

**MINUTES - Approved - 20180831**  
**ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING**  
**OLT VALLEY VIEW HOT SPRINGS PAVILION**  
**SATURDAY, JULY 21, 2018, 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**

All Board members present: John S., Patrick C., Martin J. (by voice over internet), Geneva M., Sarah H., Aleia S., Steve S., Scott H.

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

Guests: Phil B., Dan F., Annie P., Rob Z., Richie M., Lisa G., Paul B., Lisa D., Hannah M., Gary L., Jon F., Jim M., John R., Mathew D., John G., Cynthia N.

**Meeting Call to Order**

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

**General Guest Questions/Comments**

Board Chair John S. opened up the meeting as always with a time for guest comments, noting that the agenda for the annual meeting always includes more time for guest and board member feedback and interaction after lunch.

Guest and committee member Dan F. commented about how to foster and build the closeness and cohesiveness of the OLT culture. Conveying the idea that the magic to be had here is created by everyone that is here, He complimented the efforts of management and staff while pointing out the importance of sharing the story of the culture of OLT and the part we all play in creating that culture. Another guest commented that the language we use at OLT does help acquaint people to the values and perspectives we want and share. Guest Phil B. played an instrumental song on his guitar.

**Directors and Officers Appointments**

**Governance Committee Report and Recommendations**

Co-chair of the Governance Committee Jim M. gave a summary of the process the committee went through to evaluate board member applicants. He shared that two candidates were interviewed. He shared that though the board candidates were promising, the committee is recommending that those candidates get to know the organization better—the unique culture of the organization and serve on a committee. So the Governance Committee did not recommend that the board appoint new board members at this time.

Board Chair John S. shared that the board will follow up with one of the board member candidates Jon F. (who was in attendance for the meeting) later at the Executive Session

### **Appointment of Returning Directors**

Board Chair John S. introduced the next topic of appointing returning board members for new terms. But first he wanted to acknowledge the the service of retiring board member Geneva M.

Geneva M. shared that she was still committed and happy to be involved with the Conservation Committee and working on the latest draft of the ranch plan. There was applause for Geneva before moving on to the next topic.

#### **MOTION**

Board member Aleia S. made a motion to appoint Board members Sarah H. and Scott H. (whose terms expired this year) to new three year terms. Without further discussion the motion passed with all board members in favor. Board member Sarah H. voted in favor for Scott H. and board member Scott H. voted in favor for Sarah H.

### **Election of Officers**

Board Chair John S. shared that his intention was to pass the Chairpersonship to the Vice Chair, but since that position was left vacant (when Roger C. resigned from the board early because he was moving to the east coast) he is prepared to stay on as Board Chairperson. Board member Martin J. offered to serve as Vice Chairperson. Board Treasurer Patrick C. agreed to continue in that role and board member Steve S. agreed to take over as Board Secretary.

#### **MOTION**

Board member Scott H. made a motion seconded by board member Aleia Schaum to appoint:

John Standish (John S.) as board Chairperson  
Martin Jolley (Martin J.) as Board Vice Chair  
Patrick Comiskey (Patrick C.) Treasurer  
And Steve Saban (Steve S.) as board Secretary

The motion passed unanimously without further discussion. Board member Aleia S. thanked those serving in officer positions.

### **Affirmation of OLT Values and Code of Ethics by Directors**

Board Chair John S. went over the Statement of Values.

#### **MOTION**

Board member Martin J. made a motion seconded by board member Sarah H. to affirm the OLT Statement of Values and Code of Ethics.

ED Bishop commented about the intertwined nature of the OLT culture. Does the magic happen as a result of the Values or did the magic come first informing the Values.

Without further discussion the motion passed unanimously.

## **Affirmation of Naturist Requirement from the Naturist Deed and Resolution for all OLT Properties by Directors**

ED Bishop clarified that the deed restriction for the hot springs was part of the transfer of the property to OLT, while a separate resolution by the board of directors affirmed clothing optional nature of all land trust lands.

### **MOTION**

Board member Aleia S. made a motion to affirm the Naturist requirements of the deed restriction on the hot springs property and board member Patrick C. seconded the motion. Without further discussion the motion passed unanimously.

