

Minutes | AMGA BOD Meeting | June 8, 2007

Eldorado Canyon State Park, CO

DRAFT UNTIL APPROVED BY BOARD OF DIRECTORS

Board Members Present: John Bicknell, Margaret Wheeler, Jim Pearson, Clint Cook, John Winsor, Dave Bengston, Angela Hawse, John Race, Rob Hess, Pete Takeda, Matt Brooks, Peter Gould, Maury McKinney, Alan Jolley.

Board Members not present: Jim Williams, Keith Garvey, Phil Powers

Non-Board Members Present: Joe Thompson, Mike Alkaitis (after lunch)

AMGA Office Present: Betsy Novak, Henry Beyer

Moment of Silence for fallen comrades

Motion to Accept Minutes from Last Minutes:

Amendment to ED Report section — deleted reference to IP pay that was unrelated to ED's report. (done)

Vote: Passed w/ 14 of 15 in favor w/ 1 abstaining due to absence from Jan meeting.

President's Report — John Bicknell (see president's report)

- One of the main tasks facing the AMGA right now is the appointment of a new executive director. Search has yielded 2 finalists and search committee is ready to recommend one of those candidates.
- Main goal of new ED should be to increase awareness of AMGA amongst the public. John feels the CWA proposal before the board today will support this effort to increase awareness in public.
- President feels board should approve general direction, but leave strategy to office staff. Fundamental work of board should come from committees and be brought to the board.
- John supports sending Dick Jackson as a semi-permanent rep to IFMGA meetings.

Move to Executive Session to discuss new ED position.

Motion to move into executive session, passed with 15 of 15 in favor.

End Executive Session

Motion to make Betsy Novak and employment offer for the ED position that falls within the budget currently approved.

Vote: Passed w/ 15 of 15 in favor.

Action Point:

Search Committee needs to negotiate salary and terms of employment with Betsy Novak for ED position.

Bylaws:

Discussion of code of ethics. What are the procedures for disciplining a guide who breaks the code of ethics? Jim Pearson feels the authority should be in the bylaws, but the actual procedures could be created by a committee within the board. Discussion took place that indicated the board is in support of having a procedure for stripping a guide of membership or certification, but only once we can put a complete process in place that includes a code of ethics, procedures for disciplinary action, and a written appeals process. There was general agreement that these procedures should be public information easily available to our members.

Action Point:

Jim Pearson will look at a draft of the disciplinary procedures for fine tuning and approval/disapproval at October 2007 board meeting.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE DISCUSSION

- Discussion of proposal from Matt Brooks to form a new committee of the board charged with nominating new board members and corporate governance. (see proposal submitted by Matt Brooks)
- Matt Brooks feels we can strengthen our efforts in this area. Jim Pearson asked why to combined committee? This is an effort to keep the number of committees from growing too large.
- Peter Gould: Sarbanes-Oxley Act provides for a committee that operates independently of the board to ensure that self dealing is not taking place within the board. Hazard is that the two aspects of the combined committee will pollute each other.
- Jim Pearson feels this is adequately covered in our bylaws under section 6.5 (check this with Jim).
- No big objections from board members, but many questions as to how the two functions of the one committee relate to each other in a practical way.

- Purpose of the nominating committee is to make sure that we do not miss the opportunity to provide our members with a good slate of candidates for each election that the board feels will add to a productive board.

Proposal:

Jim Pearson will review the corporate governance committee draft paperwork provided by Matt Brooks during the June 2007 board meeting to be available for review at the Fall 2007 board meeting. This will be included in the bylaws. (see document provided by Matt.) The board agrees that the nominating functions will be given to the membership committee. No vote taken, but general agreement present.

Discussion of upcoming election: President feels we should consider limiting election to 3 new members even though we have 5 new members leaving the board. The purpose of this would be to ensure that people elected to the board are elected by a significant number of AMGA members.

Motion:

Who is in favor of electing only 3 new board members?

Vote Result: 8 in favor, 3 not in favor. Result: We will only elect 3 new board members.

Concern voiced from Joe Thompson: Joe sees momentum in current board and would prefer as a voting member to see a larger board.

PROCEDURES FOR REMOVAL OF BOARD MEMBER:

- Question raised by board member: What happens when someone routinely does not show up? How do we remove them and will they be added to the numbers elected? Would we add a 4th member in the vote.
- Discussion: What is the criteria for removal of a board member? According to Jim P. there is no specifics other than a 3/4th vote of all the board. We then discussed a board member who has missed 4 consecutive meetings and debated what the board should do about this. Although removal is always a possibility there was agreement that this can be handled through personal discussion with member. Also agreed was that there should be some requirement for attendance to be a board member.

