



**Minutes of the Regular Meeting
Colorado Chautauqua Association Board of Directors
Thursday, July 16, 2009
Meadows Room Chautauqua Community House**

Directors Present: George Karakehian, Kathleen Woodberry, Molly Tayer, John Meyer, Richard, Foy, Mike Franson, Barbara Guthery, Steve Brett, Ed Sanders, Richard Polk, Ben Gilbert,
Directors Absent: Dennis Ahlburg, Conrad Lattes, Lara Ramsey, Josh Taxman
Staff Present: Susan Connelly, Jim Turner Sue Brophy, Bert Farin, Molly MacGregor
Visitors Present: Neel Garland, Frances Garland, Phil Shull

I. Call to Order/Roll Call, Announcements, Public Comment

Having established that a quorum was present for the conduct of business, President George Karakehian called the meeting to order at approximately 6:35 p.m. There was no public comment.

II. Review and Approval of Minutes of June 15, 2009 Meeting Minutes

Ms. Guthery moved to approve the minutes as presented and Mr. Polk seconded the motion. The motion was approved 9-0-2, (with Mr. Gilbert and Mr. Sanders abstaining).

III. Presidents Report

Mr. Karakehian welcomed Phil Shull, who will officially start his Board term September 1st, and congratulated the three incumbents who had been re-elected to the Board. He encouraged Board members to experience an “immersion” in Chautauqua by staying in a cottage and partaking of the programming, Dining Hall and Chautauqua community. He asked the board and staff to think about and bring discussion back regarding hiker parking by the cottages, which he had experienced as problematic during his own stays in cottages, and the large number of people who attend concerts outside of the Auditorium and the negative comments thereon from paying guests. Discussion ensued. Ms. Connelly noted that there will be a discussion in today’s meeting about the increase in concert attendees outside the Auditorium.

Mr. Karakehian recommended a Board and senior management retreat of four-to-six hours and recommended that it be held on Sunday September 13th, following the Grand Convergence program on Saturday, September the 12th. This retreat would be in lieu of September’s regular Board meeting. Discussion ensued. Mr. Karakehian asked everyone to pencil in the date as more details are determined. Mr. Karakehian expressed interest in continuing the Board-Cottager matches that had happened in two previous summers, and noted that the Board would be hosting on July 25th a bon voyage party for former

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Board member Cody Oreck and her husband, Bruce, before they leave for an ambassadorship to Finland.

IV. Executive Director's Report

Ms. Connelly discussed the positive news from the National Park Service on our two applications for Challenge Cost Share Program grants (1) for completion of implementation of interpretive signage and (2) for a bus pullout and orientation kiosk near the Chautauqua main entrance, but cautioned that we cannot count on the two grants until the federal FY 2010 budget is approved, anticipated to be in February.

Ms. Connelly mentioned a number of things that have occurred since the ED report was distributed, including:

- hosting Boulder's new City Manager, Jane Brautigam, and a group of local luminaries for a picnic and the Joan Baez concert
- being part of a group of City of Boulder boards and commissions chairs (in her role as chair of the Boulder Urban Renewal Authority) meeting with the City Manager
- hosting on July 23rd the Colorado Tourism Office's Heritage Tourism Program Manager, the National Trust for Historic Preservation's Heritage Tourism Director and CTO HP's current grant recipients for a meeting, tour and discussion of interpretive planning
- hosting on July 27th a mini-summit on how to reconcile conflicting principles and practices of historic preservation and environmental sustainability, focusing on Chautauqua and our Environmental Sustainability Plan, and in particular, the Dining Hall roof replacement, with participants to include representatives from the National Parks Service, The National Trust for Historic Preservation, the State Historical Fund, Historic Boulder, Inc., and the City's Landmarks Board and staff, the Facilities Asset Manager, NREL, and Namaste Solar Electric
- hosting on August 20th, Congressman Jared Polis and all state senate and house members from the 2nd Congressional District.

Ms. Connelly noted that she has appointments pending with State Senator Rollie Heath regarding property tax exemption and with the City Manager and the City's new Planning Director David Driskell, and that she will be reaching out to the City's new Parks and Recreation Director, Kirk Kincannon.

