

**Board of Directors Meeting Minutes - Final**  
**ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING**  
**OLT VALLEY VIEW HOT SPRINGS PAVILION**  
**SATURDAY, JULY 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**

Board members: John S., Geneva M., Patrick C., Martin J., Chris M. (retiring), Sarah H., Scott H., Roger C., Aleia S. New board member Steve S. All board members present.

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

Guests: Jim B., Jessica S., Max P., John G., David M., Annie P., Barb T., Betsey M., Larry W., Rob Z., John M., Marilyn S., Lisa G., Marie L., Mike W., Hans M., Liz L., Mark C., Scott V., Kathy G., Kelly W., Gary W., Paul B., Lynnea R., Scott R., Evan M., Heather J., Cynthia N.

**Meeting Call to Order**

Board chair John S. called the meeting to order at 9:04 AM

**General Guest Questions/Comments**

Guest Jim B. spoke, thanking OLT and commenting that it is a pleasure to come here. Guest Lisa G. praised ED Bishop's leadership and staff and that Visitor Services Manager Rosie R. does so much for the organization and is very organized. Harold P. commented that OLT is growing and getting better, transcending and improving upon what has gone before. Jessica S. thanked the board for volunteering and spoke eloquently from her heart about the need for OLT to continue to protect the ecology and ecosystem to live in harmony with the land and critters. She continued speaking in favor of education programs and healthy soil which is essential for healthy food and healthy people, ending with the statement that people are more important than profit. Board Chair John S. thanked those who spoke for reminding us of the larger OLT mission.

**New Business**

Board Chair John S. changed the order of the agenda slightly since recommended new board member Steve S. would not be an attendance at the meeting until 10 am. He gave kudos to retiring board member Chris M., whose term is expiring and asking him to serve just a little longer.

**Election of Renewing Board Members**

**Motion**

Board member Geneva M. made a motion to reappoint John S. and Martin J. to new three year terms on the board. Board member Roger C. seconded the motion which passed unanimously.

## **Election of Officers**

The next topic of discussion was the election of board officers. Originally, the proposal was for all officers to be reelected to their positions. Board member Roger C. expressed interest in serving as Vice Chairperson and board Member Geneva M. agreed that this would be a good idea since she has already served as Board Chairperson.

## **Motion**

Board member Chris M. made a motion to elect board officer positions as follows:

John S. Board Chairperson

Roger C. Vice Chairperson

Patrick C. Treasurer

Martin J. Secretary

Geneva M. seconded the motion which passed with yes votes from all board members except Roger C. abstaining.

## **Affirmation of OLT Values by Directors**

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

Board Chairperson John S. read OLT's Statement of Values aloud. Board member Martin J. pointed out the language in the last line that read "should take" was changed last year to "will take." John S. recapped the Naturist Deed Restriction.

## **Motion**

Board member Roger C. made a motion to reaffirm board support of the Naturist Deed Restriction. Board member Scott H. seconded the motion and pointed out that the deed restriction provides the legal basis for the naturist use of the property.

Board Chair John S. added that the deed restriction was put in place as a contingency of the founder's donation of the land to the land trust. ED Bishop pointed out that the deed restriction is strictly for the hot springs parcel.

Board Chair John S. clarified that the that the deed restriction allows clothing or not which is unique compared to other nudist places. Board member Sarah H. pointed out that the deed restriction is important for protecting a clothing optional environment for all activities, for example being without clothing while cooking in the kitchen.

Board member Scott H. commented that although the practice is to allow clothing optional at any OLT property, it's not part of the deed restriction for other properties and asked if it should be? Scott H. offered to work on wording for this and the suggestion was made that the Internal Affairs Committee could oversee this.

The motion passed unanimously.

## **Reports & Updates**

### **Management Reports**

#### **Executive Facilitator (Executive Director)**

In answer to retiring board member Chris M.'s question asking for details on the drinking water disinfection system, ED Bishop shared that a certified engineer has been hired and has submitted a plan that we like and that can pass muster with the state who will need to approve it. ED Bishop thanked staff for educating the community about this before the proposed changes. He also pointed out that this change is state mandated. Board Chair John S. pointed out that the board will consider the full proposal later in the meeting.

ED Bishop brought up that OLT is four years into the latest Strategic Plan. He pointed out that the plan has been helpful and that the board should consider updating the it. He said that it should not be a large chore this time and that we just need to start the process, adding that we could breakdown the sections by the appropriate committees. Board member Geneva M. suggested that the current plan be circulated again to all committees to see what changes are needed. After further discussion it was suggested that that the plan could be reviewed and revised in time for the October board meeting.