Motion:

Amend the bylaws to read that if a board member misses 3 consecutive board meetings without adequate excuse, they will automatically be removed from the board. The president will determine what constitutes and adequate excuse.

Vote Result: Passed unanimously with all present voting in favor.

CERTIFIED GUIDES FEDERATION (CGF) PRESENTATION BY MIKE ALKAITIS

- See business plan as sent by Keith Garvey

- Stumbling Block is CGF set up as 501 c6 organization, which is not tax deductible.
- CGF being set up as Pro-Bono account for 501 c3 from 501 c6 conversion.
- Questions from Jim Pearson: Can we (AMGA) give money to a 501 c6 organization without compromising our 501 c3 status.
- Note that Adrian is asking for an additional 50K from the AMGA BOD in 2007-08.
- Peter Gould has helped with visa access for foreign guides.
- The BOD needs to fulfill its commitment by releasing 5K upon the CGF reaching its 10K goal of raising money.

PETER GOULD ON WORK PERMITS TO GUIDE IN THE US BY THE INS AND US DEPARTMENT OF LABOR.

- May be a good idea to survey INS about what they have done in the past. One option is a freedom of information act. Example is someone of “extraordinary ability” who can visit the US with a work visa to work as artist. Peter thought this was an unusually cumbersome process.
- Peter would like to work the Senate foreign relations committee angle as opposed to the INS.
- Clint mentioned “foreign ski patrol exchange.” These groups somehow make this type of exchange and it must be legal.

UPCOMING ELECTIONS

- We either need 6 voting members to provide a nomination or board approval to place someone on the slate for board election.
- The Slate: Joey Thompson, Alan Jolley (will run), Clint Cook (undecided), Evan Stevens (has expressed interest), Olivia Cussen (pending agreement), John Kear, and Pete Keane. All of these people have received 6 votes from members on the board and can be placed on the ballot pending their agreement.

CWA PROPOSAL

See proposal as e-mailed by John Bicknell

Motion:

That the AMGA works with the CWA (Climbing Wall Association) to jointly develop a Climbing Wall Instructor Certification Program closely modeled on the successful ACMG program. The remainder of 2007 will be spent developing a delivering a pilot program. Formal inauguration of the program is intended for Jan 2008. This is to be set up as a co-owned program (AMGA and CWA) and the AMGA is to be named as additional insured.

- John’s argument in favor: This will provide the AMGA with early exposure to new climbers. Argument against: This will be potentially difficult to manage from

quality control standpoint. Idea would be to manage through the TD as opposed to the TC as the TC may not hold this skill set.

- TD's concerns: What is the oversight here. TD is ultimately in charge, but TC would still be a part of this as would the discipline coordinator.
- There is a danger that the CWA will move forward without the AMGA due to time pressure created by the classification of climbing gyms as amusement parks. This is partially due to a lack of standardized training.
- AMGA would need to be named as additional insured by the CWA in exchange for the endorsement.
- Debate as to who owns the curriculum and who owns the program. Peter Gould mentioned you could copyright the curriculum and license the use of the curriculum.
- Courses would only be taught by AMGA certified guides (TRSM, or Certified Rock Guides).

Vote on above motion: 12 in favor, 1 opposed, 2 abstained. Vote passes.

CODE OF CONDUCT/ ETHICS AND DISCIPLINARY PROCEDURES:

- To be discussed with Jim and presented at next meeting.

DATABASE AND WEB DESIGN PROPOSAL/UPDATE — HENRY BEYER

- AMGA is looking at \$15,000 to \$20,000 cost to produce a new website and create an integrated database that would allow each AMGA member to have an individual login and then have different levels of access. This would handle things like course registration, membership dues. Additionally instructors could collect data on the members of their courses, etc. This is a web-based database.
- Could we co-develop this with the ACMG? Some concern expressed by office for the amount of time it would take to do this?
- John Winsor suggests we investigate package services such as yahoo's e-commerce solutions. Maybe we don't need to build this from the round up.
- Board encouraged office to investigate this further and make sure they are not missing some simpler solution.

