

**Board Meeting Minutes -Final**  
**Orient Land Trust Board of Directors Meeting**  
**Orient Land Trust Spruce House Across from the Welcome Center**  
**January 20-21, 2018**

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., Roger C., Patrick C., Martin J., Geneva M., Sarah H., Scott H., Aleia S., Steve S. All board members present.

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

Guests: Phil B., Don and Kathie G., David M., Cynthia N.

**Meeting Call to Order**

Board Chairperson John S. called the meeting to order at 9 AM.

**General Guest Questions/Comments**

Guest Don G. made a comment about the timing for vetting and interviewing of board member candidates as some deadlines are coming up for the process this year. Guest Phil B. shared that he made a blackberry pie for the board and sang and played on his guitar, "Happy Birthday" for staff person Rosie R.

Executive Facilitator (EF) Bishop pointed out that the drinking water chlorination system is operational in the Welcome Center. The water is chlorinated and then dechlorinated.

**Reports & Updates**

**Management Reports**

**Executive Facilitator (Executive Director) Report**

In reference to the proposed bike path, EF Bishop shared that a volunteer bike path builder will be meeting with him in the coming week. He also shared that there is a volunteer taking aerial photography of the ranch meanders.

**Questions on the Facilities Manager Report**

Facilities Manager Mark J. was not at the meeting. EF Bishop shared that there is a volunteer that will be helping to finish the "Beehive House" at the ranch.

**Visitor Services Manager (VSM) Report**

Board members commented that it was nice to have the year-end 2017 figures in the report.

VSM Rosie R. shared that she was pleased to learn recently that OLT receives more volunteer hours from the same number of volunteers compared to other organizations. OLT 2017 volunteer hours are valued at \$200,000. She clarified that ranch volunteers do qualify for hot springs passes to be used when they want, contingent on regular availability reservation guidelines. Board member Roger C. commented that it was a great volunteer weekend that was held in December.

There was some discussion about the volunteers on organic farms volunteer program known as WWOOF and whether OLT participates in this. We have in the past and we had two volunteers who volunteered at the ranch last summer who had WWOOFing experience at other farms answered VSM Rosie R. even though we are technically not part of the program.

EF Bishop commented on the successful first aid training that staff took part in this past December and he shared that he was looking into ordering additional equipment to help transport injured guests from the trails. Board member Aleia S. asked if staff was qualified to make the determination about moving injured guests. Both EF Bishop and VSM Rosie R. commented that staff are first responders trained in the proper guidelines and that "good samaritan laws" apply. For example, ED Bishop shared, OLT does not currently have a way to transport someone with a broken ankle from the top ponds.

VSM Rosie R. shared that 2017 saw growth of ranch tours with many more people participating.

Board vice chair Roger C. asked how many people are certified to operate the new telescope. VSM Rosie R. responded that we currently have three people, but more are being trained included EF Bishop and board member Steve S., both of whom are close to being fully trained to operate the new telescope.

Board chair John S. asked VSM Rosie R. her perspective on the new database project. She shared that training in December with Front Desk staff didn't go as planned because of incomplete functionality. The training was postponed. Vendor staff was onsite to see first hand what we were experiencing and the training was a positive team building experience. EF Bishop shared that it was good that staff were introduced to the new system. Board chair John S. said that staff went in the right direction to train again when the functionality is solid. VSM Rosie R. continued that there are good things about the new database and she is feeling better about it now even though it is still not completed. She concluded that some tasks will be easier for staff and some tasks won't. We'll have to find the balance.

### **Ranch Manager Report**

Board member Scott H. asked how hard it is to put the irrigation system to bed for the season. Ranch Manager (RM) Mike O. shared that our system is easy to drain. The BLM system takes a little longer.

Board chair John S. asked about a water pipeline from the hydro-plant bypass to the reservoir. EF Bishop answered that this is water that is not being used to create electricity that is currently going into the meanders. He said it would require 1.5 miles of pipe to reach the reservoir and that this pipeline is being considered. The flow of this water is not predictable, he continued and ideally it would be better to seal the water loss of the meanders which is also being talked about.