Board member Scott H. made a motion to affirm the Resolution Affirming Naturist Clothing Optional use on all OLT properties that the board originally passed at the January 2018 meeting. Board member Sarah H. seconded the motion. Scott H read the motion aloud. ED Bishop commented that as Neil used to there is no reason to have the word "the" before the acronym OLT. Scott H revised his original motion to make this correction, seconded by Sarah H. and the motion passed unanimously without further discussion.

## **Management Reports**

### **Questions and comments about the Executive Facilitator (Executive Director) Report**

ED Bishop added to the report that the new drinking water treatment systems have been completed, but the state has not signed off on it yet. Board member Martin Jolley confirmed that these drinking water systems chlorinate the water and then dechlorinate the water. Board director John S. elaborated that by state regulations we must now treat the drinking water with chlorine. We have chosen to also filter the chlorine out. ED Bishop added we have and will continue to test the water source before treatment monthly and those tests show clean results with no positive results. ED Bishop shared that there are water places in the hot springs village without a valve handles and those places should not be used for drinking water.

Board member Aleia S. thanked staff for their work on the new employee parking lot. Board chair John S. concurred commenting how unobtrusive and nicely done the new space is. In answer to a question from board member Steve S., ED Bishop answered that barriers are in place at the west edge of the lot, so vehicles don't go over the edge of the lot.

### **Questions and comments about the Facilities Manager Report**

Facilities Manager (FM) Mark J. elaborated that he is in contact with the state to get the final approval to lift the boil order from OLT's drinking water system now that the new treatment systems are in place. FM Mark J. continued with information about the culvert project. This project was designed to address the place that was thought to be the source of the incursion that led to the failed drinking water tests last year. ED Bishop added that we are working with a geologist to pinpoint the place of incursion and correct the culvert to run off water cannot contaminate the system.

In answer to a question by board member Scott H., both FM Mark J. and ED Bishop confirmed that the leach field for the Welcome Center will need to be replaced and that more details and a project proposal will be presented to the board.

In answer to a question by board chair John S., FM Mark J. explained that the astronomy pad track system was put in to assist with the roll off of the protective shed cover for the large telescope. Board member Steve S. helped volunteer with the installation of this project and he shared that electric heat tape was installed to heat the track.

Board member Sarah H. asked about the ranch greenhouse project. FM Mark J. said that a permaculture design firm approached us to partner with them to build a year-round greenhouse. They will bring design expertise and funding to the project. Mark J. continued that staff has rethought about the produce processing shed plan originally proposed to the board (with the board giving approval to begin the foundation.) Staff is considering a smarter design that would combine the methane digester as a heat source for the foundation of the new greenhouse/processing shed. The project is too ambitious to start and complete this year. After more questions from board members about the possible design of the greenhouse, our prospective partners motivation for funding this and how OLT members and guests can help support the project, FM Mark J. shared that staff will have a presentation for the board, including a presentation by the prospective partners, at the next board meeting. A guest commented that it will be important to consider the maintenance and operational plans for this new facility to which FM Mark J. affirmed this is important and that these considerations are part of every program proposal. In response to another comment FM Mark J. stated that geothermal is not an option at the ranch because the water is not hot enough.

Board chair John S. reminded guests to hold their questions and comments until part of the agenda designated for this after lunch so the board meeting could stay on time getting through the rest of the agenda for the meeting.

#### **Questions and comments about the Visitor Services Manager Report**

In answer to a question by board member Scott H., Visitor Services Manager (VSM) Rosie R. confirmed that science camp is larger this year. In addition to OLT's week of Science Camp, which has grown to 30 kids. OLT is providing the ranch space and science camp instructors for kids coming from the southern part of the San Luis Valley. Conejos Clean Water (CCW) action is the organization bringing these kids to camp and learn at the ranch. Board member Aleia S. commented how important this is for community outreach. VSM Rosie R. added that this program was funded by a grant to CCW. This connection began last year. Parents of the kids participating sign permission slips that spell out the naturist aspect of OLT properties and kids are accompanied by adult chaperones from CCW. In regards to OLT's own Science Camp, VSM Rosie R. shared that we did implement a cancellation policy for reservations to the camp to avoid the last minute cancellations that happened last year. The camp is no charge for kids to attend and funded by a grant from Saguache county. Most parents will be staying at the hot springs, not the ranch and they pay regular admission and accommodation fees for themselves to stay.

Board chair John S. commented that there were no reports of problems for the member appreciation weekend event this year which is a wonderful affirmation of the event.



