

Chaffee County Community Foundation

**Board Meeting Executive Session
May 28, 2019 ♦ 3:00 pm**

Participating Board Members:

Merrell Bergin

Jordan Brown – by phone

Wendy Hall

Rick Hum

Lisa Martin

Art Hutchinson – by phone

Syd Schnurr

Minutes from the April meeting, along with notes from the interview with Joseph and the joint phone conference with LCCF were approved as amended.

I. LCCF Partnering / Decision Document

The major portion of today's meeting is discussion around the Decision Document that Merrell prepared to capture the benefits/advantages and disadvantages/risks of several relationship options with Lake County Community Foundation (Decision Document is separate document).

Rick explained that there is no expectation that this group make a decision and/or take action immediately, that this was a discussion in order for considerations to be discussed and an open flow of dialogue. He said the discussion would take place, and then a straw poll done. If further discussion was needed at that point, there would be another exchange and then another vote for the preferred option to move forward. Lake County needs to hear from CCCF urgently in order to proceed with hiring an Executive Director, if necessary.

Rick asked for additional thoughts or ideas not represented in the table for **Option 1**. Noted was:

- This option allowed for the most flexibility in timeline
- Of all the options, this one was the least interruptive of workload, scheduling, etc.
- Wendy stated that her experience in BV with several groups is that there aren't many people willing to help, and that the funding pool may be tapped out, saying everyone asks the same people for support, so consolidating might help. No one knows what support is available in Leadville; something to ask them. Our overarching constraint is lack of people helping us.
- Lisa said she felt optimistic about both Option 1 and Option 2 because Michael has laid down the tracks and Joseph can jump on Poncha Springs, Salida, and second-homeowners.
- A question to LCCF might be to ask them how many additional people might come forward or be available in Lake County to do some of the tasks needed.
- Jordan's concern is that Joseph needs to execute what is needed to keep CCCF operating and viable. Her view of Option 1 is "continue as is."
- Question if Lake County would really lose interest in partnering in the future, acknowledging that they need to have an Executive Director in place soon.
- Rick stated that Michael notified Ed that he will stop taking any salary as of June 1, but will continue with operational responsibilities until Joseph is fully on-board on July 1.
- Lisa said in the early conversations related to CCCF's mission, etc., she brought up serving Fremont County at that time, saying people in Howard, Wellsville, and Swissvale come to Salida for their shopping, business, etc. However, the decision made at that time was to keep our geographical area closely defined as Chaffee County and not to extend out too much. Lisa stated that to her, partnering with Fremont County makes more sense than with Lake County because a lot of Lake County's population works and shops in Summit County.
- Informationally, Lisa said she was at Butala Sand & Gravel and had a long conversation with Tom Eve (the owner), who doesn't understand the Foundation [concept] at all. Therefore, she believes CCCF needs to figure out who we are, there is still so much work to be done, resources to be tapped, and that she thinks we have only scratched the tip of the iceberg.

Rick moved on to thoughts or ideas related to **Option 2**.

- Syd said the trend is toward cooperating/consolidating.
- Merrell said he thought the “messaging” to LCCF to “Do Nothing” in Option 2 was awful. He also said that if it is decided that an option shouldn’t even be considered, it could be removed from the decision-making document with notes that it was “taken off the table for the reasons discussed.”
- A critical question from Art was, “who approached who” (LCCF to CCCF or vice versa)? Rick answered that Nell at Climax is one of the founders of LCCF, and that both organizations were approaching Climax simultaneously for funding, so it may have come as a result of that.
- Art said Climax has always supported Leadville schools, but has never supported BV schools. He said he believes baby steps are good (workshops, networking), which means he thinks CCCF needs to get our work done for this county before trying to “eat the elephant.”
- Jordan felt that Options 2 and 4 were the least ideal.

Rick moved the discussion to **Option 3**.

