

WARRIORS and QUIET WATERS

Board Meeting Minutes

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

Date/Time: December 10, 2019 / 3:00pm

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

Non-Voting Member in attendance: Mike Powell (interim ED)

Boardroom Bobcat: Nick Dreyer

Call to Order: 3:02pm

1) Consent Agenda

- a) Approve October & November minutes & financials – Joe moved, Ed 2nd; unanimous.
- b) Bylaw Changes (Tim)
 - i) Adjustments: clean-up, clarification meeting cadence, create clarity of elections & timing, board member expectations. Few steps we have to take, once approval, run through a final approval of legal counsel and then have for final approval.
 - (1) Eugen – 4.03 – why strike out? Redundant.
 - (2) Diane – section 4.06; add clarification regarding failure to meet board expectations; easily draft as such. Be explicit? Brian – may not be necessary. Joe – agree with Diane. Aaron – how would that decision be made? Board vote.
 - (3) Eugen – required to have an annual meeting listed? If we are required to have it, it should be listed (4.10).
 - ii) Brian – accepting of proposed changes as Tim has outlined. Approve in March? Tim – agreed.

2) Discussion Agenda

- a) New board member approval (Tim): Phil Uihlein. Recommended for board & G&A committee.
 - i) Discussion
 - (1) Ali – how much discussion re G&A committee meeting re consideration of other candidates, G&A has a nice slate of 7-8 people that can & should be considered. Please note. More detail at annual meeting.
 - (2) Brian – consider transition for expiration dates to fill those holes.
 - (3) Ali – don't feel like what we discussed is being reflected here. Diversity isn't being reflected. Don't feel that it's Brian's role to determine that.
 - (a) Joe – your concerns are legitimate, all important. At same time, we're at a critical point with the board. It makes sense to have someone that has experience.
 - (b) Diane & Tom – provided explanation of why EXCOM made recommendation for only one addition to the board with Phil.
 - (c) Eugen – professional experience; get ourselves organized before we expand out.
 - ii) Eugen – move to accept Phil to start 1/1/2020, Joe – 2nd, unanimous.

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- (1) Aaron – what can we do to help him be successful, help mitigate. A lot of consideration for his core competencies. What are we currently accessing as our challenges?
 - (a) Eugen – everyone should reach out and welcome.
- b) Internal controls & privacy statement (Mike)
 - i) Internal Controls: DB – move to accept, Eugen – 2nd; unanimous.
 - ii) Privacy Statement
 - (1) Discussion
 - (a) Eugen – what is our liability if we fail? Mike – you can still sue, but it provides a level protection. Eugen – are we more libel?
 - (b) Aaron – keeping personal information, securely erased? Hard to believe that we have infrastructure to erase someone. Who will be erasing records? This says that we are actually doing something. How long does WQW keep information? Have someone review to be aware unintended consequences.
 - (c) Aaron – if we put it in the policy, we should adopt in our staff policies.
 - (d) Mike will follow-up with Aaron.
- c) Officer Election (Tim)
 - i) Nominations from the floor?
 - (1) Eugen nominated Tom as Chair;
 - (2) Eugen nominated Diane as Vice Chair;
 - (3) Eugen nominated Greg as Secretary;
 - (4) Ed nominated Eugen as Treasurer.
 - (5) Discussion
 - (a) Brian – why not ask if I would be willing to step down? Brian submitted resignation and exited meeting.
 - (b) As Vice Chair, Tom stepped in to run the remainder of the meeting.
 - (c) Joe exited the meeting.
 - (6) Greg – 2nd nominations.
 - (7) Discussion
 - (a) Aaron – how would you behave differently to right the ship (asked of all being nominated)?
 - (8) Unanimous with remaining board, which constituted a quorum.
- d) Budget 2020 (Ed)
 - i) Grant Recommendation (Gayle)
 - (1) Discussion
 - (a) Greg – why not looked at federal grants before? Ed – strings attached. Viable option now & why?
 - (b) Gayle - Adam is familiar with govt grants, enhanced staff, we're a leader in the adaptive sports (we have qualifications that federal would appreciate), shifting toward grant because it's harder to identify potential donors; we would be careful with what we consider so that we're not hamstrung.
 - (c) Eugen – will current donor base attitudes change because we accept federal grants?
 - (d) Gayle – we have the model set for smaller grant, it's the larger grants that we want to go after.

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- (e) Ed – contract with seasoned grant writer.
- (2) Greg – what does endowment have to get to for full sustainability? Ed – 10M.
 - (a) Gayle – to get endowment to 10M; Uihlein funds the program
 - (b) Ali – what about a capital campaign?
- (3) Aaron – importance of small donor demographic, see the bell curve; smaller community activations; set an objective – ex. lower median donation.
- (4) Ed – there’s no gap for 2020, we’re ahead by \$168k. New sources. If we have tough time in 2020, a tremendous fall back.
- (5) Tom – on revenue side, what’s the risk? To keep fundraising expenses at 12%, it’s going to be a challenge. Board should prioritize goals for next year.
- (6) Chris – very concerned re no. of employees. Be aware of how much it’s jumped.
 - (a) Mike – provide explanation; good chunk is competitive salary for new ED; other unbudgeted payroll items (market value, unbudgeted promotions); if we just carried over for next year – it’s a \$20k increase attributed to performance/payroll; increase events 43%, participants 93%. Aside from Adam going FT 2021, should be static.
 - (b) Greg – should look at COL.
 - (c) Eugen – Exec Assis be a volunteer? Mike – time to train & schedule is inefficient
 - (d) Aaron – narrative that includes the volunteer value to offset payroll.
- ii) Finance Committee recommends this budget to BOD; Diane – move to accept, Greg – 2nd; unanimous.
- e) Strategic Plan (Mike & Eugen)
 - i) Decision to give BOD time to review & provide feedback for overall Plan.
 - ii) Mission Statement – Diane move to accept, Ali/Greg – 2nd; unanimous.
- f) Proposal to proceed with Red Barn Feasibility Study (Mike) – Ed move to accept, Diane – 2nd; unanimous.
- g) YE Calls (Mike) – call to action for board members to thank donors, go to Gayle.
- h) Board Self-Eval – annual process; Tom will work to get that out, please complete it.
 - i) Aaron – not anonymous, share with everyone.
- i) ED Search Update (Tom)
 - i) 7 will be interviewed by end of December.
 - ii) Process: 60 resumes, paired down to 12, Tom screened. Ann Marie Craig – pro bono to help screen face-to-face.
 - iii) Goal to have ED in place by 2/28 (with the exception of one potential candidate that wouldn’t be able to start until April/May).
- 3) Misc.**
 - a) Congratulations to Aaron, he’s new father of Gordon.
 - b) Thank you to Ed Brandt, who terms out at the end of December 2019.
 - c) Eugen – gift acceptance policy, need to set guidelines on how we deny. Review the policy and bring next Board Meeting.
 - i) Chris – going forward, until finalized in March, decision can be made with the EXCOM.

ADJOURN at 6:21pm.