### **Questions and comments about Cherrye's Report**

Cherrye shared that there is a ranch market at the hot springs today, by the pavilion where this meeting is taking place which she pointed out. Board member Aleia S. complemented Cherrye on her enthusiasm in the report and board chair John S. commented that he liked the phrase "field to fork" that was used in the report.

Board member Scott H. asked about what has changed to be able to accommodate WWOOFer (Worldwide Workers on Organic Farms) volunteers. Cherrye answered that we have the facilities now to host them and the ability to feed them when we are making the ranch meals, which is a requirement of the program.

### **Questions and comments about the Ranch Manager Report**

In answer to questions from board member Scott H., Ranch Manager (RM) Mike O. confirmed that the cows being removed from the ranch due to lack of grass could affect the lease which is based on cows per day for the season. If we get rain then the cows could be moved back to the ranch. RM Mike O. elaborated that one room in the old Bunkhouse building at the ranch has been cleaned out with new plywood on the floor and walls to make a usable space for seed sorting and other storage.

RM Mike O. confirmed that he is holding off on any work related the produce processing shed, given the new redesign and project proposal that are pending. At minimal expense he is pouring footers at the methane digester site that are necessary for covering this no matter what the final plan ends up being.

### **Questions and comments about IT Report**

Board chair John S. provided some context for this report, sharing that there are agenda items for many aspects touched on in the report so more discussion and decision-making about these topics is still to come later in the meeting.

IT Manager (ITM) Doug Bates shared that there is not much information to share in regards to getting system documentation from the original developer of the new donation/admission/point of sale system (new database.) He hopes to have more information next week.

In response to questions about fiber optic, ITM Doug-Bates shared that fiber optic providing high speed wired internet for OLT's servers and database applications is available and the proposal in the packet is accurate in regards to the costs, though his report is not correct because it understates the monthly fees for the service. Fiber optic could replace other costs for wireless internet, website and new database hosting.

### **Break**

Before calling a break at 10:30 AM Board chair John S. honored retiring board member Geneva M. with a few gifts and acknowledgements of the amazing job she has done in her tenure on the board including many years as board chair. Encouraged to open the gifts, Geneva M. thanked everyone who loves this place like she does. She also expressed thanks for and confidence in this board of directors for their sound financial oversight. The meeting was called back to order at 10:50 AM.

## **Board Officer and Committee Chair Reports**

### **Questions and Comments about the Board Chair Report**

There were no further questions or comments about this report.

### **Questions and Comments about the Board Treasurer Report**

Board Treasurer Pat C. pointed out that there were increases in ranch expenses and employee expenses. Later ED Bishop addressed these increases as being related to the new garden position and visitor services aspects of the ranch and employee time on the new database, respectively.

### **Questions and Comments about the Governance Committee Chair Report**

Committee co-chair and board member Martin J. mentioned important dates coming up for board member self-evaluations in October and the board's evaluation of the executive director in January.

### **Questions and Comments about the Internal Affairs Committee Chair Report**

Committee co-chair and board member Martin J. mentioned that the committee is working on the recommendation to the board about changes to board designated fund designations and the committee will have another meeting to review staff's counter proposal about this.

### **Questions and Comments about the Conservation Committee Chair Report**

This report was not ready for inclusion in the board packet but was passed out to board members at the board meeting. Committee chair Geneva M. shared that the committee is working on another weed pull event for August 5 at the ranch, hosted by conservation committee members Cynthia N. and Steve S. She commented that the committee is discussing ways to mitigate microtrash and how she appreciates the dynamic committee membership.

### **Questions and Comments about the External Affairs Committee Chair Report**

Since there are agenda items related the work of the committee there was no report or discussion at this time.

### **Questions and Comments about the Site Plan Committee Chair Report**

In answer to a question by committee chair and board member Sarah H., ED Bishop answered that yes, trail building tools have been ordered. Board chair John S. mentioned that there is common interest in the bike path project.

## **Old Business**

### **New Bike trail construction, design and volunteer work possibility**

In answer to a question by board member Scott H., ED Bishop answered that yes mechanical help to help build the trail was considered but since noise seems counter to what we want, he has chosen to not use mechanical equipment for this task. In answer to Scott H.'s question, ED Bishop shared that the reason the bike path doesn't follow the riparian trail is that we wanted to protect the more sensitive areas and not conflict with walking/hiking use. Also, the grade for a bike path is different than for other uses.

