

BOD Meeting Minutes
Moab Arts and Recreation Center, Moab, UT
Oct 29th, 2009

Draft November 12, 2009

Board Members attending: 11: Evan Stevens, Clint Cook, John Race, Dick Jackson, Angela Hawse, Adam Fox, Dale Remsberg, Rob Hess, Keith Garvey, Margaret Wheeler

AMGA Staff attending: Betsy Novak, Henry Beyer, Josh Harrod, Ed Crothers

Others Attending: 40+ in audience

BOD members not present: John Winsor, Majka Burdhardt, Scott Soden, Jim Pearson, Peter Gould

8:30 Welcoming by Margaret
Intro from BOD due to big audience.

Moment of Silence

Adoption of June minutes, proposed by Margaret, seconded by Clint, all present voted in favor.

President's Report:

Overview of programs by Margaret, most topics will be discussed in detail as the meeting goes on.

8:40 Executive Director Report:

Betsy gives an overview, financials on track, new staff hired and new position, 2 new memorial scholarships; 1 partial scholarship for Doug Parker and Robert Baxter Jones, Lefkoffs giving 2k to help start Craig Lubben Scholarship-general memorial funds. 3 new BODs. Henry, Josh, and Ed thanked for hard work, great new accountant and Josh bringing some good professionalism to the organization. New positions created with out too much budget problems. Ed starts in the new role Jan 1. June meeting was a 50k shortfall, but now only 2k difference. Remaining on budget due to conservative budget for 2009. Now we are sitting well. Membership and course dues on track, but Certified Guide dues behind. 2008 audit complete,. 2010 budget complete IFMGA meeting, promotional equipment and increased liability insurance has increased costs. New BODs coming on, Martin Volken, Marty Molitoris, and Keith for another term. Big thanks to Angela for her terms on the BOD.

8:50 Margaret Reads Scotts Financial Reports...

Review the numbers, basically, we are ahead ~85k for YTD. Course endowment is growing...250k right now, invested conservatively and growing slow but safe.

2010 Budget:

Adam is discussing line item in 2010 budget for Access , but timeline is too tight for this. Unrestricted contributions and membership revenues are up as a reflection of promo equipment and IFMGA meeting funds discussed earlier

Margaret proposes to approve capitalization policy, seconded by Dale, approved by all
Margaret Proposes approval for high interest acct for reserve funds, Dale second, approved by all

Margaret Proposes to approve 2010 budget, Dale seconds, Keith questions marketing area, Betsy explains, and Henry talks about dues being reflected on the online database. All vote in favor.

Dick thanks everyone for hard work on budget prep.

9:15 Peter Gould calls in to discuss legal issues about the CGF/AMGA

Fielded a few questions from audience. What road to take on CGF/AMGA relations, trade union, LLC, etc...more to follow this PM. Peter talked about the standard protections in place that any company would have to take when owning another one. Fuel for discussions later on this PM.

9:30 Break

10:00 Rob Hess TD report

Discussing TC meeting, agenda in Rob's report, mostly focused on the refinement of Rock program track, aspirant exam scoring change.

Contract courses, moratorium on program?

Ice climbing credential to be rolled into Alpine program in 2011.

Venue diversity discussion.

Questions on instructor vs. guide status...Betsy and Rob refer to code of ethics, onus on membership to stay honest with advertising of their certification levels.

Discussion with audience about expedition guiding/education by Todd Rutledge.

Continuing education vs. inclusion in certification?

Subcommittee created for working on plans for guiding mentorship

10:50 Henry Beyer Program Report

Discussing report details, see report.

11:00 Adam Fox SPI Report

See report for details. Ed Crothers coming on board is a huge asset to the program, so Adam can focus on IP trainings and curriculum instead of day to day logistics. Questions

about privatization of program vs. being run in house. Clarification of why the program runs as is, privatized.

11:15 Henry on the Chain of Authority

Membership -> BOD (Pres on top)-> ED-> Program director
Instructors and Examiners
Membership.BOD (President)>Technical Director>Discipline Coordinators

Membership is ultimately the highest level of authority, represented by the BOD.

Thanks to Henry for all of his hard work as the Program Director.

11:30 Accreditation Report Ed Crothers

See report for details.

Questions on how certification is being linked to accreditation.