Board member Roger C. asked if there was anything the board needed to know in addition to the report. ED Bishop replied that he would like good consideration of the program proposals later in the meeting. ED Bishop spoke to how and where drinking water samples are taken in response to a question by board member Patrick C.

#### **Election of New Board Member**

With the arrival at the meeting of prospective new board member Steve S., Board Chair John S. returned to the previous agenda item of appointing a new board member. Governance Committee chairperson and board member Martin J. introduced the topic by informing the board that two candidates applied for the board and the committee conducted an extensive review of both candidates including interviews. He ended with the Governance Committee recommendation that the board appoint Steve S. to a three year term.

#### **Motion**

Board member Aleia S. made a motion to appoint Steve S. to the OLT Board of Directors for a three year term. Board member Geneva M. seconded the motion which passed unanimously. Steve S. took a seat at the table with the board and retiring board member Chris M. stepped down to a round of applause.

## **Reports & Updates continued**

### **Management Reports continued**

#### **Facilities Director Report**

Board member Aleia S. asked Facilities Manager (FM) Mark J. if it was working well for massage therapists having a winter home and separate summer home in the tipi. FM Mark J. answered that it was working well. In answer to why there has not been a proposal for a permanent greenhouse at the ranch yet, Mark J. answered that the final design is still being worked on and added that the structure would be within the building envelope.

Board member Roger C. asked about the status of new windows for oakhouse. FM Mark J. answered that this project is still planned, but has not been done yet. Board member Scott H. asked for more information on the methane digester. Mark J. answered that the system can burn gas now and accommodate wastewater from 19 people. The methane gas cooker stove is outside and methane gas won't be piped to the bath/kitchen building. In response to Aleia S.'s question about when the system will be operating at full capacity, Mark J. answered that yes, a year from now is a good estimate. ED Bishop added that capacity depends on how much we are feeding the system and we are not feeding it much now because we don't need it much.

ED Bishop spoke to the comments about how long it took to repair the new refrigerator that was purchased this spring.

Board member Sarah H. asked about the hydrant in the hot springs village. Facilities Manager Mark J. answered that the Soaking Pond is the source of water for that.

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

Commenting on the the new telescope project, Visitor Services Manager (VSM) Rosie R. shared that volunteer Mark C. is leading the Astronomy program and training other volunteers and staff. Toward the end of this time to discuss the Visitor Service Manager's Report, Mark C. commented that hundreds of people have looked through the new telescope with much excitement, and wows that has been very inspiring. VSM Rosie R. thanked Mark C. for his hundreds of hours to make this program a success. Aleia added thanks to Mark C. as well. And board member Martin J. shared that he is getting trained on the new telescope and encouraged others to do the same and take part in this great program.

We have raised over \$12,000 in donations and we are still waiting to hear if we received the grant for the new telescope project. Board member Scott H. asked how we got the word out about the new telescope fundraising. VSM Rosie R. answered that signs at the hot springs and talking to people at the front desk were the main ways we publicized the fundraising. Many donations were in addition to regular memberships and donations for this applied to membership levels. Board member Scott H. remarked that this fundraising model would be good for the ranch.

Board member Aleia S. brought up that the External Affairs Committee has discussed what the focus for the silent auction fundraising at the Member Appreciation Weekend event should be. Educational programs was mentioned as a possibility. VSM Rosie R. mentioned that Science Camp could be the



focus since we are serving more kids.. Rosie R. also handed out an example of the printed journals from the upcoming Science Camp.

### **Ranch Manager Report**

Board member Aleia S. had questions about OLT processing our own meat at the ranch which began a discussion about this topic. Ranch Manager (RM) Mike O. commented that folks have suggested this and that he doesn't know if we can do this or what the costs will be. He estimated that revenues could be around \$80,000 in processing wild game and beef per year. RM Mike O. shared that there are no meat processors close in our area right now and meat processing at the ranch could also lead to a store and commercial kitchen. Board member Martin J. suggested that a project proposal be submitted about this. Board member Aleia S. suggested exploring a joint venture since we'll need a professional butcher. Board member Scott H. asked if there was some kind of humane certification. RM Mike O. answered that the USDA governs licensing of animal slaughter estimating that three people would need to be hired to run this and value added products. Board member Scott H. commented that we should understand what the costs are on this.

Commenting on a question from board member Roger C., RM Mike O. confirmed that there is some water loss because of leaks in the meanders. US Fish and Wildlife, one of OLT's partners in the project, will be visiting in August.