Board member Scott H. asked what OLT's legal obligation is in maintaining the meanders. EF Bishop answered that the arrangement is until about 2025. We don't have to renew it and that may be leverage for us, but the project is a good and successful one for a conservation organization. VSM Rosie R. chimed in that that grant sources could be found to address work on the meanders.

Board member Roger C., asked where the water is used at the ranch. RM Mike O. replied that it is used in the fields and then the gardens if available, though he is down to only four gates of water by the end of the growing season which is a small amount of water.

Board member Scott H. asked to see the agreements about the meanders. EF Bishop shared that he would share the agreements which require OLT to perform \$600 of weed mitigation per year.

To questions about the new well at the ranch, RM Mike O. shared that it is not hooked up yet. There are two different pump systems for the new well, with a variable pump being preferable. EF Bishop added that the trenches, pipe and hydrant that are also needed to finish the well project have already been approved.

EF Bishop commented that OLT's master electrician has said that we may have to increase service at the ranch to prepare for more usage.

Board member Aleia S. asked if the garden manager employee would be full time. RM Mike O. answered yes because this person would also be his general helper. EF Bishop reminded the board that discussion of further details about this person would be private information that should be executive session material.

Board member Aleia S. asked how many baby goats are expected this winter. RM Mike answered that OLT has 7-8 goats potentially expecting.

#### **Cherrye's Manager Report**

Board chair John S. asked how Cherrye's role would be different. VSM Rosie R. shared that Cherrye's role was not changing, only that VSM Rosie has taken over putting together the front desk schedule, which her and Cherrye used to do together. So you are not taking over all of Cherrye's office manager role, board chair John S. confirmed. That's correct VSM Rosie answered this is really a small change.

Board member Scott H. pointed out that the growth in income from product sales in 2017. Board treasurer Patrick C. added that staff time and overhead expenses are not allocated to this, so there probably isn't profit from these sales, though profit from this could be taxable. VSM Rosie R. shared that guests loved being able to purchase produce and meat and other products from the ranch. Board member Aleia S. asked if Cherrye's time for preparing the baked goods for sale is being clocked. Cherrye shared that last year her time was volunteered, though this year she is keeping track of this time on her timecard as part of her ranch hours. Cherrye shared that the reason for selling the baked goods is to bring awareness to the ranch program year round. The baked goods contain pumpkins grown at the ranch.

Board member Aleia S. asked about the status of the ranch brochure. Cherrye shared that she is getting help on the map. The brochure was conceived as self-guided tour of the ranch.

#### **ISS Manager Report**

ISS Bates gave thanks to all staff for their time and input with the new database. He shared that realistically it may be this December 2018 to launch the new database if we lose the end of February date we have scheduled. It is not looking likely that the February date will be met. ISS Bates continued that going live with the new system means fully committing to it with no way to revert back to the old system. He has concerns about the performance of the new database with all data migrated and full use

loads. The system has not been able to be tested under these conditions because functionality is still being completed.

Board member Scott H. asked whether our vendor on the project is capable of finishing the job. ISS Bates answered that he has mixed feelings because he has concerns about the vendors overall management of the project, but their commitment to finish in the last month has been impressive. He continued that additional costs to finish the project are likely and we could also look for another partner to help complete this including the team that developed the reservation tool that is being integrated in the new database.

Board member Patrick C. asked if the two systems could be run in parallel for awhile. ISS Bates said that this was not an option for the long term. Double entry may not be viable due to different procedures between the two systems and this would only help in testing which we are already doing.

Board member Scott H. asked if we were going to start having problems getting the vendor's attention. ISS Bates shares that concern as we are nearing the end of the extension that the vendor gave us on January 31, 2018. Board chair John S. asked if this would be the case even though the product isn't workable under the original agreement. ISS Bates pointed out that it comes down to the definition of workable. Board member Aleia S. asked for a report to the board February 1.

EF Bishop pointed out that we will continue to work with the current website until the new database is complete since the new database will tie-in to the new website.