What are we doing to try and bring on board groups like Outward Bound and NOLS? U of U coming on board is a good example of the bigger organization's coming to the AMGA.

11:50 Risk MGMT plan proposal by Ed Crothers

AMGA would fail to be accredited as a result of a lack of a formal risk management plan.

Motion to accept proposal of risk management plan Margaret, seconded by Clint, all voted in favor.

Betsy suggests we wait for new BOD's to seat the committee at end of the day.

Margaret summarizes before lunch.

12:00 LUNCH BREAK

13:00 CGF Proposal Scott Schell

Funding and ownership are the primary concerns we are addressing

2 proposals to the board, 2nd proposal will have an amendment

Philosophically most people were in support of achieving short term access via the CGF providing direct access for certified guides.

CGF Mission Statement, have been actively operating since 2008

June, the AMGA/CGF subcommittee met and agreed on points in the proposal.

USFS and NPS do not allow subcontracting, and as a result current structure of CGF will not work for the growth of CGF into these lands.

Funding plan for the \$46k of budget is from 2 parts...

Part 1 is to increase AMGA membership dues, and will go towards short term access solutions, and eventually long term access.

Explaining the difference between support fees and benefit fee structure of the proposed rate increases. Increase AMGA Annual Membership Dues by: \$10 per non certified members (exempt are student and associate members) and \$100 for cert guides and \$150 additionally for IFMGA guides.

If the CGF becomes a LLC structure... notes in report. 32% of trip fee gross wages will go back to the CGF – 18.5% will cover business/employee costs, 13.5% will go to operating budget of CGF.

Primary objectives of CGF:

Become an LLC, etc... as per report.

Secondary objectives... we need to look out for AMGA members first, and as a result internationally reciprocity will come along. LNT/wilderness protocols need to be met as well as WFR/CPR

How to work with Guide services? Insurance questions with that?

Code of Ethics for the Certified Guides Federation and its' members:

How to address pay/cost issues, i.e. will individual guides undercut other guides and services?

13:37 Q & A

Rob Hess: Glad to see fee structure reflect real costs. Where does the WA state 1.08 for workmans comp come from?

John Race: FICA is paid by both. In WA pay \$1.08/hr for up to 40 hours/week, plus variations due to how many guides on unemployment at the time.

For WC doesn't matter where they work, just where they live? Problems with variations in state by state laws, charges, reciprocity, etc...

Code of Ethics will be drafted and worked on in committee of guides and service owners?

After all this is done, what can a guide service make out of this?

Client retention and code of ethics?

Land management permit holdings and who can advertise them? If an LLC, the LLC holds permits, guides are employees.

Limited permits = lottery system will be incorporated.

Proposal being discussed is approval of fee structure increase and budget creation of CGF. Business plan for CGF.

Why IFMGA more \$? More access to terrain.

Margaret summary: CGF is the short term solution for access for the AMGA
As a BOD, we feel ok to ask membership to pay more for this improvement of access.

Straw Poll: In favor of increase of membership fees to support access for AMGA (short term via CGF, long term with AMGA?) All in favor, except for Adam Fox. For the membership present? 26 for, 7 against, 5 abstain

Q & A:

% of taxes vs. pay? Explaining taxes, fees...etc

Mandatory vs. optional fee?

Independent guide definition? Choc covered rabbit poo? Must use insurance to use permits so you can't break up buying into program into smaller parts.

Lottery for permits, code of ethics? %'s? Long term vs. short term?
Rushing this? Scott sums it up, short term to solve this with in othe currentframework of our government, long term means working with land management agencies to solve/change the system.

CGF should be funded by CGF and if it doesn't work, then let it die. (comment from crowd) Is it legal to run it with financial assistance. Yes it is operating in legal parameters.

Change in rate structure? What is the solution to make the guide service come into play and make it financially attractive and legal?

What about spending money on access instead of creating this organization? Scott is doing this as well as the rest of the staff of the AMGA.

Are there Conflict of interest issueswith the CGF board members who also serve on AMGA board voting on the matters at hand? No, we are all AMGA members when voting on this issue.

Phone call to Scott Soden about financial advice/recommendations

Are we running out of time? NO

Polish up the numbers and come to vote in a week? Send it back to sub-committee?