- Rick said he thought this path looked murky and ripe for miscommunication even with a detailed Memorandum of Understanding (MOU).
- Lisa agreed, saying this option most muddies the water for a donor who firmly wants his support to stay local.
- Syd said she views this option in collaborating as getting the most bang for the buck (sharing expenses).
- Lisa commented that the Leadville demographics appear to be very different from Chaffee County.
- Lisa also said that GARNA serves the Upper Arkansas but that it is almost impossible for them to provide services in the huge geographical area that the Upper Arkansas defines. She said if we chose Option 3, then it seems probable that the Administrative Assistant would have to live in Lake County.
- Rick said his biggest concern with this option is the use of the word “possible,” which lends itself to misinterpretation and opens everyone up for a risky relationship.
- Jordan’s input was that Option 3 is a more advanced strategic alliance than the looseness of Option 1. However, it requires very specific details on the deliverables from each organization.
- Art said he thinks that with either Option 3 or Option 4, it could end up with two groups mad at each other for various reasons, and stated again that he believes CCCF should move slowly and deliberately.

Rick moved the discussion to **Option 4**.

- This option was summed up as “Start now, work hard, get it done fast.”
- Lisa believes in strategic collaboration/partnering, but would like to see it structured into and part of CCCF’s strategic plan.

As the discussion wound down, Lisa added that Climax/Freeport McMoRan provides funding in Eagle, Summit, Lake, and Chaffee Counties. She advised everyone that they gave \$25,000 to BV’s Search-and-Rescue. Climax also gave funding to Volunteers for Outdoor Colorado.

Informal comments led Rick to ask if a straw poll was even necessary at this point, that he is hearing that Option 1 is believed to be the best path forward. He asked for comments:

- Jordan said she wanted CCCF to prove our own success before aligning with another group.
- Syd said she is now convinced that Option 1 is best for right now, but wants consideration of a strategic alliance to be part of CCCF’s goals. She continued that Option 1 seems like closing the door on that. Decision made to add the words “at this time” at the end of the description paragraph. See below.
- Rick said the early work on a strategic plan for CCCF was meant to be revisited, but has not been. Everyone agreed that completing a well-defined strategic plan that is continually revisited and evolving is necessary.

- Art said Option 1 is an easier place to escalate from and Syd wants us to consider ALL viable partners in the future.

Motion made by Rick, seconded by Lisa, and passed unanimously as follows:

MOVE THAT Option 1 is the stated preference of the Board, recognizing our need for flexibility in timeframe. We intend to incorporate a strategic perspective and ongoing, consider all viable collaborative options. We will seek and consider the new Executive Director's input in this and any future alliances, since together with the Board, we all have a vested interest in successful outcomes.

===== **FROM THE DECISION DOCUMENT** =====

Option 1: Continue working towards an informal alliance, through Board to Board and Executive Director to Executive Director meetings. This option would be largely aimed at networking, event and effort coordination, joint marketing etc., but would NOT include staff/resource sharing or sharing CommunitySuite software configuration at this time.

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Rick said the Executive Committee will talk about who will notify LCCF, Michael, and Joseph of the decision.

Art said he would like to see it stipulated in his duties that Joseph meet with several other EDs to informally discuss partnering, collaboration, etc. Joseph said during his interview that one of the first things he needed from the Board was stated Goals & Objectives for him; this topic could be one. This group is adamant that CCCF remain open to continuing the dialogue, joint meetings when useful, and having an ongoing relationship with LCCF. Rick added that some Board members need to participate in any of these types of discussions because he feels we were limited in this discussion in that only Michael and Joseph were part of the final partnering session that prompted the Decision Document.

Additional agenda items.

2. Old Business

Foundant

a. Merrell said he, Michael, and Syd have been working hard on the data clean up as prerequisite to the import: 453 business organizations have data cleaned up for consistency. There is a long list of Individual profiles that also need to be fleshed out, and all data will be Post Office format. The list will be divided among the three and they will research to get addresses, phone, e-mails, etc.

b. The MOU with the County and METAB has been signed for the Foundant Grants Module. The County is paying 90% of the cost of implementation for the Module. CCCF will pay the upfront costs but be reimbursed by the County; CCCF's costs will be ~\$540. METAB is anxious to get its granting data into the module because their granting cycle work will begin soon. Ben Doon is a contract employee with Chaffee County and currently is the Admin for METAB. He will be the Administrator of the Grants Module. Merrell is the Administrator for the CommunitySuite.

c. Merrell now has access to the bank statements, etc. at High Country Brank and will be posting important items to Foundant. ~\$80,000 in the checking account. He hasn't been able to connect with Gordon but will get account number and access to the savings account at Collegiate Peaks.