### **Office Manager Report**

Board member Scott H. asked about staff turnover, and Office Manager (OM) Cherrye O. answered that there has not been turnover and we have a great staff. Board member Aleia S. commented that there is lots of good stuff for sale at the Welcome Center. OM Cherrye O. commented that it is important making connections to where our food comes from.

### **Break**

Board Chair John S. called for a break at 10:38 AM and the meeting resumed at 10:51 AM.

### **Information Technology Report**

Discussion of this report centered around the OLT website, new database project and the OLT office phone system. First, ISS Manager Doug Bates shared that we have a vendor working on user experience and planning for the new website. Board member Scott H. asked who would build the site, to which Doug Bates answered that Wanna Pixel, our vendor for the new database, could implement the plan. Board chair John S. commented that the Availability Calendars on the website are very important, to which Doug Bates answered that this will be part of the new database system built by Wanna Pixel, though we don't know what this will look like yet.

Board Treasurer Patrick C. asked if the project was is on track. Doug Bates answered that we are two weeks behind the schedule that was proposed and that he would have liked to have seen a better cycle of feedback and planning. The project will be viable, Bates continued, but not as good from a data

entry reduction standpoint as he had hoped. Board Chair John S. brought up if there has been any discussion or concern of the "what if" scenario to which ED Bishop answered that we would have to wait for another year in December to implement a new system if it's not completed this year and Bates shared that we could use the current system for another year if necessary. Board member Scott H. asked if it would cost more if it takes longer. Doug Bates shared that the contract for the new system is fixed costs and time bound. Bates is not concerned that the new system will be viable but he is unsure that it will be a faster and a better experience for guests. In answer to a question by board treasurer Patrick C., ED Bishop shared that we have documented our concerns in emails and that phone meetings with our vendor are recorded.

Board Chair John S. had questions about OLT's phone system and he asked if we looked at Voice Over IP (VOIP) options. Doug Bates shared that he has looked at those options but that our internet access is not as good as in the city. VSM Rosie R. commented that OLT is limited to two lines by our current landline provider. She continued that we have plenty of staff to answer phones and we call messages back in order. Doug Bates commented that though our internet service is more robust, it is still not reliable enough for VOIP. He stressed that redundancy is important and that the new database system will likely relieve some phone activity.

### **Board Committee Reports**

Board Chair John S. asked if there were any questions on any of the board and committee reports. Board member and External Affairs Committee chair Aleia S. asked what format should be submitted for the board packets, a committee chair report or minutes of committee minutes and suggested that the summary of the committee chair report would work best. Board Chair John S. suggested that committee meeting minutes should be sent to the board and the summary report be included in the packet.

Board member Scott H. had questions about the silent auction. He asked if we want to do event type fundraising? In the past, the board decided not to pursue new events. External Affairs Committee chair Aleia S. shared that the silent auction is not a new event. She stressed that we need volunteers to support staff efforts. Board member Scott H. commented that the board directed that staff time not be spent on extra events. Board member Geneva M. commented that the silent auction could be good and if volunteers on the committee are willing to help that would be good.

External Affairs Committee Chair Aleia S. commented that the silent auction proceeds going toward a particular cause will likely increase donations and she asked what project the silent auction should go to. She suggested that since the telescope project is mostly paid for, that educational programs could be the focus. VSM Rosie R. mentioned that Science Camp could also be the focus of the fundraising since we are serving more kids. She concluded that the silent auction raised \$3000 last year.

Board Chair John S. asked if there were any other questions on committee reports and pointed out the awesome work that the Conservation Committee is doing. Board member Aleia S. commented on educating the general public on what is a weed.

## **Business cont.**

Board Chair John S. rearranged the remaining business item discussions, moving the new parking area topic until after lunch to allow more time for that discussion.

### **Second Domestic Well at the Ranch**

ED Bishop introduced the topic of a new well at the ranch stating that it would improve the value of the ranch and stop wasteful use of the water in winter because we don't have frost-free valves. ED Bishop did not know the value that is added to the ranch, in answer to board member questions, but shared that having a backup water system at the ranch fits with water and resource conservation values. He expressed that we have a permit for a domestic well, not agricultural, which allows livestock watering use.

### **Motion**

Board member Geneva M. made a motion to approve the project for a new well at the ranch. Board member Martin J. seconded and there was further discussion before the vote. Board member Scott H. commented that this is another amount going to the ranch and so the board needs to be cognizant of that. Board member Geneva M. commented that beyond just the ranch, the new well adds value to OLT lands. Board chair John S. offered that he was looking at this expense in the context the the new water disinfection system. The motion passed unanimously.