Adam Fox: We asked the CGF to come back with a viable business model, is this it?
Should all the members pay for it in this way?

Margaret: Move on to 2nd aspect of proposal
Bulk of AMGA revenue is associated with training and certification course fees, so end result is to work for this part of the membership.

Ownership of CGF is the 2nd proposal, how to do this?

1: LLC owned and operated by AMGA

2: LLC owned and operated by CGF

3: For profit CO-OP, everyone is an owner/guide, certified membership who chooses to join.

BREAK

15:45

Henry talks about the need to make a decision.

John talks about a simple and separate structure of CGF and a few agree, so as to protect name and assets of AMGA.

Is there a potential for a Memorandum of Understanding MOU to be signed and worked out between CGF and AMGA.

Ownership has pros and cons? Can we adopt these issues and take them on? Discussion on this...own or not.

Betsy from Peter, AMGA BOD would then have to oversee and guarantee success of the CGF. The question is, do we have the resources to achieve this?

Betsy: Currently the AMGA does not own the CGF, however we have a lot of money invested in it. Much of your time as a board has been spent dealing with issues around the CGF, if we then owned the CGF would we even have enough time, resources, energy to focus on other AMGA initiatives and issues?

Rob and Code of Ethics-competition for permits?

Keith: A position in the AMGA, BOD reports, etc for CGF?

Todd: Suggests full separation or full merger?

Todd B: This is a huge time and financial commitment, are we ready to stomach that or should we keep the training separate from all other aspects of the needs of the Mtn Guiding community.

16:30 End of discussion, Margaret discussing our proposals.

Two straw polls:

1. Do you feel ready to vote on business plan? Does it need polishing?

Angela: Ownership needs to be in place before deciding on funding.

Clint: Seconded Angela

John : Rework payroll numbers, defer ownership choice to lawyers etc...ad-hoc committee of lawyers plus Scott Soden, 2-week time frame.

Keith: Would vote on 1st proposal, 2nd proposal

Evan: Yes on 1st proposal, 2nd needs a subcommittee

Rob: Yes on 1st as it is for access and re-evaluate for the long term, 2nd needs work, sub-com, what's the long term vision

Dale: Yes on 1st, part 2 needs refinement

Adam: Needs more info, the survey showed that much of our membership was against this idea and so would like to see another survey be sent to membership polling on this specific question.

Dick: Yes on 1st, not in favor of voting until structure is in place. Code of ethics, guide service participation need to be addressed. What are we funding?

Margaret: Yes on funding 1, ownership question to sub-committee. Table both proposals, sub-committee reconvenes, workers comp is re-looked at. Ad-hoc to look at long-range view of owning CGF, BOD conference call in 3-4 weeks.

Committees? Draft something? Clean up and re-present.

BOD conference call Nov 18 Thursday 7pm MST , back up of Nov 23 7pm MST.

Ad-hoc Committee meeting before these dates.

Position statement on competing organizations? Public one versus membership statement. Evan will be responsible for completing position statement

Marty: Gunks-stay positive.

CE on Multi Pitch module. Can we have Hank from Gunk observe a course?

TC needs a statement on stance of Rock and all program standards/changes, specifically the TRSM to SPI and the Rock Instructor changes.

AMGA needs a tool kit for dealing with Land managers? Proposal for media tools and relations.

New Items of business:

Thanks to Angela for her long service to the AMGA

Welcome to the new members Marty and Martin, and Keith Garvey re-elected.

Committees:

Adam removed from accreditation, chair of Development committee.

John Race, chair of accreditation.

Membership committee same

Nominations Majka is chair

Public Policy, martin volken now on it as well.

Adhoc CGF ownership structure committee:

Peter Gould, Jim Pearson, Cameron Banko, Margaret Wheeler, Betsy Novak, Jeff Ward, Scott Schell

AdHoc longterm vision committee: Keith, Clint, Margaret, Betsy, Adam, Evan

Jan 25-26 SLC, UT Winter BOD meeting

June 4-5, 2010

Nov 8-12 Moab trip for IFMGA delegates. 13th TC meeting, dinner that night, 14th general meeting, 15th climbing day in eldo.

Executive Session at 18:11.

Meeting adjourned 6:23 pm!!!!!!!!!!!!

What happened in Executive Session?