Ms. Connelly asked Director of Operations Jim Turner to address the Auditorium concert safety issues. Mr. Turner explained that since we have been experiencing ever-larger crowds outside of the Auditorium, particularly on nights of already sold-out shows, the ability to safely and quickly evacuate concert goers in the Auditorium in the event of an emergency is a very important item that needs to be addressed in relation to large numbers of people congregated on the outside perimeter of the Auditorium blocking or potentially blocking egress. Mr. Turner reported that he has met with the Boulder Police Department and will be meeting with the Boulder Fire Department to seek their perspectives and recommendations for modifications to ensure public safety. He said that we are exploring how to better control the areas immediately adjacent to the Auditorium, including the sidewalks and the roadway, which must be kept clear for

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emergency vehicle access for an Auditorium or other emergency. Discussion ensued. Mr. Turner committed to report additional information and details to the Board.

Ms. Connelly mentioned that The National Trust for Historic Preservation's Forum Journal (Spring edition), with the theme "Positioning Preservation in a Green World" was scanned and e-mailed to the Board and noted that it is required reading for the attendees of the mini-summit taking place on July 27th.

V. Committee Reports

Finance -

Mr. Meyer noted that the month of June and year-to-date financials through June look good. He noted that while we are being cautious with our expenditures, we have not delayed any of the necessary capital expenditures. Director of Finance and Administration Sue Brophy reported that: CCA's ending cash balances on June 30, 2009 and 2008 were \$957,394 and \$1,094,834, respectively; our quick ratio is 1.72 to 1; total gross profit for the period January 1, 2009 through June 30, 2009 was \$1,212,035, which was above budget by \$72,325; and the Association shows a net loss of \$154,830 for the six months ending June 30, 2009, which is \$208,430 better than the budgeted loss of \$363,261.

Nominations:

Ms. Tayer reported that the committee has been working on nominations for Board officers for the one-year term starting September 1st. She noted that currently there are seven people nominated for the positions of President, Vice President, Secretary and Treasurer, adding that Mr. Karakehian has been nominated to continue in the role of Board President. The election will be held in August. Ms. Tayer asked that any additional nominations be emailed to her.

Ms. Connelly mentioned that the Colorado Chautauqua Association 2009 election results will be posted on our website, as well as on our bulletin board. Ms. Tayer agreed to contact the candidate who was not elected about the results.

Governance:

In Mr. Lattes absence, Ms. Tayer discussed the "Governance Manual" that was e-mailed to the Board for review on first reading. The proposed changes to existing Policy Governance include adopting the Colorado Nonprofit Association's "Principles and Practices for Nonprofit Excellence in Colorado" as the guiding principles, adopting position descriptions for the Board of Directors, individual Board members, the Executive Director, each Board officer, and Board committees, and incorporating specific policies that already have been adopted (including conflicts of interest, whistleblower protection, etc.) and that are recommended for adoption, including policies for financial planning and management and asset management and protection that capture the essence and improve upon the existing Policy Governance policies. Discussion of the distributed document resulted in direction to incorporate the following modifications into a new document to be considered by the Board for adoption after second reading at the August Board meeting:

In the Board of Directors Position Description:

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- Require two readings of a proposed policy amendment except in the event urgent action is required (vs. “except in the event of an emergency”).
- Use the most recent date of Bylaws amendment.

In the Board President Position Description:

- Strike the statement that the Board President will vote only in the event of a tie vote.

In the Board Vice President Position Description:

- Strike the requirement that the VP chair the Fundraising Committee.

In the Board Committees Position Description:

- Strike the sentence “Committees will be used sparingly and ordinarily in an ad hoc capacity”.

In the Financial Planning and Management Policy:

- Use the substitute language recommended by the Finance Committee in place of the language contained in the draft distributed to the Board.
- Regarding Board approval of a deficit budget for any fiscal year, modify the language to reflect that it is desirable to budget to maintain a quick ratio of 1:1.

The Board requested additional work on the position description for the Executive Committee.

Fundraising:

Ms. Woodberry reported that the 2009 Grand Convergence dinner on Friday, October 16th will take place only on the main level of the Grand Assembly, with possible overflow seated on the balcony, rather than using the Rocky Mountain Climbers Club as a second dinner venue as in 2008. Ms. Woodberry asked that the table captains from last year’s event consider hosting a table this year as well.

Mr. Karakehian shared the news that some of our Cottagers have agreed to match the 2009 Grand Convergence net profit up to \$100,000. This match would be used towards the 2020 planning. The Board requested that Ms. Connelly prepare talking points regarding 2020 Planning for their use.

VI. Adjournment

The Board adjourned at approximately 8:05 p.m.

Respectfully submitted,



Molly Tayer, Board Secretary