### **New Drinking Water Disinfection System**

Board Chair John S. opened the discussion by thanking ED Bishop for all the efforts to save the waiver from disinfection even though it was unsuccessful. The state is mandating the installation of the new chlorination system.

### **Motion**

Board member Roger C. made a motion to approve the new water disinfection system as proposed in the board packet. Martin J. seconded. In answer to several questions from the board, ED Bishop said that the geothermal water for soaking is not being treated, this sytem is for drinking water only. The disinfection system will include 5 different chlorination stations at the points of use. Multiple chlorination points will prevent the invasive work that would be necessary to install new pipes if we had a one point chlorination system. He pointed out that chlorinated water waste goes to the wastewater treatment system. The cost of the new system is not related to the number of chlorination points. Contractors will help install the new system. Water testing will continue. Board member Roger C. asked if instead of digging trenches for new pipes, that boring techniques be explored and ED Bishop said that we could look into it. The motion passed unanimously

### **Lunch at the Pavilion. Everyone Welcome!**

Board Chair John S. adjourned the meeting for lunch at 12:12 PM and called the meeting back to order at 1:26 PM.

### **Q&A – Board Members & Guests**

Board Chair John S. introduced this time at the annual outreach board meeting to hear from guests and have guests ask questions of the OLT Board of Directors.

Guest Barb T. expressed concern about how a meat processing operation fits with the OLT mission. Will this be properly researched as to how it might affect OLT's non profit status. Is this use allowed under the conservation easement. She also questioned the livestock watering use under a domestic well permit.

Guest Annie P. also expressed concern about meat processing at the ranch. Is it in line with OLT Values and Mission? Does it negatively impact the culture and community? She continued that it is really easy to change, much harder to maintain the essence and preserve. Keep that essence in mind when considering options, what has to be done now and what can wait. Annie P. also commented that it seems harder for locals to get access because of reaching the capacity numbers sooner making it harder for those who don't/aren't able to plan further in advance. To her last question about chlorination coming for the soaking pools, Facilities Manager Mark J. that we have not been subject to treating the soaking pools and we are allying with other hot springs. ED Bishop added that OLT's pools qualify as a natural swimming area per Colorado regulations and do not have to be disinfected as a result -but that could change and we are monitoring the situation. Annie P. closed her comments asking the board to look at preserving and protecting, not developing and to be diligent in reminding each other why we are here.

In answer to board member Scott H.'s question, ED Bishop recapped the capacity numbers (105 overnight guests and 35 day visitors) and there was some discussion about this topic. ISS Manager Doug Bates spoke for ways to encourage spontaneity in booking for the broader community not just locals and we need to track any changes we make to be sure we can monitor that they are having the intended effect.

Former board member Chris Miller suggested that the board really look at the priority of projects-mandated vs. have-to haves-some projects may have to wait. Rather than putting the projects together piecemeal let's fund the Endowment and let interest from that fund smaller projects. A strong Endowment shows the organization is committed to long-term survival, guest Betsy M. added.

Another guest commented that the challenge of the future is including the best of what we have and growing and transcending. The balance between these two is the constant challenge of the board. Both need to happen, but the balance is key because if it leans too heavily in either direction that is a problem.



ED Bishop spoke about the need for redundancy and prevention. Facilities Manager Mark J. said that resilience is important in how staff plans and investing in resilience is important.

### **Business cont.**

#### **New Parking Area below the Welcome Center**

Site Planning Committee chairperson Sarah H. introduced the topic acknowledging that it was hard to be the spokesperson for a development project after the eloquent guest comments, but the integrity of the site planning process is important. The congestion of cars in the hot springs village has been a topic of concern for years and after careful consideration the Site Planning Committee recommends that the board consider creating a parking lot away from the main village area. Sarah H. continued with the information on where the lot would be located below the Welcome Center and handed out a map showing the proposed area. The quality of one's visit and reclaiming of natural space in the village is the counter weight to the impact of disturbing a new place to create a parking lot.

Board Chair John S. asked how this would be implemented? Sara H. answered that it would be voluntary initially encouraging day use visitors to use the area. ED Bishop added that employees would be required to park in this area. Board member Aleia S. has some concern about RV's not being able to maneuver. She also shared a story about experiencing a parking dispute for the first time at Sunset House parking. There wasn't space for everyone staying at the lodge to park in the nearest parking area, but if folks had taken more care in parking, there would have been space. Board member Geneva M. commented that from a day user perspective, her car is very important as her homebase allowing a place to keep her items and food. If the parking space is not a nice space with shade etc then that is a concern. Site Planning Committee chair Sarah H. answered that yes the long-term goal is to make the space nice and also allow visitors to drive in and unload important items (food storage cabin, for example) and then move to the new parking area. She added that we do this successfully during member appreciation weekend.