[Jordan and Art had to sign off / leave the meeting for other commitments.]

3. Treasurer's Report

- a. The Form 990 was filed timely; no filing was needed to the State.
- b. Joseph will evaluate how to handle his payroll taxes and advise the Board.
- c. CCCF is now listed at a Silver Level on GuideStar.
- d. A previous decision for D&O insurance was approved for a cost up to \$1,000; the D&O insurance has been put in place for just over \$500. Merrell was advised that CCCF should also carry General Liability Insurance; he can obtain that for a combined cost for both policies of \$1,250.

Wendy said her ditch company carries General Liability, obviously, but she doesn't see that CCCF would need it. If someone falls at a CCCF function at Scout Hut, would their insurance cover that? No one is sure, that would require some checking. Rick, Art, and Wendy say they don't see an existing risk at this moment. A couple of small nonprofits have approached CCCF to use its Liquor License (we don't have one) for fundraising benefits. If CCCF does approve a policy and decision on that issue, then General Liability would be required. Merrell recommended the General Liability Insurance decision be moved to the fourth quarter when the Budget is done. Discussion tabled until Joseph is on Board to get his input or when an event is planned or if a decision is made about a Liquor License.

Rick suggested that something CCCF could do is have a blog on its website for nonprofits, with guidance for such things as D&O Insurance, things that have taken effort on our part. Noted for "To Be Done" tasks.

d. Separation of Duties / Internal Financial Controls

Merrell drafted and distributed a concept and reason paper for consideration. No real discussion needed except to work out the process details for opening mail (checks/donations) and depositing to the bank vs. writing checks / access to the till in CommunitySuite.

Motion made to approve the Separation of Duties concept and processes as written, to guide the Executive Director and Board Directors until a formal financial Management Manual is adopted and these topics incorporated. Passed unanimously.

e. Joseph needs use of a credit card (to replace existing bank debit card), primarily for on-line purchases, with a set purchasing limit. Merrell has found a card with no annual fee and proposed the issuing agency (UNMB Bank) resolution for a motion.

Motion made to approve Executive Director to have a credit card for CCCF purchases with a credit limit of \$2,500 without prior approval.

f. Merrell asked if Cambridge Financial Advisors might be willing to be CCCF's investment advisor, pro bono? They have processed stock donations but not sure about investment advisor piece. He asked the Board for approval to ask them; Board gave the okay to talk with Pete Gabriel at Cambridge.

4. Fundraising

Syd suggested that CCCF have a celebration, a party to introduce Joseph to the community. This will be added to the agenda for the next meeting.

It was noted that BV Singletrack Coalition recently pulled their funding from CCCF and is pursuing becoming its own 501(c)(3).

5. Other Business

a. GoogleDocs – Joseph is a "happy" user of GoogleDocs; so is Jordan. Wendy and Ed don't love it. Syd, Merrell and Rick said they would be much more favorable to looking into something like DropBox.com as an encrypted, Cloud-based central repository of our documents.

b. Jordan and Joseph will be working closely to overhaul / redevelop the website.

Other: Lisa said Chipeta Rising / the Chipeta Mountain Project has chosen GARNA to be its fiscal sponsor at 5% fee to GARNA.

Action needed (wait for Joseph input)

1. Liquor license?
2. General Liability insurance?

Submitted by W. Hall 6/3/2019. Reviewed by M. Bergin

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Chaffee County Community Foundation

Board Meeting Agenda

May 28, 2019 - 3 PM

[at Rick's home, Mesa Antero]

1. Call to order, establish Quorum
2. Additions, changes to Agenda?
3. Minutes from previous meeting
4. Discussion re: relationship with LCCF
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 - Next Steps?
5. Executive Director's Report
 - Foundant Updates – Michael & Merrell
 - Community Foundation Suite
 - Grant Lifecycle Management
 - Fund Raising
 - Work Supporting Non-Profits
6. Treasurer's Report
 - a. Separation of Duties policy: discussion / vote
 - b. No-fee Visa credit card for Exec Dir; vote to approve and limit
7. New Business
 - a. LCCF uses GoogleDocs for comments/revision vs. e-mail
8. Other Business

Next meeting . . . June 24th. Location TBD. [Ed – Rick generously suggested your house! (o:)]