

**BOARD OF TRUSTEES  
BOARD MEETING  
Alpine Campus – Eagle’s Nest  
August 22, 2012  
9:00 a.m. – 4:17p.m.  
Minutes**

**I. Introductory Items**

A. Call to Order

The Board President called the meeting to order at 9:02 AM

B. Roll Call

Roll was called:  
Glenn Davis  
Mary Ellen Denomy  
Pat Chlouber  
Ken Brenner  
Anne Freedman  
Bob Taylor  
Kathy Goudy

All Board members were present.

Also present: Brad Tyndall, Deb Crawford, Jill Boyle, Glenn Chadwick, Stan Jensen and Debbie Novak.

C. Pledge of Allegiance

The Pledge of Allegiance was recited.

D. Reading of Mission, Vision, and Values

The Board reviewed the Mission, Vision and Values of Colorado Mountain College.

E. Approval of Agenda

F. Approval of Minutes

**ACTION: Trustee Freedman Moved to Approve the Minutes as written; Trustee Chlouber Seconded the Motion and it carried unanimously.**

**II. Executive Session**

**ACTION: Trustee Brenner Moved to enter executive session to discuss:**

1. The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest; except that no executive session shall be held for the purpose of concealing the fact that a member of the Board has a personal interest in such purchase, acquisition, lease, transfer, or sale.

2. Conferences with an attorney for purposes of receiving legal advice on specific legal questions, provided that the mere presence or participation of an attorney at an executive session is not sufficient to satisfy the requirements of this section. Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.

*The specific matters to be discussed; (1) the Source Gas matter, the sale of 831 Grand Ave., in Glenwood Springs, and (3) Glenwood Springs Chamber lease.*

**Trustee Goudy Seconded the Motion and it carried unanimously.**

Once out of executive session the Board President stated: The time is now 10:34 am, and the executive session has been concluded. No formal action was taken in executive session. The participants in executive session were: myself, Glenn Davis as the presiding officer, Dr. Jensen, Pat Chlouber, Kathy Goudy, Mary Ellen Denomy, Ken Brenner, Bob Taylor, Anne Freedman, Glenn Chadwick, Barbara Green via Conference call, and Debbie Novak. For the record, if any person who participated in the executive session believes that any substantial discussion of any matters not included in the motion to go into the executive session occurred during the executive session, or that any improper action occurred during the executive session in violation of the Open Meetings Law, I would ask that you state your concerns for the record.

**III. Old Business**

**A. ACTION ITEMS**

1. Real & Personal Property Policy –

Steve Boyd joined the Board for this discussion.

The Board packet included:

- (1) Meeting Notes of the Financial Task Force from July 17, 2012 ("Meeting Notes");
- (2) Action Item Summary;
- (3) Draft Policy and Procedure for Acquisition, Disposition and Leasing of Real Property ("Draft Policy");
- (4) Draft Resolution to approve the draft policy.

Trustees Denomy and Brenner presented the recommendations of the Financial Task Force as reflected in the Meeting Notes. The purpose at this time is to establish the overall Board Policy, not to implement detailed College policies and procedures as contained in the Draft Policy (which includes both policies and implementation procedures). No action was taken on the draft Resolution contained in the Board packet. The Board should not micromanage, but has jurisdiction over property matters. Board members commented that the College is not in the business of real estate development; it should use its property for College purposes, or dispose of it.

The Board directed staff and legal counsel to work with the Financial Task Force to develop a new draft policy based on the Meeting Notes, the Draft Policy, and the comments and direction at this meeting, and to bring back a new draft policy for action (if possible) at the November 5, 2012 Board meeting. The comments at this meeting included the following (to be incorporated into the new draft policy, in addition to the items in the Meeting Notes):

- This policy applies to real property only (not personal property, which is the purview of the administration).
- All purchases, sales, and leases that require board approval (other than on the consent agenda) must go to the board at least three times, as stated in the Meeting Notes (rather than two times as stated in the Draft Policy).
- Leases under one year in length, and less than \$50,000, may be handled by the administration and do not require board approval. (The Meeting Notes suggested a threshold of \$20,000. The Board discussed this at length, felt that it was too low, and proposed a threshold of \$50,000 instead.)
- Leases between one year and three years in length, and less than \$50,000 total rent, may be placed on the consent agenda. (The Board may elect to remove the item from the consent agenda.)
- Any new lease with total rent of more than \$50,000, *regardless of the term of the lease*, must be approved by the Board as a regular agenda action item. (New transactions only; renewal leases may be placed on the consent agenda.)
- All leases to others that require Board approval (other than consent agenda) shall include a finding that the lease "promotes the general welfare of the institution and is in the best interests of education and the junior college district" pursuant to C.R.S. §23-71-123(1).
- All leases shall be for a maximum term of three years unless otherwise specifically allowed by statute and specifically approved by the Board in its discretion. Leases may be renewable, subject to board approval of the renewal on the consent agent.

