

WARRIORS and QUIET WATERS

Board Meeting Minutes

Location: Warriors and Quiet Waters Office
351 Evergreen Dr, Suite A
Bozeman, MT 59715, USA

Date/Time: April 9, 2019, 4:00 – 5:50 pm

Members Present: Tom Stiffler, Aaron Demro, Eugen Graf, Ed Brandt, Ali Ramirez, Greg Putnam, Tim Richmond (video), Chris Oliver (video), Diane Bristol, Brian Finnan, Jim Collins

Non-Voting Members in attendance: Faye Nelson (video), Peter Pfankuch, Mike Powell (corporate secretary)

Members Not Present: Joe Esparza, Nancy Sander

I. Meeting Called to Order with a quorum met @ 4:01pm

II. **Consent Agenda** Brian

- a. Approval/Acceptance of: Move to Accept - Tom, 2nd by Eugen. Unanimous vote.
- b. March EXCOM Meeting Minutes, February Board Meeting Minutes
- c. Feb/Mar ED Reports
- d. SP Dashboard
- e. Financials

III. **Discussion Agenda**

- a. Staff Report, Volunteer Update Emily
 - i. Handout provided (will include with meeting minutes)
 - ii. Brian - Any concerns?
 1. Ed – need to emphasize that companions give warriors’ space to be with other warriors.
 2. Ali – Need to ensure that volunteers bring these items up in after action review (to Emily and TL/ATL).
 3. Brian – TL needs to communicate to companions and companions need to communicate to TL.
 4. Diane – How many “one and done” volunteers do we have?
 - a. Emily – Not sure, but I can get that information.
- b. Warrior Taste Fest Update Eugen
 - i. Chris – Moving along well. Have 10 restaurants, need 5 more. Plenty of breweries and looking for 1 more distillery. Still looking for more sponsors, table or higher level. Please share and get the word out. Looking for volunteers from BoD, NAB and Staff.
 - ii. Brian – Have we advertised ticket sales?
 1. Chris – Not yet.
 - iii. Eugen – Wife states that there are 9 confirmed artists and looking at one more.
 1. Need names of people that can attend and have the means/interest to purchase expensive art.
 - iv. Greg – Non-art auctions (same level of buyer as above).

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1. Recreate day similar to warrior FX
 - a. Tom Brokaw has confirmed.
 - b. 3 Boats, 3 Seats: 1 Winner (chooses other two people joining).
 - c. Simms providing Wader, boots, hat.
 - d. Highest grossing item at last year's golf event was fishing package.
 2. Golf with Rob Riggle
 - a. Golf for the day, still looking for course.
 - b. Good fit for non-fishermen, right demographic
 - v. Eugen- NAB, Jim McCray is a bulldog when it comes to fund raising. Has relationships where he can be blunt.
 - vi. Greg – We are trending toward \$300K goal, according to Jim.
 - vii. Brian – Brokaw is a big deal, he rarely does things like this.
 - viii. Brian – Will there be minimums for art?
 1. Eugen – We are working that out.
 - ix. Brian – Attire?
 1. Group – Montana business casual.
 - x. Greg – Staff, Karen, Heidi all great help. It's been a collective effort.
 - xi. Ed – We need help with Sidewinders.
 - xii. Jim – I have a POC there.
 - xiii. Greg – We still have liquor license issues.
 1. Ed –available to help talk to these people and answer questions.
 - xiv. Ali – Last few restaurants have been tough to get.
- c. Caretaker House – Construction update Eugen
- i. Feb was brutal due to weather. Delay in concrete work.
 - ii. We are pouring garage slab on Thursday/Friday
 - iii. Electrical/HVAC/Plumbing in next few days.
 - iv. Siding ordered
 - v. Good participation with subs re reduced costs.
 - vi. On or below budget.
- d. Caretaker House Funding Update Faye
- i. Jim McCray offered to reach out to contacts at YC.
 - ii. Brian – We have paid EG Construction \$146,280 to date. YC committed to funding with naming rights. Another proposal, we could call it the "Travis Atkins' House funded by the YC".
 - iii. Ed – McCray is important or find someone to contact Sam. Sam said he would pay for the concrete personally.
 - iv. Faye – YC community foundation isn't involved, but they have a new ED (Britt Ide). I know her well. Ask her for recommendations.
 - v. Greg – I have a contact. Hopefully this is the last time we have to approach them. I'll send my contact a note. Can't promise it will go anywhere.
 - vi. Chris – Has Faye talked to Jim? He's a bulldog. He doesn't care about bugging him.
 1. Faye – No, I'll circle back with him.