Board member Sarah H. suggested that a volunteer work party to help with the trail building for the bike path could be organized for September after the busiest part of the summer season is over. ED Bishop

suggested that two work sessions would be beneficial and not just on the weekend, but during the week as well. ED Bishop also confirmed that the trail from the hydro plant to the reservoir and ranch is ready to ride now as it follows old roads.

### **Board Designated Fund proposals**

Bookkeeper and board assistant Scott M. gave a brief overview of what staff and the Internal Affairs Committee have been working on to reorganize the allocations to the board designated funds and add one or two funds. Board member Scott H. added that the impetus for this was a proposal that he and fellow Internal Affairs Committee member Myron H. made to create a new Land Acquisition fund and given the combination of uses emerging at the ranch a separate board designated Ranch Fund. Staff is working on a counter proposal that incorporates those suggestions and the Internal Affairs Committee will review the options and make a recommendation to the board at the next meeting. Board member Martin J. commented how important it is to be as transparent as we can about this. Board member Aleia S. asked if separating ranch and land acquisition will take away from OLT's land conservation efforts. Previous boards combined land acquisition under the umbrella of the Land Conservation Fund and ED Bishop said that a case can be made that land acquisition is land conservation.

### **Consulting Engagement for Accounting Changes**

Bookkeeper and board assistant Scott M. gave an overview of this engagement that was fully outlined in the packet. Scott M. is working with OLT's accountants to make accounting changes so that we can report activities by property breakdown in addition to the program breakdown we are already using. Changing uses at the ranch to include visitor services and events exposed that OLT's bookkeeping needs to be updated to properly reflect changes in activities and use. The goal is to set a foundation that can accommodate any program activities on any OLT property now and in the future. Staff is working on examples of financials that show the proposed changes and the Internal Affairs Committee will review progress and make a recommendation to the board about this at the next meeting.

### **Process for reviewing/evaluating Board Assistant role**

Board chair John S. asked for the status of this and any comments. Board member Martin J. said that we need to come up with the criteria for review. ED Bishop reminded board members that the job description for this role was sent to the board previously and can be sent out again.

### **Continued discussion of Ranch Produce Shed-Plans have expanded and changed**

As this topic had already been mentioned in the reports, board chair John S. reiterated his understanding that the project is on hold and that work is not proceeding on the foundation part of the proposal that the board already approved at the last board meeting. ED Bishop confirmed this and said that the board would have a new proposal and a presentation from the potential new partners on this expanded new greenhouse and produce processing area project, at the next board meeting. It was mentioned that these partners are also bringing funding and /or help with funding for the project.

### **Board fundraising recommendations from External Committee**

External Affairs Committee chair and board member Aleia S. asked the board for more feedback and detailed guidance on the recommendations the committee presented with the goal of coming up with the fundraising plan proposal that the board tasked the committee with at the last meeting. She shared



that there is no special fundraisers being planned right now so this is a good time to look at the framework. As discussion progressed, Aleia S. asked if the board needs to approve specific fundraisers? ED Bishop asked, what is the criteria for board approval? Board member Scott H. commented that donations to special fundraisers should count toward membership levels. Board member Aleia S. commented that the last special fundraiser for the new telescope generated additional donations and did not negatively impact regular unrestricted membership donations that are allocated to land conservation.

On a separate question, there was discussion about member benefits for volunteering and in-kind trade. VSM Rosie R. said that on a case by case basis we already give membership benefits for volunteer and in-kind help, though it is not codified. Board member Sarah H. stressed that specifically in this context of special fundraisers she would like to see volunteer work and time be able to go toward member benefits, so that we count money and time. Holding highly, the values of accessibility, Sarah H. shared that she could not support just an exchange of money for these special fundraising projects. VSM Rosie R. commented that we have to have a way to track time and figure out the bookkeeping process for this kind of exchange. Board member Aleia S. also commented about the impact on staff to work on special fundraising projects and the implementation of any motion.

#### **MOTION**

Board member Sarah H. made a motion following the spirit of External Affairs Committee policy recommendation that the board must approve fundraisers and that donations taken for approved fundraisers count toward membership. In further discussion it was clarified that this motion does not include trading volunteer time on fundraisers in exchange for member benefits which still needs to be worked out. Without further discussion, the motion passed unanimously.