**ACTION: Trustee Goudy Moved to Approve the Resolution to Approve the Real & Personal Property Policy concept; Trustee Taylor Seconded the Motion**

Discussion ensued: Trustee Freedman felt that having leases between one and three years in length and over \$20,000 was too low a threshold; she asked for a change to \$50,000 and to brush up the language about leases over 3 years. Trustee Chlouber asked to add the language "in the best interest of the college" and clarified that there will need to be three notifications on new transactions, not renewals. This policy refers to real property only. Leasing in is also part of this policy too. Leases between one and three years in length and over \$50,000 will appear on the consent agenda; more than those will become a regular action item. Leases under \$50,000 do not go to the board. Renewals will appear on the consent agenda.

**The Motion was amended changing the \$20,000 threshold to \$50,000 and the above changes. Trustees Goudy and Taylor had no opposition to the amendment, nor did anyone on the Board.**

**The Motion carried unanimously.**

3. Steamboat Bandwidth Consortium-Ken Brenner

Tim Miles from the local school district and Jim English were also in attendance for this item. The Board President stated that he thought this is more of an operational than a Board issue. Trustee Brenner, Mr. Miles, and Mr. English described efforts to form a nonprofit group called Northwest Colorado Broadband Cooperative in Steamboat Springs to bring additional broadband service to the area at better prices than currently available. Mr. English indicated that CMC already has an internal College broadband network and that CMC would not have a need to participate directly in the new service. Trustee Brenner discussed his report (in the board packet) which identified several options for CMC participation and support of the project.

Trustee Goudy questioned how we determine with whom we partner, as a general rule. The question of whether such matters are within the purview of the Board of Trustees or management was discussed further. Partnerships involving large amounts of money would definitely be an item for the Board, but this is not a large amount. Trustee Taylor was not sure what the Board was being asked for, and was concerned about the "part of the community" argument since we have our own approach for IT. The Board discussed whether it should contribute money, or a generator (as suggested by Jim English), or nothing.

**ACTION: Trustee Freedman Moved to donate our generator to the consortium but not to become a founding member; Trustee Denomy Seconded the Motion and carried unanimously.**

4. Rifle Land Agreement-

Matt Spencer and Sue Daley joined the meeting and presented this item. Discussion ensued about the Land Donation Agreement. Among other things, the Board asked about or commented on the following:

- Final Plat. Rifle Land and City of Rifle have agreed to do a separate final plat to expedite the creation of parcels for CMC Foundation to purchase before the Clough Foundation funding deadline
- Cap on CMC's share of subdivision improvement costs. Land Donation Agreement has a cap of \$200,000 in paragraph 2(d). Questions were asked about how this is calculated. Counsel indicated it is based on CMC's prorata share of costs, the amount is not known but was estimated to be in the range of \$200,000 and that Rifle Land agreed to limit CMC's exposure as stated in the Agreement, Some Board members said they would like more clarity about the item using the words "proportionate cost up to..."
- Road construction. Discussion of agreement that if Rifle Land decides to build the road at today's bulk prices, prior to CMC constructing improvements on the property, CMC will have an obligation to reimburse Airport Land for the cost of the road but not until and unless CMC actually construct improvements. Board asked what "construction" is. Construction would mean activity triggering the requirement for a building permit. (Construction of a new structure that allows more students to use facility).
- Board asked if CMC would have to pay interest when it reimburses Airport Land. [Counsel indicates after the meeting that CMC is obligated to reimburse for actual costs only, without interest.]
- Open space requirement on CMC land will be removed.
- Surface Use Agreement: Questions about mineral rights and risk of damage from drilling. The Surface Use Agreement with Encana states there will be no drilling on our property. Any surface damage would be a separate legal issue.
- Deed restriction against use or sale of property for non-college purposes. Trustee Goudy expressed concern about donors having a say on how CMC uses the land. Others indicated they were not concerned because the donor is making a substantial gift and it is reasonable for the donor to require that it be used for college purposes. Board asked legal counsel to look into putting a time limit on the deed restriction.

**ACTION: Trustee Chlouber Moved to Approve the Resolution Authorizing the Charitable Bargain Purchase of Property located in Rifle Airpark PUD in Rifle, CO; Trustee Freedman Seconded the Motion and:**

**Trustee Brenner requested a change removing "or alternatively, CMC's Purchasing Manager, Steve Boyd, or such other designee as Mr. Jensen may appoint in writing" in point number 4 (so that Dr. Jensen must approve or sign the agreement.) There were no objections to the amendment.**

**The Amended Motion carried with a roll call vote as follows:**

**The vote was 5-1**

**Goudy-Nay,  
Chlouber-Aye  
Taylor-Aye  
Denomy- Aye  
Brenner-Aye  
Freedman-Aye**

4. Resolution: Year of the Student

John Giardino brought this forward from the CDHE and CCHE.

Trustee Chlouber commented on her opposition to the resolution. She commented that the state officials including Lieutenant Governor Garcia are highly impressed with CMC and its financial soundness. She has a concern with requesting more money from the state government. She feels we are providing good education and every time we accept state funds there are more compliance issues. She also has a concern with *demanding* the state to give us more money which in turn is demanding the state to raise taxes on our citizens.