TREASURER'S REPORT — MARGARET WHEELER

- Question brought up by Matt about misstatement that AMGA is a Colorado non-profit, whereas in fact it is a Colorado corporation.
- Investigate status of corporation. Who is our agent for service in WA. Do we need to renew this agent? Do we owe any franchise fees to WA or CO?
- According to Matt part of our audit request was that the auditor give us a list of managerial recommendations.

Margaret is charged with cleaning this to answer the above questions asked by Matt Brooks. Margaret will speak with accountants and Jim P. will look into any advantages of becoming a Colorado corporation.

Motion to accept audit with above amendments addressed: Unanimously approved with 15 of 15 voting. Motion passed.

Matt Brooks suggests that the AMGA look into a Wells Fargo account whereby preferred customers can have a checking account and investment account that work together. As this is an office function the office should look into this and proceed as they see prudent.

REVIEW STRATEGIC PLAN AND MISSION OF AMGA

John Bicknell read current strategic plan and had no suggestions for revision.

Committee Reports

ACCREDITATION REPORT — DAVE BENGSTON

- See Report here
- Dave has made an effort to clean up the accreditation program and provide more follow through to guide services who have sought accreditation.
- We provide excellent support to certification, but almost no support to accreditation.
- One thing that would add benefit would to accredited guide services would be to add more accredited guide services. We need to invest more effort in accreditation and provide more support to the program.
- Office proposed we institute an actual term of accreditation and an accreditation application term period.
- Dave might propose at the fall 2007 meeting that we add a half time position to support the accreditation program.

No motion was put forward with relation to the Accreditation Committee

Public Policy Committee — Jim Pearson

See Public Policy Report here

Motion: Jim offered to resign as chair and have Peter Gould replace him as chair of this committee. Vote result was unanimously in favor of this.

Awards Committee — Clint Cook

See Public Policy Report here

Motion: Office may move forward on Land Manager of Year award: Vote passed with 14 of 15 voting and 1 not present.

Insurance Committee — Maury McKinney

No report prepared.

- Maury reviewed life insurance and disability insurance policies now available to AMGA.
- Encourages all guides and board members to sit down with local insurance agents and discuss ways that they can reduce their rates by explaining what they do directly to the agents. For example workers comp does not benefit guides if working out of US, therefore guide services should not pay this.

Scholarship Committee — Angela Hawse

See report here

- New process of getting a list of courses taken and scholarships received seemed to work well.
- We might spread the scholarship dollars farther by looking for additional ways to subsidize entire courses.

Technical Committee — Rob Hess

See Report here

- Restructure is in full operation. There were a few little glitches that have been corrected and it seems to be complete.
- 9 totally revised manuals, 1 for each program.
- Course catalog has been updated and improved.
- Training and Certification handbook (T&C) has also been revised.
- Currently have a good balance between student demand and ability to run full programs.
- 78 spaces in ski and 45 enrolled, 77 spaces enrolled in rock out of 131 available, 39 enrolled out of 56 available. Ski has improved, Alpine seems to have decreased, Rock was projected to have a huge increase, but this did not show up.
- We need to start to look at the concept of continuing education.
- Question about deadline of technical manual. Craig Luebben has agreed to be the primary AMGA author and we are waiting to see who a Canadian co-author would be. This will be determined by the ACMG. No word yet on matching funds from ACMG.

Various board members extended recognition to the TD, DC's and office for their excellent work in revising the manuals for each program.

Update on TRSM Program — John Bicknell

- See report from Adam Fox here
- TRSM program is growing.

Development Report — Henry Beyer

- See report from John Winsor detailing various fund raising efforts.
- This year most of our sponsors have paid in a timely manner.

ED Report — Henry Beyer

- See report from Henry Beyer here.

IFMGA Report — Dick Jackson

- See report here from Dick Jackson
- Dick and Kyle have been going to IFMGA meetings and things seem to be going well.
- There is always a concern with making progress with the IFMGA.

NEW BUSINESS TO APPROACH:

- Fall 2007 AMGA Annual Meeting in Yosemite National Park
- October 17: LNT
- October 18: LNT and TRSM training.
- October 19: Board Climbing Day
- October 20: TC meeting in Yosemite
- October 21: Board Meeting
- October 22: Main Event and Clinics
- October 23: Clinics and Guide Olympics

WINTER 2008 BOARD MEETING

Two days after the OR show in SLC (date TBD based on OR dates)

June 2008 Board Meeting

TBD at 2007 Annual Meeting

Motion to adjourn:

Passed