Board member Sarah H. offered to work on a proposal that would codify membership benefits for volunteer work time on fundraisers. There were a few other comments about this, like would volunteer time be in trade for hot springs use and member benefits? Board member Sarah H. asked that she be given the time to work with staff on a draft proposal for this.

#### **Meanders maintenance update**

ED Bishop shared the OLT's water issues attorney is not optimistic about the suggestion- from OLT's state and federal partners on the meander project-about recovering water from the aquifer. Board treasurer Patrick C. suggested a cost/benefit analysis. ED Bishop elaborated that approval for the proposal would be unlikely and we probably will not pursue this idea further. Board member Scott H. asked what The Nature Conservancy's (TNC) stance is regarding the meanders project. TNC holds the conservation easement on the ranch. ED Bishop answered that we have not heard back from them on this question yet, but their on site monitoring visit is coming up again soon and he will ask the question again. Board member Scott H. commented that how TNC considers the meanders will be very important. Board chair John S. added that OLT has to follow the TNC conservation easement and applicable laws with any plan that we have for changing the meanders. ED Bishop urged that if we can change the water use for the meanders that we have a good plan for how we will use the water. In answer to board member Aleia S.'s question, ED Bishop added that the water flows are way down this year due to the drought and dry conditions. Ideally, board member Scott H. commented that we can have more water for other uses and maintain the successful fish habitat.



### **Database updates**

All new database discussion was pushed to the continuation of the board meeting agenda for the following day.

### **Noon-1 PM: Free Picnic Lunch at the Pavilion. Everyone Welcome!**

Board chair John S. called for a one hour lunch break at 12 PM.

### **1 PM-2 PM: Q&A – Board Members & Guests**

Board chair John S. called the meeting back to order at 1:03 PM and explained that the next hour is for guest comments, Q & A and discussion with the board.

Guest Daniel N. introduced himself as a professional photographer who has been visiting OLT for several years. He offered his photographs and assistance with a fundraising calendar. Board member Aleia S. said that she has his contact information.

In answer to the questions of another guest ED Bishop said that we do have a fire emergency plan and we do fire mitigation, maintaining the balance for preserving habitat, but removing fire danger. We have fire hydrants on site, a 500 gallon fire truck and fire training for staff, he added. FM Mark J. also addressed this, noting that he was the fire chief in Crestone for many years.

A guest encouraged OLT to grow its endowment.

Guest Annie P. commented on the topic of member benefits in trade for working on special fundraising projects. She said that special projects should be kept special and separate from work exchange. She added that day passes are worth more to her than membership benefits. Perhaps work on sliding scale is an applicable model.

A guest commented that this is a hopeful place and she encouraged meetings here to invoke hope and dream of the future. What can we be doing and thinking about for the future? Board member Aleia S. commented that the pavilion at the hot springs is a great place for that discussion. ED Bishop said that OLT always has been an alternative to the popular culture. A prospective board member Jon F. said that those discussions do happen in an informal way.

In answer to a question from a guest, the bike path connects the hot springs and the ranch. The leg of the trail from the hot springs to the hydro plant is not complete, but is marked with flags. The leg of the trail from the hydro plant to the ranch building envelope is complete. Board member Scott H. commented that he road the first leg of the trail for 300 yards and then had to carry his bike to the hydro.

Guest John R. shared that the ranch is a hopeful way to move forward and help not overuse the hot springs. He expressed concern about the sunscreen film on the waters. There could be concentrations in the water that cause long term negative effects. The water drives everything, John R. continued and it is the responsibility of all of us to protect the natural pristine waters. For him, protecting the water

has a spiritual dimension. Perhaps sun shades would help and using less sunscreen can help. VSM Rosie R. mentioned that OLT does sell organic sunscreen that is less impactful and we make that available for use. We also encourage people to shower before and after being in the ponds. Let's promote that more, John R. said as well as having a wide variety of hats for sale. This aligns with OLT's conservation and protection mission. Board chair John S. thanked John R. for the good points. OLT has been working on this for a long time and it is good awareness. Another guest commented that some places do not allow sunscreen that is harmful to the environment. This guest mentioned resources, from NREL and others, for volunteers to help protect the environment. VSM Rosie R. asked for the guest to share that information with her so she can follow up.