Board member Scott H. shared that he has been in this position before on both sides during his professional life and we will likely be spending more money on this and we should be prepared to spend more money. EF Bishop confirmed that he is the main negotiator with OLT's vendor on this and that we will not go live until the system is ready. Board member Scott H. suggested that we nail down how much more this will cost and try to get this additional time at the vendors cost. We shouldn't have to pay full retail for more time, though we don't have much leverage, he concluded.

Board member John S. pointed out that there is a difference between bugs in software and the software not functioning. ISS Bates added that our decisions are guided by guests' experiences, not holding them up. There will be costs involved in postponing the launch and maintaining the system even if it is not being used.

EF Bishop shared that the board will have to be involved if more money is necessary. Migration is a large issue that isn't completely resolved and we won't go live until it is ready.

### **Break**

Board chair John S. called for a ten minute break at 10:47 AM and called the meeting back to order at 10:57 PM.

### **Board Chair Report**

In reference to a third paragraph comment in this report, EF Bishop pointed out the drinking water disinfection system is under budget now and could be completed under budget as well. Board chair John S. clarified that he was referring to the overall number for the project, not to being over budget on the



project. Board Vice chair Roger C. pointed out that the impact on the grounds from the installation of this project has not been bad.

#### **Treasurer Report**

EF Bishop added that employee expense to income is showing as 50% which is the target range for this.

#### **Committee Reports**

##### **Conservation Committee Report**

Conservation Committee (CC) chair and board member Geneva M. shared that the committee is planning two weed pulling events-A volunteer lead event in the spring and a committee lead event in July.

##### **External Affairs Committee**

External Affairs Committee (EAC) chair and board member Aleia S. shared that the committee would likely be involved in the new website project, but that is being postponed. EF Bishop pointed out that board member Scott H gave money to help pay for a new "buggy" ATV at the ranch and maybe the EAC can look at how to structure this as a fundraiser. Aleia S. concluded that this committee needs more members that are not staff and board members.

##### **Governance Committee**

Board chair John S. asked how the board should be involved in the tension or lack of communication between the co-chairs of this committee. Governance Committee (GM) co chair and Board Secretary Martin J. shared that the committee has re-written charter, member guidelines etc and that co-chair Don G. has been in the loop and has not been left out of any discussions. He shared that last year the process to replace board members was properly followed with the entire board receiving all candidate information, not just the information of the candidate recommended by the committee.

Governance Committee co-chair and Board Secretary Martin J. shared that 3 board terms are expiring this year in July and the committee will need to know by April if any would like to continue on the board. Board member Sarah H. pointed out that it would be best for the committee to know in the next couple of weeks. OLT has a protocol for interviewing board candidates and a process for addressing board openings. Governance Committee co-chair and Board Secretary Martin J. handed out a copy of the draft process and timeline for recruiting, vetting and recommending new board members. EF Bishop reminded the board that it is not an automatic renewal to continue to serve on the board.

#### **Old Business**

##### **New Parking area south of Welcome Center**

Site Planning Committee (SPC) chair and board member Sarah H. shared that the committee would like to see this go to a vote of the board. EF Bishop pointed out that it would only be a portion of the size that was part of the July 2017 proposal. Board member Aleia S. asked how it would be administered as far as who would park there. ED Bishop shared that the proposal was for the construction and that we can figure out how to administer.

#### **Motion**

Board member Sarah H. made a motion to create an out-of-village parking area as proposed, to initially accommodate large vehicle turn-around and vehicle parking able to grow as needed. Board member

Roger C. seconded the motion. There was discussion about offering discounts to park there. Board member Sarah H. shared that she is OK with staff determining the initial size and growth of this parking area is not to exceed the original size proposed. In answer to board member Scott H. question if the conservation easement on OLT properties allowed for this this, EF Bishop answered yes, the proposed parking area is within the building envelope. Board chair John S. called for a vote on the motion after a couple more comments and the motion was passed unanimously.