ISS manager Doug Bates suggested trying this with people parking on the side of the road. Traffic may increase past the Welcome Center. ED Bishop confirmed that the proposed area for the new parking lot is in the building envelope. New board member Steve S. commented that hand carts could be used to haul stuff to/from the parking area. Board member Scott H. also suggested that we try this by parking on the side of the main road before building a new parking lot. Board Chair John S. pointed out that there might be unintended consequences of requiring the use of the new lot. What happens with inclement weather and day visitors' cars are not close? Visitor Services Manager Rosie R. pointed out that we need space for larger RV's and trucks to be able to turn around and for RV parking when guests check out of their campsites. The question was asked how many cars can fit into the proposed parking area.

Board member Aleia S. said that logistically there are reasons to go ahead with this proposal, including better traffic flow and that it addresses other concerns. Board member and Site Planning Committee chairperson Sarah H. commented that it is a solution to a multitude of other issues even though it is a compromise and trade off. Board member Roger C. also recognized the potential benefit even with the

trade off of relieving village congestion, yet disturbing a new area. Perhaps guests could have loading/unloading zones before moving their vehicles to the new parking area.

After more discussion the board was leaning toward a motion not to approve the recommended proposal, but rather to encourage parking on the road to alleviate vehicles in the village. It became clear that the cultural aspects of the decision were more important than the relatively small amount of expense being proposed and that these factors should be weighed carefully. Site Planning Committee chair Sarah H. acknowledged that consideration was given to a turnaround for large vehicles and to RV parking. ED Bishop acknowledged that we can utilize the road. The idea for parking outside the village, he said, goes back to the 1980's when Valley View Hot Springs Proprietors and OLT founders Neil and Terry said, let's get the iron out of the village. We didn't do anything about it then and the cars have multiplied.

### **Motion**

Board member Scott H. made a motion to have staff encourage users to park outside the village and perhaps try incentives to encourage this at their discretion. Board member Roger C seconded the motion. Site Planning chair and board member Sarah H. said that the committee will have a follow-up proposal after evaluating the feedback. ED Bishop expressed that we'll have time for other people to weigh in on this cultural question. The motion passed unanimously.

### **Financial Reports**

Board member Aleia S. asked that in light of higher overtime expenses if we are sufficiently staffed. ED Bishop answered yes that we are sufficiently staffed , but we need skilled staff when we need it. We are better staffed than we have ever been. I'm handling less reservations calls, he continued, which frees me up for other work.

Board member Scott H. requested that the One Pager Financial Report Summary include a budget comparison, removing percent of income and percent of expense. Perhaps two One Pagers are needed with the other one being the comparison to previous year.

ED Bishop explained that there were three pay periods this June compared to two last year. He also pointed out that the ranch expense is higher because of fencing, hay shed, wire fences, garden fences, greenhouse and tree stump removal. There were questions answered about the payroll expense allocation for Ranch Manager Mike O. and Cherry O. when she helps at the ranch. There was also discussion and questions answered about Net Ordinary Income-which shows operating profit and loss before the capital expenses are figured on the financials-and program revenue. Staff member Scott M. reviewed the Board Designated Fund Reports including allocation to the Endowment and Operating Reserve Funds.

## **Policy Review**

### **Possible amendment to ED allocation limit for critical infrastructure purchases.**

Board Chair John S. introduced the topic of perhaps changing the Executive Director discretionary spending limit to accommodate critical infrastructure or repairs. Board member Roger C. asked if the Executive Committee of the board could be called upon to give approval under those circumstances. Board member Geneva M. responded with a brief history of why the Executive Committee should only be enacted under emergency situations. Board member Sarah H. asked if there are other criteria to consider besides money? Transparency and awareness were mentioned. Board member Aleia S. mentioned that the board has a good and trusting relationship with the board. Do we need a change, she asked? No action was taken to change the ED's discretionary spending amount limit.

Staff member Scott M. brought up that although the board was informed of all legal expenses (as they occurred, monthly reporting and subsequently at the last board meeting) related to trying to save OLT's state waiver from drinking water disinfection, the board never officially affirmed expenditures over the ED's discretionary limit. There was some board discussion about this

### **Adjourn Regular Meeting:**

Board Chair John S. adjourned the regular meeting of the board at 4:06 pm.

Submitted by:

Approved by:

  
Martin Jolley, Secretary      Date 10/24/17

  
John Standish, Chair      Date 10/24/17