Camp host Scott V. commented that people have shared with him that they would like to have a quieter atmosphere at night. He suggested that a motto could help convey this, such as "Dark Skies, Quiet Nights." Scott V. said that quiet is a resource that should be protected. There was continued discussion on this topic. Board member Aleia S. asked if anyone was inspired to write an article for the newsletter about this. Board member Sarah H. commented that she has been coming here long enough to experience that sound travels differently on different parts of the property. There are places to have a louder conversation that does not bother your neighbors.

Board chair John S. asked if there were any more comments.

Camp host Tricia thanked the board and staff saying the place feels like a well oiled machine. In her volunteer efforts she thinks, What would Doug do? (Referring to ED Bishop.) And she is honored and privileged to be part of this.

Another guest spoke about coming here for over 40 years, wanting to help more and being inspired to join the External Affairs Committee. There was thanks to Doug Bishop for helping to hold the original vision. Guest Jay S. encouraged all guests to communicate these shared values with each other more.

### **New Business**

#### **Business Class Fiber Optic Cable Internet Installation**

There was immediate support for this proposal with board member Sarah H. saying go for it. If we can take advantage of this infrastructure upgrade we should. The proposal in the packet stated all the particulars about the levels of service available. Staff recommended the 200 service.

#### **MOTION**

Board member Sarah H. made a motion to approve installation of fiber optic cable and 200 internet service. Board member Aleia S. seconded and with little further discussion the motion passed unanimously.

**Possible exception for Conservation Committee chair not being current board member**

Currently, all committee chairs, except the Governance Committee co-chair, must be board members. Since Geneva M. retired from the board, the Conservation Committee she is chairing either needs a new chairperson or the board needs to approve that she can remain the chair of the committee even though she is no longer on the board.

Board member Aleia S. commented that this could be a good opportunity to expand help with committees. Board member Sarah H. expressed that she doesn't think the board should change this guideline since this is a relatively recent decision by the board and this was the first transition of an active committee chair to a non board member. She added that Geneva M. could of course still be on the committee and help support a new chairperson. ED Bishop commented that the committee chair must have good communication with the board and accountability to the board and that is why the board set the guideline that committee chairs should be board members. He added that perhaps Geneva M. could continue as the interim chair of the committee until a board member replacement is chosen. Geneva M. commented that she wants to help see the work of the committee continue.

### **MOTION**

Board member Martin J. asked if any board member was willing to step up and chair the Conservation Committee. Board member Sarah H. volunteered to chair the committee adding that Geneva M. has done a fantastic job and she looks forward to continuing to work with her and have a smooth transition of the chair position.

Board member Aleia S made a motion, seconded by Patrick to approve board member Sarah H. as the new chairperson of the Conservation Committee. The motion passed with all in favor except board member Sarah H. abstaining.

### **New electric carts - purchase possibility**

ED Bishop informed the board that theushman electric work carts that staff use are decades old now and getting harder to maintain and find parts to keep them running. He wanted to give the board the heads up that we will have to replace these vehicles. Replacements that we are looking at run \$12,000-\$15,000. Staff is looking at several different makes and models for replacement vehicles, lead acid battery systems both 72 and 48 volt.

After a couple more questions, the discussion shifted to the hydro electric system and the replacement parts that we need to have on hand in an emergency. We need to rebuild the alternator so we have a spare and a new pelton wheel would be about \$40,000.

### **New leach field for Welcome Center wastewater**

ED Bishop shared that we are keeping flow data to properly size the new leach field that is necessary for the Welcome Center facility. The current system is not in a good place under the driveway and we may need the permission from Neil and Terry to place the new system on their building envelope. Staff will have a proposal for this project at the next board meeting.

### **Break**

Board chair John S. called for a break at 2:25 AM and called the meeting back to order at 2:45 PM

### **Financial Reports**

### **Income Statements, Balance Sheet, Cash Flow Statements**

Board member Martin J. asked about the increase in the association dues category compared to last year to which bookkeeper Scott M. said the difference was one of the timing of the payment not a new or unexpected expense. Board member Scott H. asked about donation amounts compared to last year looking good, to which bookkeeper Scott M. agreed noting that we are on par with last year even without additional fundraising like we had last year with the new telescope.