### **New Bike Trail**

Board member Sarah H. pointed out that the board hasn't talked about this recently. EF Bishop shared that the topic came up originally a few years ago before project proposals were used. He added that we'll come up with a budget amount after the design.

Board member Geneva M. pointed out until there is a design and budget the board doesn't have anything concrete for a motion. Perhaps the idea can be approved with a more formal approval later. Board member Scott H. shared that there is some urgency for this to happen sooner rather than later. He encouraged a purpose built mountain bike trail, not just a regular trail and urged that thought be given to a more interesting design. Is biking and hiking on the same trail compatible? EF Bishop said that it is already a hiking trail. Board member Aleia S. suggested that we promote volunteer labor and contributions. Board member Sarah H. shared her support for the project once design and budget is in place.

### **Resolution for a deed restriction to ensure naturist clothing optional use of all OLT properties not just the hot springs**

#### **Motion**

Board member Scott H. made a motion to approve the resolution affirming naturist clothing optional use of OLT properties not just the hot springs to be affirmed at each annual meeting of the board of directors of OLT. Board member Geneva M. seconded and discussion began.

Board member Aleia S. asked if there could be non-clothing optional times for school groups at the ranch. Board member Geneva M. pointed out that this would be hard to do and we should not restrict the choice for nudity in this way. VSM Rosie R. pointed out that we will lose school group participation because parents are not with their kids and permissions are more difficult to get. Board member Scott H. said that it is part of OLT's educational mission to promote naturism and that it is not lewd. EF Bishop said we are who we are and the people that appreciate that will be attracted to it. Board member Geneva M. acknowledged that this a delicate issue, but that it is worth taking the time to educate and not apologize for who we are. EF Bishop shared that the attorney recommended that the board use a resolution to affirm this. A deed restriction would be much more costly and could still be overturned by future boards. ISS Bates asked if this resolution would hinder trading non-easement lands for state lands. He was concerned the resolution could restrict this. EF Bishop answered that it would not.

Board chair John S. called for a vote and the motion passed unanimously.

### **Creation of new Board Designated Education Fund**

There is no recommendation from the Internal Affairs Committee (IAC) on this yet. The board confirmed support for the IAC to continue to work on a proposal for this and have a recommendation for the April board meeting.

#### **Follow-up on Massage Tipi or Yurt proposal**

Some board members were confused as to why this was on the agenda again. EF Bishop, other staff and the massage therapists at OLT had proposed that the board consider this proposal at the October 2017 board meeting. During that regular meeting no decision was expressed by the board so staff and massage therapists thought the matter was still under consideration. Board chair John S. confirmed that the matter had been decided on in Executive Session at the October 2017 board meeting and that the proposal was denied.

#### **Summary of ED Evaluation by the board**

Board Chair John S reported that the board has performed an ED Evaluation per its regular process and protocol.

#### **Lunch**

Board chair John S. called for an hour lunch break at 12:10 PM. The meeting was called back to order at 1:05 pm.

#### **New Business**

##### **Make Long term Vision Task Force a committee and choose a new chair**

##### **Motion**

With background information provided in the packet, including a draft resolution to establish a new committee, board chair John S. asked for a motion to create the Long Term Vision Committee from the existing Long Term Vision Task Force. Board member Scott H. made the motion and board member Martin J. seconded. There was discussion about the Strategic Plan revision being the first task of the new committee and ED Bishop shared how valuable the Strategic Plan is in guiding his work. It is the blueprint for the next 3-5 years. EF Bishop urged the board not to discount thinking 30-40 years out as well. Board member Scott H. shared the impetus for starting the Long Term Vision Task Force in the first place. The task force has a board approved charter that could be the basis for the new committees charter. Board member Steve S. volunteered to chair the new committee. Board member Martin J. reminded the board that committees make the charter and membership guidelines which the full board must vote on and approve. He asked that the previous guidelines be in the minutes. Board chair John S. called for a vote and the motion passed unanimously.

