley and even Salida.

### **Site Planning Report**

Board member and Site Plan Committee chair Sarah H. gave a verbal report, sharing that reinvigorating the long dormant committee was the main topic of a recent meeting. Other topics brought up included having a parking area below the Welcome Center to relieve vehicle congestion and promote a higher quality experience in the hot springs village. What to do in the cut was also discussed at the recent committee meeting. Some of the discussion around these topics included how loading/unloading areas might be needed if main parking is below the gate and how to mitigate land impacts on the proposed parking area. ED Bishop had the last comment on this topic stating that cars are the negative environmental impact in the village.

### **Updates**

Staff member Scott M. shared the bands that have been booked for the member appreciation event this year. He also announced that the ranch was being rented for an adult music camp for a week this August. Board member Aleia S. asked those in attendance to consider what we can donate to the member appreciation event silent auction to increase the amount and quantity of items. Rosie R. encouraged more volunteer help for the silent auction this year.

### **Lunch**

Board chair John S. called for the lunch break at 12:10 PM and resumed the meeting at 1:16 PM, calling the meeting back to order. Coming back from lunch staff member Scott M. announced to save the date, Sept. 16, for the ranch harvest dinner and concert this year.

### **Policy Review**

No Policy review that wasn't previously covered.

### **New Business**

#### **Proposal for purchase of commercial event tent for ranch and other OLT events**

The proposal in the packet included detailed information about purchasing a commercial grade tent and ED Bishop presented this information.

### **Motion**

Board chair John S. stated that he would entertain a motion if there were no further questions. Martin J. made a motion to approve the purchase of a 40x40 tent for \$6839.29 as proposed in the board meeting packet. Geneva M. seconded. Discussion followed confirming that the tent would have a wind reinforcement package and could be secured with barrels of water and/or stakes. ED Bishop shared that although the tent could be set up anywhere on OLT property, the immediate need was for ranch events including OLTs own ranch event. With no further discussion, the board chair called for a vote and the motion passed unanimously.

### **Scholarship Proposal**

ED Bishop said that the Scholarship proposal in the packet is the details the board asked for from Visitor Service Manager Rosie R.'s original proposal from the last board meeting. The External Affairs Committee worked to complete the latest proposal and make the recommendations to the board to award the scholarship.

External Affairs Committee chairperson and board member Aleia S. asked the board if this was something that they wanted to be an ongoing program or award it this one year. ED Bishop shared that the amount was intentionally not specified to be able to address specific needs and circumstances. The discussion has centered on awarding \$2500 this year. He added that it is important to have a diverse applicant base. There was discussion about how important this is for community outreach and the needs in valley schools and support was expressed to make this an ongoing program that could be awarded every year to both new and continuing

recipients. After some discussion about how best to proceed, the final approval was broken up into three motions.

### **Motions**

First, board member Aleia S. made a motion to establish the Scholarship Program to be reviewed annually. Martin J. seconded and the motion passed unanimously.

Second, Roger C. made a motion to amend the budget for 2017 in the amount not to exceed \$2500 for the newly created Scholarship program. Board member Geneva M. seconded the motion which passed unanimously.

Third, Martin J. made a motion to award the Scholarship this year to the committee recommended recipient Stephanie C. Board member Aleia S. seconded the motion. In further discussion, Aleia S. wanted to bring up that the scholarship would be awarded to the student directly which is more flexible for covering related educational expenses that other aid will not cover. Glowing and enthusiastic comments were made in support of Stephanie C. receiving this award. Her application clearly stated how much her work at OLT (first as an Eiseman student work program discovery host and later as a regular employee) has made a positive impact on her life these last couple of years and helped shape her future goals. The motion passed unanimously. Rosie R. suggested that the board could let Stephanie know that she was awarded the scholarship when she came down from the office to help at the ranch. Later, board chair John S. made the public announcement to Stephanie C. at the meeting, ending with enthusiastic applause from those in attendance.

### **Upcoming Projects (FIO)**

No decisions were necessary yet and these projects will need further details and time for approval, but ED Bishop wanted the board to know about a couple of upcoming projects that will be proposed to the board.