Board President Davis commented that if we support this resolution we are committing to comply with state expectations regarding graduation rates, etc., when graduating with a degree may not be our students' goals.

Trustee Taylor objected to the 7<sup>th</sup> paragraph since it applies to CMC, but likes telling the legislature they need to provide better funding for education. The bottom line is that the state doesn't have the money.

**ACTION: Trustee Brenner Moved to Approve the Resolution calling on the 69<sup>th</sup> General Assembly to Take Meaningful Legislative Action in 2013 to Improve Education Funding striking paragraph 7 and changing the word "demand" in the 11<sup>th</sup> paragraph to "take meaningful action"; Trustee Freedman Seconded the Motion and the roll call vote was:**

**Goudy-Y  
Chlouber-N  
Taylor-Y  
Denomy-Y  
Brenner-Y  
Freedman-Y**

**The Motion carried 5-1**

5. Student Laundry Fee-

Mark McCabe and Nathan Copka brought this item to the Board for approval. CMC has very few fees. Students in orientation were very positive since the fee gives students unlimited laundry access for a set price, and they are looking forward to having this amenity.

**ACTION: Trustee Brenner Moved to Approve the Laundry Fee beginning in January 2013; Trustee Freedman Seconded the Motion and it carried unanimously.**

B. President's Board of Overseers

Dr. Jensen updated the board on the role of the proposed President's Board of Overseers as requested at the last meeting. It is advisory only, not governing or decision-making. There is a tie to the Foundation, but the purpose is not fund-raising. It would provide good networking opportunities, as a think-tank.

Trustee Goudy requested that we include students on this Board.

The Board would like to see a BOT delegate on the President's Board of Overseers.

There is some resistance to the word 'overseers'. Trustee Taylor's concerns have been eased after seeing the statement that this is not a governing board and is advisory only.

There was discussion of some prospects to serve on this board. The Board considers this an innovative concept and authorized the President to continue developing the concept subject to these comments.

**V. Introductory Items (cont'd.)**

A. Officer Election – Treasurer

Trustee Denomy advised the Board that under ethical standards for CPAs, she cannot be both on the Audit Committee and Treasurer. The Board would like her to stay on the audit committee at this time. Trustee Denomy resigned as Treasurer. Trustee Freedman nominated Trustee Taylor. Trustee Taylor indicated that he preferred not to serve as treasurer, and nominated Trustee Ken Brenner as Treasurer.

A suggestion was made to add this limitation to the board policy or bylaws, and to review the statute that specifies treasurer duties and possibly revise because it seems out of date.

**ACTION: The Board voted unanimously to accept Trustee Denomy's resignation as Treasurer, and to elect Trustee Brenner as Treasurer of the Board of Trustees.**

**VI. Consent Agenda**

- A. Accept Monitoring report 4.7 (Asset Protection) & Monitoring report 4.8 (Emergency Presidential Succession)
- B. Approval of AEFLA Grant

**ACTION: Trustee Freedman Moved to Approve the Consent Agenda; Trustee Denomy Seconded the Motion and it carried unanimously.**

**VII. Discussion Items**

A. Legislative Committee

It may be a good idea to have a Board sub-committee looking at legislative issues. The Board appreciates John Giardino's advice and input, but commented that it would like to take a more comprehensive approach to legislation, both at the state and national levels, see the full range of bills that may affect CMC, and not just react to those items that are brought to its attention.

**VIII. President's Report**

Dr. Jensen gave updates on:

- New Alpine Campus building in which we are meeting.
- Active duty military and veterans: various efforts are being made to recruit and provide educational services to more active-duty military and veterans
- Climax Mine opening, 350 full time jobs.
- Economic Impact study – Preliminary Report. Dr. Jensen reviewed highlights of the report. It was suggested that the College should distribute the economic impact information now (once there is a final report) and tax bill time. The Board feels there needs to be more resources put into marketing: CMC needs to do a better job telling our story.
- Forestry Project Grants – Hayden Ranch
- "CMC" signs have been placed on I-70
- CCHE meeting was held recently at Spring Valley Campus: CMC received many accolades and positive comments.
- Proposed Colorado Statewide Performance Metrics – Brad Tyndall commented about how proposed Colorado Statewide Performance Metrics may be used to allocate state funding based on "attainment," but may not accurately reflect "success" at CMC.

**IX. Trustee Comments.**

Trustee Chlouber reported on meetings with Aims College and Governor Hickenlooper about long range planning, legislation, and funding for higher education.

Trustee Goudy commented on difficulty finding classes on CMC's website. There was general agreement that the website needs to function properly.

Trustee Davis commented about problems with CMC's personnel procedures for termination of employees.

**X. New Business.**

None.

The meeting was adjourned at 4:17 pm

**Dr. Anne Freedman**



**Board of Trustees Secretary**

**Respectfully Submitted,**



**Debbie Novak  
Recording Secretary**