##### **Motion**

Board member Roger C. made a motion to approve board member Steve S. as chair of the newly created Long Term Vision Committee (LTVC). Board member Patrick C. seconded. There was discussion about how to confirm committee members. Board member Steve S. shared that if he was elected chair he would reach out to those still on the old task force to see if they wanted to continue to serve. Board chair John S. called for a vote and the motion passed unanimously.

##### **Strategic Plan Revision falls to new Long Term Vision Committee**

Board chair John S. suggested that the Strategic Plan revision work fall to the newly created LTVC this time. EF Bishop agreed that this would be good work for the committee. The current Strategic Plan is still applicable. The LTVC is taking on this task.

### **Extending the Lease of the Ranch House**

Long time employee has rented the ranch house as a private residence since 2014 and asked the board to renew the lease for another year until the end of 2018.

### **Motion**

Board member Geneva M. made a motion to extend the current lease for the ranch house through December 2018. Martin J. seconded. Other proposed uses of the ranch house will wait until this extension for the current tenants ends. Board Chair John S. called for a vote and the motion passed unanimously.

### **Produce processing shed project**

EF Bishop said that the proposal is sponsored by Ranch Manager Mike O. who shared that the space would be a multi-purpose space used for more than just washing and preparation of vegetables from the garden. He continued that the ranch bathhouse kitchen was not designed to handle produce processing. EF Bishop said that this is the next step of the infrastructure at the ranch and that the project can be split into multiple years. Board member Geneva C. asked if the health department would be involved. Cherrye O. answered that OLT operates under cottage industry guidelines preparing food for guests. Board member Aleia S. asked if labor was figured in the proposal. EF Bishop shared that the labor is staff labor and volunteers which is not included in proposals. Board member Roger C. pointed out a procedure to address this at the work session the next day which was about the ranch plan revision. At the end of the regular board meeting today the meeting would not be adjourned, instead a recess would be called and then the meeting would be reconvened tomorrow to make a decision on this matter.

### **Policy Review**

### **Ranch Plan Update**

Board member Geneva M. shared that the Conservation Committee is working on the revised phase II of the ranch plan. The purpose of the work session the next day is to finalize direction on this.

### **Employee Handbook Revision Update**

Staff member Scott M. shared that he is evaluating feedback on the employee handbook from Employers Council with the goal to have a revised handbook for the Internal Affairs Committee to look at soon.

### **Committee Housekeeping**

Committee chairs were asked to look at the charter and other guidelines under this agenda item and to make recommendations to the board.

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



Board chair John S. suggested having a target date to hear back from current board members whose terms expire this year to let the Governance committee know if they would like to be considered for another term, or not. February 5 was suggested as the date. EF Bishop reminded board members that continuing to serve on the board is subject to approval. Board Chair John S. asked if there should be a formal process to re-apply. EF Bishop answered in the affirmative, that this seems like the board's intention. Board member and Governance Committee co-chair Martin J. asked if the committee should interview those board members who wish to continue to serve. Those that spoke expressed support for this and formalizing this procedure which does not have to be a board resolution, but rather a committee mandate and procedure. Martin J. pointed out that all interviews must take place no later than June.

### **Financial Reports**

In reference to questions about the contributions income line item, EF Bishop answered that the increase was due to OLT reaching capacity limits more. EF Bishop answered that the Depreciation numbers are still being figured out but he estimated similar numbers to 2016. Board member Scott H. reminded everyone that Capital expenditures are not expenses and so we must be careful with the presentation of these in the financials. Staff bookkeeper Scott M. and past board members, worked out the current presentation of capital expenditures on the Statement of Activities as a way to bring awareness to the fact that these projects are funded by previous years board designated reserves and are not current year expenses. Adjustments are made at the end of the year to clear this from the Statement of Activities and transfer this to the Statement of Financial Position where it belongs. Scott M. pointed out that the board did designate that the amount approved for the new telescope came from current year operating because the board did not specify taking the funds from the board designated fund when it made the approval in April.

EF Bishop commented that funding projects from Board Designated Funds (past years reserves) is a good way to fund projects-a step beyond pay as you go, which is a step beyond borrow as you go.

