

## **RMBL Governance: Structure (Corporation, Corporation Membership, Board, Executive Director)**

### **The Corporation**

RMBL is a 501(c)(3) tax exempt organization that was incorporated in the State of Colorado in 1928. According to those articles of incorporation, RMBL is organized exclusively for education, with a focus on biological research centered around the Gothic Townsite. RMBL maintains bylaws ([link](#)) that lay out the governance model and mission in greater detail.

As per the bylaws, a major focus of RMBL's mission is to be:

“a high-elevation field station which principal purpose is to provide quality research, teaching facilities and opportunities for biologists and biology students of all disciplines who can benefit professionally and intellectually from studying at this location. An important further purpose of the RMBL is to promote the understanding and protection of the high-altitude ecosystems of Colorado and the watershed of the Gunnison River through the professional activity of its members.”

### **The Corporation Membership**

Following the bylaws, the Corporation must maintain a voting membership of persons interested in the mission and purpose of the RMBL and who meet the following qualifications:

18 years of age or older and either and meet one of the two following criteria: (i) are professionals with demonstrated proficiency in any biological discipline or other science bearing directly on biological problems and have been in residence at RMBL for a minimum and continuous period of two weeks; or (ii) have demonstrated exceptional dedication to, long-standing interest in, or long-standing association with RMBL, as evidenced by having been in residence at Gothic for at least four weeks in each of two years after attaining 18 years of age, or other evidence, as outlined in a statement describing their interest in RMBL and two letters of recommendation from existing members.

A person may become a member only by vote of the existing membership. RMBL currently has approximately 200 voting members.

### **The Board of Trustees**

Following the bylaws, RMBL is governed by a Board of 8-15 Trustees, at least 4 whom need to have conducted research at RMBL. Trustee terms are typically 3 years, with many trustees serving 2 consecutive terms, but those in leadership positions occasionally serving 3 terms. Trustees are chosen by the Board but must be confirmed by a majority vote of the voting membership. Here is a [link](#) to the current trustees of the RMBL board.

All Board Trustees carry several responsibilities. Trustees must understand be enthusiastic ambassadors for the RMBL mission, vision and strategic plan. They are expected to be knowledgeable about RMBL's budget and take an appropriate role in planning and monitoring the budget. Trustees make RMBL a charitable priority, annually contributing an amount that is significant to her/him and supporting campaigns, as appropriate. Trustees help enlarge RMBL's base of philanthropic support. This can be done by thanking donors, attending/hosting events and introducing potential supporters to RMBL. Finally, Trustees expect to learn much, have interesting experiences, and enjoy the company of their colleagues on the Board and the entire RMBL community.

The Board has the ultimate responsibility for the direction, advancement, and well-being of RMBL, holding in trust the organization's present as well as its future. In accordance with these responsibilities, the Board develops and approves RMBL's strategic plan, evaluates RMBL's progress against the strategic plan and conducts a risk assessment of the organization on a regular basis. Working with RMBL staff, the Board also leads fundraising efforts, replaces/perpetuates itself through recruitment and nomination of new Trustees and is responsible for hiring and evaluating the Executive Director.

The Board must have the following officers: President, Chair, Treasurer, and Secretary. The President must be a scientist and is responsible for providing scientific leadership while the Chair is the presiding officer of the Board.

The bylaws require the board to maintain three standing committees: Governance, Finance and Development.

*Governance Committee.* This committee consists of at least three Trustees, including the President (as committee chair), and may also include non-trustee members. The functions of the Governance Committee are to assess the needs, performance and structure of the Board and its committees, to recruit and propose individuals to serve as Trustees and committee members, to evaluate current Trustees and, in consultation with the Executive Director, oversee the management of risks of the Corporation.

*Finance Committee.* The Board bears primary responsibility for the financial stability of RMBL. Pursuant to this responsibility, the Finance Committee, chaired by the Treasurer, is responsible for: receiving and evaluating quarterly financial reports; overseeing an annual audit, budget (approximately \$1.7 million) and endowment (approximately \$2 million endowment); recommends a staff-prepared budget to the Board; and reviews budget variances.

*Development Committee.* This function of this committee is to assist the Board and Executive Director in raising the revenue needed to sustain RMBL and accomplish its mission.

The Board also establishes (and abolishes) other ad hoc committees as it deems appropriate in keeping with the needs of the Corporation.

The Board meets face to face three times/year, typically July, October, and March. The July meeting is in Gothic. In recent years, the October meeting has been held at other field stations so as to learn from these comparator institutions. The March meeting is often in Houston or Dallas for ease of travel and fundraising opportunities. There is also typically a one-hour conference call in December to approve the budget upon referral by the Finance Committee. Committees of the Board generally meet by conference call several times per year.

### **Executive Director**

Hired and overseen by the Board, the ED gives direction and leadership to the development and achievement of the RMBL's mission, vision, strategy, and its annual goals and objectives; provides scientific leadership, including creating a national profile for RMBL, tracking scientific trends to ensure RMBL keeps up with the changing needs of scientists, and building scientific alignment within the RMBL scientific community; with the Chief Operations Officer ensures effective operations, ensuring operations reflect strategic priorities and facilitating strong communication between the scientific

community and operations; with the Chair of the Board enables the Board to fulfill its governance role, including but not limited to fiduciary oversight; and takes a leading fundraising role and manages external relations/communications.

### **RMBL Governance: Communication with the community**

The RMBL governance structure can only successfully achieve the corporation mission with input and guidance from the community it serves.

#### **Sharing information with the community**

There are a number of mechanisms the RMBL Board and Executive Director use to share information with the community. These include the PI Listserv, weekly summer newsletters, print newsletters, monthly public e newsletter, and the Director's Blog. In addition, an Annual Report from the RMBL President and Chair will be distributed electronically each summer, as will Board Meeting Reports from the RMBL President and Chair following the summer, fall and winter meetings. The goal with all of these communications is to disseminate information relevant to changes at the RMBL that impact the community as well as to invite input on these matters.

#### **Soliciting Input from the community**

Just as we seek avenues to share information with the community, we also seek to develop a variety of mechanisms for the community to provide input and guidance to RMBL staff and the Board.

*Surveys and review of annual operations.* During the summer, periodic surveys and polls are conducted for the community to obtain feedback on operations. Staff then assess these surveys, develop action plan and then report back to the community on measures implemented.

*Communication with trustees.* All Trustees value the input and opinions of the RMBL community they seek to serve. The active scientists serving on the Board provide an especially effective means for such communication as they work (and some reside) within Gothic.

*Attending topical meetings.* The RMBL staff and Board organize informational sessions or field trips to both share information and get input from the community.

*Serving on Board committees.* Many of the Board committees have non-trustee members, including committees on finance, governance, and facilities. While these opportunities are limited to a relatively small number of individuals at any one point in time, this practice is effective for including more diverse input on decision making and for increasing the numbers of individuals within the community that are aware of current priorities and activities.

*Serving on Director's committees.* The Executive Director maintains and creates Director's Committees to assist with implementation of responsibilities, including the Research Committee and the Animal Care Committee. These committees are primarily staffed by non-trustee members of the community and provide important input into key operational policies and practices.

*Trustee elections.* One mechanism for input into RMBL Governance is through the ballots by which corporation members elect board members.