There was a question about net ordinary income (income after expenses) being down so far this year over the same period last year even though Total Income is more than last year. ED Bishop answered that the percent of payroll expense is up three percent over last year at 52% from 49%. Board member Aleia S. asked if this was a temporary situation or a new trend. ED Bishop said it was temporary hopefully and cited increased employee costs due to hiring a new garden manager and more staff time spent on the new database project. There was a question about whether staff is keeping track of all their hours on the new database project. Bishop answered that hours on the project would be an estimate because staff time varies depending on the time of year and the parts of the project that we are engaged in.

Board member Scott H. brought up the topic of investing some of the board designated fund reserves that are currently all in one savings account. He suggested that there are fully liquid high yield savings accounts paying 2% interest and we should at least diversify some of the board designated funds into this type of account. Board Treasurer Patrick C. added that we should diversify the funds into multiple accounts. ED Bishop was instructed to look into these accounts and make the transfer into high yield savings accounts as he sees fit. No formal approval or motion was thought to be necessary in the board giving the ED guidance on this.

There was minimal comments or discussion on the Stats reports, Winter Savings Report and the details of the Board Designated Fund Reports. Bookkeeper Scott M. did go over the quarterly allocation to the Land Conservation Fund which is made up of Land Conservation allocated membership donations minus Land Conservation staff and other expenses for the period. He emphasized that this shows transparency and consistency in not mixing Land Conservation allocated income going to other uses. Though board member Scott H. did point out that with recreational and other activities being added at the ranch this year, it isn't as clear as it needs to be. Bookkeeper Scott M. acknowledged this and said that the accounting changes that staff is working on will address this. At this point, non land conservation ranch activities are still a very small amount of ranch activities.

### **Policy Review**

#### **Ranch Plan Update**

Former board member and Conservation Committee chair Geneva M. has been leading the efforts on revising the Ranch Plan. She mentioned that her Conservation Committee chair report there was a small update about this. She then elaborated on some of the questions that have come up about this process. While the ranch has been a land conservation program exclusively, we need to expand the ranch plan to be more comprehensive, covering educational and visitor services programs activities. She brought up that we need to sort out our definitions for preservation and conservation since the mission statement mentions preservation and we have defined our Land Conservation program to



include those elements and more. Geneva M. also highlighted how important it will be to have representatives from different OLT constituencies involved in the revision to encompass the full picture at the ranch. And she mentioned how educational values are inherent in all aspects of our ranch and even all OLT activities. ED Bishop talked about how this process to revise the plan is also related to the Long Term Vision Committee.

### **MOTION**

As the discussion went on, the idea of creating a task force to finish the revision of the ranch plan came up and gained support. Having a task force would allow the inclusion of members representing the other aspects at the ranch not just Conservation Committee members. Creating a task force would allow Geneva M. to continue her leadership of the process, though she mentioned that as she gets busier with her teaching duties she might ask for a co-chair to help on the task force. A task force is best used for specific board and committee work that is time-bound and where it is important to include a diversity of opinion and expert participation that may not otherwise be volunteering.

Board member Scott H. made a motion to create the the Ranch Plan Task Force to complete the revision of the ranch plan with Geneva M. chairing the task force. Board member Aleia S. seconded the motion. Board member and new Conservation Committee chair Sarah H. wanted to be clear that the oversight of the task force would fall to the Conservation Committee. This task force would fall under the umbrella of the Conservation Committee and the Conservation Committee will review the work of the task force as part of making a recommendation to the board. Board chair John S. asked Geneva M. to create a charter and membership for the task force. With no further discussion the motion passed unanimously.

### **Strategic Plan Revision**

No update was given and no discussion took place about the revision of the Strategic Plan.

### **Recess Regular Meeting:**

After passing out the meeting surveys, Board chair John S. recessed the regular meeting of the board at 3:55 PM with the goal of reconvening the regular meeting the following day at 10 AM so the board could take up the new database topics from the agenda and any other unfinished business.

**Work Session Sunday**  
**ORIENT LAND TRUST (OLT) BOARD OF DIRECTORS MEETING**  
**OLT VALLEY VIEW HOT SPRINGS SPRUCE HOUSE**  
**SUNDAY, JULY 22, 2018, 10:00 AM**

### **Record Attendance**

All Board members present in person: John S., Patrick C., Martin J., Sarah H., Aleia S., Steve S., Scott H.

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

Guests: John G., Cynthia N.