On the board designated fund reports there was confusion because there was not a 2017 actual subtotal line (matching the Statement of Financial Position) before showing the estimated amounts expected to be added to those funds in the coming year. Even though the projections included correct 2017 actuals it was not as clear as it could be. This subtotal will be added for clarity.

### **Break**

Board Chair John S. called for a short ten minute break and the meeting resumed at 2:56 PM.

Board chair John S. asked if the new individual income tax laws will have a negative impact on the amount of donations OLT received. The possibility being that if less people need to itemize deductions then they won't make charitable contributions that they intended to itemize. EF Bishop said that OLT's structure likely won't see a big impact from this and we can re-evaluate if we see this happening.

### **Budget Approval**

The first draft budget was presented to the board at the October 2017 meeting and revised based on board feedback. The Internal Affairs Committee then reviewed the updated draft and a revision was made to the budget draft based on committee feedback. The committee then agreed to recommend that the board approve the latest draft. The changes from each draft were highlighted in the new recommended draft.

There were questions answered about the capital project budget amounts carried over to 2018 on projects that were begun in 2017 and are not completed yet. It was noted that the committee did recommend an increase in technology consultants to cover the transition to and maintenance of the new database.

**Motion**

Board member Roger C. made a motion to approve the budget as recommended by the IAC. Martin J. seconded and without further discussion the motion passed unanimously.

**Moving the January 2019 Board meeting**

Board members Martin J. and Sarah H. asked the board to consider changing the board meeting scheduled for January 19, 2019 (the third Saturday of the month) because of a scheduling conflicts.

**Motion**

After some discussion of which alternate date would work best, Board member Martin J. made a motion to change the board meeting date in January 2019 from the 19 to the 26. Board member Sarah H. seconded. Without further discussion, Board Chair John S. called for a vote and the motion passed unanimously.

**Recess Regular Meeting**

It was agreed that the April board meeting would take place at the ranch house as it has been since 2014, including the Executive Session. Board Chair John S. called a recess of the regular meeting at 3:22 PM.

**Board of Directors and OLT Staff  
Public Work Session  
Sunday, January 21, 2018 9:00 AM  
SPRUCE HOUSE ADJACENT TO THE OLT WELCOME CENTER**

The regular meeting of the board was recessed on Saturday with the intention that the board would reconvene on Sunday to address the produce preparation shed project. The topic of purchasing an ATV for use with ranch chores so that Ranch Manager Mike O. was not using his own vehicle was also brought up for a decision as well.

Board Chair John S. reconvened the board meeting at 12:02 PM

**Motion for Ranch Work ATV**

Prior to reconvening the regular meeting of the board, board member Steve S. brought up the topic of the board approving the purchase of an ATV for ranch use. At the request of Board Chair John S., board member Martin J. made a motion to approve an amount not to exceed \$20,000 for a ranch work ATV vehicle referred to as a "buggy." The motion was seconded by board member Patrick C. There was lively discussion about this. Previously the board has commented that RM Mike O. should not be using his own

vehicle for ranch work and those comments were made again. Because of the fast nature by which this was proposed, EF Bishop asked that the board not approve a specific amount, in case they find something more expensive and would then have to come back for another board approval. Alternately he suggested that the board approve \$25,000.

Board chair John S. called for a vote and the original motion passed with all members casting a vote in the affirmative except board member Sarah H. who had not voted yet. She expressed that she wished to honor what EF Bishop was asking for and also felt it was important that he have the board approval to be able to act fast if they found the right vehicle. She ended up casting her vote in favor of the motion.

#### **Revisiting the Produce processing shed project**

This topic was revisited for discussion but no action was taken because some of the details of the cost were missing from the proposal and not every board member had a copy of the proposed budget to review. The board will take this up as an email vote.

#### **Adjourn Regular Meeting**

Board Chair John S. adjourned the regular meeting of the board at 12:08 PM.

Submitted by:

Approved by:

 7/21/18  
Martin Jolley, Secretary Date

 7/21/18  
John Standish, Chair Date