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- vii. Brian – Write a letter to Sam, stating that the staff and BoD is concerned about this, what’s your plan to pay for this?
- viii. Eugen – Naming. Seems Caretaker house is “second tier” (compared to main house).
- ix. Brian – Seems CT house is appropriate.
- x. Chris – More appropriate to be tactful, this is what we would like to do, do you have any other suggestions? (to YC).
- xi. Ed – I’m not sure we ever had any agreement to name?
 - 1. Faye – We made in offer in writing to name after YC.
- xii. Ed – We need YC feedback ASAP. Give them a push.
- xiii. Brian – Faye and Brian will work on a letter about commitments, financials, and that we plan on naming it.
- xiv. Eugen – We could dedicate at WTF or the VIP lunch.
- xv. Faye – Ryan and I are talking- Like the name for CT house, no tours, etc. Have to make a special rock with a plaque on it.
- xvi. Brian – Boulder with history on it.

e. CUP Update

Brian

- i. Brian – Is everyone familiar CUP & Caretaker House?
 - 1. Neighbors filed complaint related to location & CUP.
 - 2. We signed CUP, limits us to 9-12 FX per year; we exceeded last year.
 - 3. 19 FX with 17 at the ranch this year.
 - 4. We are securing legal counsel. Go to the county and see what our ability is to change. No funerals, weddings, fly overs...
 - 5. Eugen has talked to a former commissioner.
 - 6. Reese Creek is the most difficult in the county.
 - 7. Ask for 40 weeks of use.
- ii. Ed – We need to leave the numbers out.
- iii. Aaron – Use it more for fundraising.
- iv. Eugen – Becca Pape and Susan **Swimley** are possible attorneys.
 - 1. Couple of neighbors are our biggest concern.
 - 2. Meeting with Susan **Swimley** (at Sanderson Stewart) on Tuesday (Apr 16).
 - a. Susan has represented neighbor (Dave Richards, gate issue).
 - b. Asked about COI. None.
 - 3. Neighbors like what we do, just want their hands in it.
 - 4. Becca is 6 weeks out before available.
 - 5. Stated that these usually go well.
- v. Brian – The less fingers in this the better. Ed, Tom, Faye, Eugen, Brian and Diane only. Takes 60 days to get approved. If we get to 12 FX, they could shut us down.
- vi. Eugen – Has taken several county employees out to the ranch.
- vii. Ali – How much will attorney’s fees be?
- viii. Brian – Maybe \$30K, well spent. But don’t know.
- ix. Eugen – Once it gets approved by the county, we are done forever.
- x. Brian – Cost of doing business.

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- xi. Greg – At this point nothing has been submitted to the county?
- xii. Eugen – Correct, that is why they are willing to speak to us.
- xiii. Diane – Which is why we went to get legal counsel. Want input on how to do this.
- xiv. Eugen – Susan Swimley knows how to get it done. According to Steve White, former commissioner.
- xv. Brian – We need to convince neighbors.
- xvi. Tom – We aren't going to change neighbors. Can neighbors have weddings?
- xvii. Faye – Yes. CUP under new interpretive use because we aren't residential or Ag. Predicated on these conditions, doesn't apply to other neighbors. Neighbors have no authority over us.
- xviii. Greg – Not going to appease everyone. We own it and should be able to take full advantage of the property. Not public space or park.
- xix. Eugen – Only complaint filed was the caretaker house and that has been dismissed. We are squeaky clean. Others just complaints to WQW office.
- xx. Diane – The right approach is getting the CUP amended.
- xxi. Eugen – We don't want neighbors to know until they have to.
- xxii. Faye – requested Eugen send specifics on meeting next week.
- xxiii. Brian – we need to keep this under wraps, discussion should not go beyond board.