First, drilling a second well at the ranch for livestock watering. ED Bishop shared that OLT has the legal right to a well on every 40 acres. The proposed well would not be on the building envelope, but the pumphouse would be, with hydrants at intervals. ED Bishop answered questions about getting electricity to the pumphouse and estimated the final proposal would be \$10,000 to \$11,000 total. He ended by saying that the new well does add value and capacity serving current needs at the ranch and increasing the value of leasing the property.

Second, ED Bishop elaborated on the the state requiring OLT to install a drinking water disinfection system at the village. OLT has had a waiver from disinfection, but that waiver is being taken away. ED Bishop shared that though we consulted with attorneys and the state regulators over many months in an effort to save the waiver, those efforts were not successful. ED Bishop shared that a walk through with a qualified engineer lead to a recommendation for a point of entry chlorination system and we'll still have to test the water once a month. Once



again he added, the state is mandating this and the total costs for this system will be \$30,000-\$50,000.

This is for drinking water only and not chlorination of soaking pools and ponds, though ED Bishop shared that the state is looking again at possible requirements for the treatment of hot springs pools. He added that OLT and other valley hot springs have already communicated about this and will participate in upcoming public hearings about this that are starting soon.

ED Bishop addressed that the work on the Oakhouse foundation would happen in phases over multiple years and he does not anticipate a major expenditure for this in 2017, so no proposal for this is necessary yet.

### **Financial Reports**

Board chair John S. asked about the increase in legal fee expenditures on the Actual vs Budget report. ED Bishop answered that the legal fees related to trying to save the drinking water system disinfection waiver. Concluding that OLT needed to and did make every effort to retain the waiver.

Roger C. asked if it was possible to separate the regular overtime line from holiday overtime. Staff bookkeeper Scott M. answered in the affirmative.

ED Bishop pointed out that although employee expense is up \$9000 over the same period last year, income is up \$27000 and this seems like a good ratio.

### **New Telescope Approval**

Since there was a little more time left in the regular meeting, the topic of what the next steps should be on the proposal to get a new telescope came up for discussion. Visitor Services Manager Rosie R. worked hard on a very detailed grant with OLTs volunteer astronomer Mark C. contributing important details on how better equipment will enhance OLT's program. Rosie R. asked the board how to proceed since we just found out, the day before, that the grant application would not be funded.

Board member Roger C. was supportive of the board funding some, if not all, of the project and asked if it was appropriate to make a motion. After further comment and discussion including the fact that several board members were not present, Board Chair John S. having no basis to stop a motion, allowed it.

### **Motion**

Board member Roger C. made a motion to appropriate the sum not to exceed \$16,000 for a new telescope for the astronomy program-phase one of the total amount presented to the board in the January board meeting packet. Board member Aleia S. seconded and more discussion followed.

Board member Geneva M. spoke about delaying the vote to give a chance for those board members not present to chime in and have consensus. Board member Sarah H. agreed. Every board member present expressed general support for having a new telescope for the astronomy program, some were not prepared for a vote of such a large expenditure and wanted to wait, while others acknowledged the really good financial position that OLT was in and were ready to make the commitment for the new telescope.

Staff member Scott M. spoke passionately in favor of allocating the money for the telescope now because the start of the program is almost here and will be in full swing by the next board meeting. He pointed out that although OLT runs its educational programs with volunteer help, it has spent hardly any money on educational programs and should do so. He asked Rosie R. for the number of folks that are impacted by the astronomy program. Over 1400 people last year, was her reply and he pointed out that OLT did not spend all of the winter savings, so OLT was in a good financial position to approve this expenditure.

Board member Martin J. shared his experience with another astronomy group he belongs to, pointing out that a better telescope and ultimately having a camera and larger viewing screen, greatly enhances the program which increases participation and the positive impact on participants, which could lead to more educational collaborations. Board member Roger C. commented that he understands the conservativeness in these financial decisions, but he sensed the staff excitement for the project and a chance for the board to make a financial decision that was not just based on state mandates, but rather based on a fun positive impact for guests.

With the excitement level very high and a congenial attitude from those present, Board chair John S. was urged to call for a vote. With board members Aleia S., Roger C. and Martin J. voting in favor, board member Geneva M. voting no and board member Sarah H. abstaining, the motion passed.

#### **Adjourn Regular Meeting**

Board chair John S. adjourned the regular meeting at 3:43 PM.

Submitted by:

Approved by:

 7/15/17  
Martin Jolley, Secretary      Date

 7/15/17  
John Standish, Chair      Date