### **Reconvene the Meeting**

Board Chairperson John S. reconvened the regular meeting of OLT Board of Directors at 10:01 AM.

#### **Directors and Officers Appointments con't**

Board chair John S. brought up the first item of business for the reconvened meeting-discussing the appointment of a new board member to OLT's board-Jon F., who went through the application and interview process with the Governance Committee and was interviewed by the board during Executive Session the previous day. John S. shared that the Governance Committee recommended the board candidate Jon F. attend board meetings and join a committee. Visitor Services Manager and Volunteer Coordinator Rosie R. commented that like Jon F., there are people that volunteer in other ways for OLT and are part of the the community that are not always known to board members.

#### **MOTION**

After some further discussion elaborating on Jon F.s volunteer history with OLT and his responsiveness in reviewing previous board meeting minutes. Board chair John S. asked for a motion. Board member Patrick C. made a motion to appoint Jon Florey to the board to start at the October board meeting. Board member Steve S. seconded the motion. In further discussion, board member Martin J. referenced that he made comments in Executive Session, expressing some questions about the appointment, but that he would support the appointment now if the board wants to. The term was confirmed to be a three year term starting October 20, 2018 and ending at the annual meeting in July 2021. The motion passed unanimously.

#### **New Database Development update, continuing discussion and new engagement decision**

VSM Rosie R. did a demo of the new database system from a front desk user perspective, pointing out some of the things that are not working correctly for us to launch the system. Board member Scott H. did a high level overview of of the big picture of the new software integrating open source software-Civi-CRM handling the guest records and donation elements, the Booking and Availability Toolkit which handles the reservation components and Commerce which handles the point of sale (POS) functions. OLT hired a developer to configure and customize these components into a system that would improve upon and replace are current database system. Utilizing open source software was necessary to keep the costs lower on this project than a fully custom system and allows for finding other help with the system as needed,

Board member Aleia S. asked how complete the new database is which lead to board member Scott H and board chair John S. explaining the steps they went through with the developer of the new system to get delivery of crucial system documentation without paying additional money. It was felt that this information should have been delivered as part of the original agreement. The stance of the developer is that time ran out on the original agreement even though they gave us an extra month. OLT's position is that the developer is at fault for not getting the project done under the original agreement, specifically that they did not manage the time or resources correctly to deliver the new database as originally contracted. Board members Scott H. and John S. worked with staff and were successful in meeting with the vendor to get the system documentation we need. The vendor offered 40 unpaid hours to complete this, with OLT IT Manager Doug Bates being the point of communication to complete this. It was noted that the board would follow-up with the vendor if this documentation was not delivered as promised. Board member Patrick C. asked if this developer is capable of finished the software.

#### **Break for Executive Session, Regular meeting resumed**

At the request of board member Scott H., Board chair John S. put the regular meeting on hold and called for Executive Session time with all present allowed to stay, so that he and others could speak freely about the confidential details related to this matter. This was done at 11:24 AM and the regular meeting resumed at 11:43 AM

#### **New Engagement with another vendor to assess the new database**

Discussion turned to the staff proposals to have a new developer assess what it will take to complete the new database (Gap Analysis) and help us set up the management tools and processes (Project Management) in place to be able to manage the software's future development and coordinate the work of anyone we feel is beneficial to the project. This was split into two separate proposals. IT Manager Doug Bates spoke about how important it is to have this analysis, so we can get a handle on the scope of work and the costs of completing the new database. In answer to questions from board member Sarah H., Bates also clarified that the project management help is necessary for us to be able to coordinate the work of different developers to complete the work. Staff spoke in favor of approving and getting started on both parts of the engagement as soon as possible. Board chair John S. cautioned that we should be careful and methodical about this advocating that we not start the Gap Analysis piece until we have the system documentation from the current developer.

#### **MOTION**

After a little more discussion to work out the details of when each engagement would begin, board member Aleia S. made a motion to approve \$6000 for the project management engagement to begin immediately and approve \$6000 for the Gap Analysis engagement to begin when the system documentation is delivered from the current vendor or in 3 weeks whichever comes first. The motion passed unanimously without further discussion.

#### **Adjourn Regular Meeting:**

Board chair John S. ended the meeting at 12:05 pm.

Submitted by:

Approved by:

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Steve Saban, Secretary      Date

\_\_\_\_\_/\_\_\_\_\_  
John Standish, Chair      Date