

Chaffee County Community Foundation

**Annual Meeting of the Board
Jan. 27, 2020 ♦ 3 pm**

Participating Board Members:

Merrell Bergin	Dustin Nichols
Jordan Brown	Gordon Schieman
Ed Cooper	Syd Schnurr
Wendy Hall	Kayce Penrod
Rick Hum	Exec Dir: Joseph Teipel

I. Call to Order and Approval of Consent Agenda

CPA selection removed from Consent Agenda. Consent items approved.

II. Updates

- Rachele Vierthaler participated on the BV Community Grants Review committee and Ed talked with her about joining the Board. Rachele expressed her interest, and her biographical information was circulated. Motion made & seconded by Jordan and Dustin, and vote approving Rachele was unanimous.
- Paul Alexander, who is on the GARNA Board and a former colleague of Ed Cooper, is interested in a CCCF Board seat. Profile/biographical information will be circulated via e-mail to all Board members, and Ed asked that an on-line vote be done to approve Paul.
- Need assistance from all Board members to push Board to 15 members (up to 15 allowed in Bylaws). Important factors for representation are individuals from both north and south County, age diversity, emphasis on representation from lower income earners and from multi-generational families here in the County.
- Recommend that each Board member provide a paragraph for public posting, "Why I serve on CCCF Board." This may help in guiding and talking with people about board participation for all nonprofits.
- Merrell and Joseph have been researching and interviewing for a CPA firm to do 2019 financial review, file the Form 990 with the IRS, and future requirements like audits. Selection is narrowed to two finalists, and selected CPA will be notified within the next few days.
- Expectation that ED will prepare an Annual Report document when possible, which will be posted on the website.
- Board members expressed desire for weekly Status Reports from ED so that everyone is fully informed about ongoing activities. ED will provide weekly reports, updating in Track Changes so that new information is easily seen.
- Continuing requests to Nestlé representatives for the documents that set up the \$500,000 Donor Advised Fund housed at The Denver Foundation. When discussed that funds be transferred to CCCF, the Nestlé representatives on site were open to the idea but said Corporate staff would make that decision. It was noted in discussion that a large company like Nestlé could have concerns about the investment strategy and long-term stability of an organization like CCCF that does not have a verifiable track record.
- In a general update, concerns were expressed about an end-of-year donation to CCCF of \$10,000 by Nestle Waters. Executive Committee discussed this at length in early December. Joseph recommends that \$9,000 be given to GARNA/Chaffee Green to fund a 'recycling' study. Use of funds is determined by the ED. A Gift Acceptance Policy will be developed by the Finance Committee in coordination with the Fundraising/Marketing Committee. See Gift Acceptance Policy below.
- Strong belief by CCCF leadership that this organization have a contingency/reserve fund and suggested that the Finance Committee develop a policy.

III. New Business

- Idea that “Founders Fund” can be extended to include anyone who makes a 2-year commitment at the \$10,000 funding level. Moved to the Fundraising/Marketing Committee.

IV. Board and Committee Structure Work Session

- A) Usual process is that Executive Committee put forth a slate for officers. Current officers have all agreed to continue if approved by full board. Asked for nominations from the floor. Motion made that current officers continue in their positions for the coming year by _____ and seconded by _____; unanimous vote approved.
- B) If positions are contested, voting can go to a written ballot instead of open voting.
- C) Want to determine if “succession” structure for the Board makes sense, i.e. Vice Chair will move into Chair position when that person’s term is over. Also, a recommendation that there be a position of 2nd Vice Chair be put in place with anticipation that that individual move up the succession. This structure is discussed and covered in the Bylaws, so no changes are required. 2nd Vice Chair will also serve on the Executive Committee.
- Motion and second that a 2nd Vice Chair position be created; motion approved unanimously.
 - Motion and second that Dustin be nominated for 2nd Vice Chair; unanimously approved.
 - Item of succession structure for the Board tabled for future conversation.
- D) With continued growth of CCCF, advisement that background checks will be done on prospective Board members. Needs to be added to Nominating Committee procedure that candidates be told about background check.
- E) Committees – The need for work by Standing Committees is now critical. Four standing committees defined in the Bylaws.
- F) Board assignments:
- Executive Committee – led by Chair and filled by other officers
 - Finance Committee – led by Treasurer, Kayce member
 - Nominating/Governance Committee – led by Chair
 - Fundraising/Marketing Committee – led by Syd, Jordan and Gary members. Suggest Ruthann Schoeffield be member due to her existing involvement in workshops, etc.
 - Grants Committee – led by Rick; Gordon, Jordan, Rachele, Wendy members

When Paul Alexander comes on board, his skill area is the over-arching umbrella of CCCF’s mission, the Common Good. Paul ran the Center on the Common Good at Regis University.

For consideration in future, need for Education/Outreach Programming Committee.

Important to get Advisory Team members active and involved on committees. Communicate with Advisory Team prospects, “Committees are beginning to gel, and work needs to be done. What interests you?” Also need suggestions from new board members on individuals for Advisory Team members.

NOTE: Each committee needs to create its own charter and policies. Grants Committee will need to create policy/parameters about what kinds of gifts will not be accepted.

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Committees are staffed by Board Members. The ED is staff to the Committees and the Committees can add community members (referred to as 'advisory members'). It will need to be determined the voting rights of the non-Board Members.

Agenda item for next meeting: review and discussion of Peak Health Alliance and HRRMC.

Next meeting: Fed. 18th – location TBD.

Action items from meeting

1. Creation of standing Grants Committee
2. Blogs from Board members for posting – All
3. Reach-out to Nestlé re: endowment at The Denver Foundation
4. Annual Report – Joseph
5. Gift Acceptance Policy – Fundraising Committee
6. Communication with prospective Advisory Team members – {who?}
7. Scholarship Fund - "down the road"

Submitted by W. Hall 1/29/2020. Reviewed by EC/MB 02/05/2020.