f. Donation Pass-Through Rules

Faye

- i. Faye – The scenarios I'm going through have become more of an issue lately. These are examples, and although there isn't an official term for the situation, it has been called "Passthrough" or "Fraud" by my peers across the country. Can put tax exempt status in jeopardy.
- ii. See attached document concerning Passthroughs.
- iii. Faye – Want everyone to understand that its out there. Do we want to set up a warrior fund? Willing to let staff write a white paper.
- iv. Brian – Do we really want to get involved in that?
- v. Greg – We don't want to go down this road. People out there will take advantage. Right now everyone gets the same support. People will expect more. Sets up bad precedence.
- vi. Brian – I agree. We can accept the cash and decide how to use it.
- vii. Chris – See what the staff comes up with in the white paper first.
- viii. Faye – Pros/Cons. If we don't advertise it, it could create difficult questions. Semper Fi fund does this. Will we need more resources, such as staffing to administer it? Couple hours time to create white paper.
- ix. Chris – I'd like to see the white paper.
- x. Ed – No, not in our scheme, not in our objectives, difficult, and answer is going to be no, and it should be.
- xi. Ali – It happened in our FX, companion gave money, and didn't use as it was intended. People game the system.
- xii. Eugen – White paper will help.
- xiii. Brian – White paper costs only a couple of hours.

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- xiv. Faye – Something Saul would like to do.
 - xv. Consensus was to receive a white paper from the staff.
- g. ED Compensation is EXCOM responsibility Brian
Excom Charter, Sec5, dtd 4/11/18
Tim, Diane, Brian to work mod of eval
- i. Brian – EXCOM is responsible to evaluate, create, decide, and present to board as a whole.
 - ii. Brian – Tim, Brian, Diane working on more objective evaluation system, of which some parts will be subjective.
- h. Items from the floor
- i. Tim – Update on G&A committee. Ali, Joe, Tim are on the G&A committee. Joe’s tenure will be ending at the end of the year. Due to work that will be required in the future, we will add Jim and Greg to the committee. The first meeting will be in June.
 - 1. Ali – Why bring on 2 versus 1?
 - 2. Tim – Going to 4 total due to future requirements of G&A.
 - ii. Aaron – Looking at metrics.
 - 1. Salesforce integration. Lots of money on the table and lots of opportunities. Seek to combine operational and cyclic data.
 - iii. Tom – Follow-up on programs. Wants updates. As Ryan stated at the retreat, we’ve been talking about this for 3 years.
 - 1. Faye – I can provide updates. I think we need to define what constitutes “new programs” and what the expectation is because last year we had 3 new programs. We are also partnering with Higher Ground to recruit 6 new warriors, and potentially partnering with Boulder Crest Retreat to deliver their PATHH program, which would be a huge undertaking. Possibly in 2020. In July we will also be providing a capacity matrix to the board and working on how we can increase our longevity relationship with warriors. Saul is also meeting with the COMMIT foundation to explore partnership.
 - 2. Tom – Board needs these updates.
 - 3. Greg – I’ve also reached out to an outfitter out of Missoula to run a Smith River FX. Plan would be to take Saul and Chris on a ADVON to assess. Similar to an Ice FX, more required of the warrior.
 - 4. Eugen – Faye sent out calendar to plan for programs.
 - iv. Brian – Peter’s last meeting.
 - v. Ali – Board meetings at 4pm work a lot better for those of us that work.
 - 1. Cognitive Behavior Therapy for warriors. Did a 2-hour session (voluntarily) while a companion on the Female FX. Whatever we can keep adding, we should. Worked great at Walter Reed, and gives us options. And it’s also proven to work. Need to change mental narrative and have a captive audience. Program Subcommittee will discuss.

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ADJOURN at 5:50pm. Unanimous.