

Approved at the July 16, 2009 Meeting



Minutes of the Regular Meeting
Colorado Chautauqua Association Board of Directors
Monday, June 15, 2009
Rocky Mountain Climbers Club Room
Chautauqua Community House

Directors Present: George Karakehian, Conrad Lattes, Kathleen Woodberry, Lara Ramsey, Molly Tayer, John Meyer, Richard, Foy, Mike Franson, Barbara Guthery, Josh Taxman
Directors Absent: Steve Brett, Ed Sanders, Richard Polk, Dennis Ahlburg, Ben Gilbert,
Staff Present: Susan Connelly, Jim Turner Sue Brophy, Denise Link, Bert Farin, Molly MacGregor
Visitors Present: None

I. Call to Order/Roll Call, Announcements

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.

II. Review and Approval of Minutes of May 18, 2009 Meeting Minutes

Ms. Woodberry noted that on page 3, paragraph 1, the wording should be changed from "disincentive" to "an incentive", and to change wording of the motion on the final page 4, should be 7-3-1. With those changes being made, Mr. Lattes moved approval, and Mr. Foy seconded. The motion passed 7-0-2 (Mr. Franson and Ms. Guthery abstaining because they had been absent from the May 18th meeting; Ms. Tayer arrived after the vote).

III. Presidents Report

Mr. Karakehian reported that he met recently with representatives of Xcel Energy and that the Smart Grid project does not have applicability at Chautauqua at this time because there is not enough usage (no year-round occupancy and very little air conditioning use), so little opportunity for energy savings compared to other areas of Boulder. He noted that the cost of undergrounding overhead utility lines is estimated at \$20,000-25,000 per lot. Mr. Karakehian brought up the problem of privately-owned cottages that needed repair. Director of Operations Jim Turner said that letters already had been sent to some private cottage owners re: landscaping issues and that a next round of notices would address maintenance and cottage updating responsibilities that are not being addressed.

Mr. Karakehian asked Mr. Lattes to speak briefly about the Board-recommended bylaws amendment to reduce the number of required monthly Board meetings to be held, and how the Board should respond. Mr. Lattes said that as a matter of CCA Policy

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Governance and nonprofit best practices, the Board speaks with one voice, and all members of the Board must support a decision of the Board once made. This means that individual Board members cannot advocate against a decision or recommendation of the Board. Mr. Lattes said that this is part of the duty of loyalty that applies to all board members on all boards.

Mr. Karakehian asked Mr. Franson to leave the room prior to discussion regarding Mr. Franson's four absences in one Board term, which the Bylaws state is a deemed resignation. Mr. Foy moved to override the deemed resignation to keep Mr. Franson on the Board, and Ms. Guthery seconded. The motion passed 9-0-1.

IV. Executive Director's Report

Ms. Connelly spoke about Boulder's Sesquicentennial Stroll celebration on July 4th, which will start at Chautauqua, and invited all Board members and staff to attend to witness the official and long-awaited presentation of the NHL designation plaque by the superintendent of Rocky Mountain National Park on behalf of the Department of the Interior. Ms. Connelly shared a photograph of the Bruce Street sculpture, which is a gift to the Colorado Chautauqua Association from Mrs. Virginia Street Smith and others. Mr. Foy asked if destination programming is being pursued and Ms. Connelly replied that while it is not a specific organizational priority for 2009 (referring to the approved list) it is something that is being explored.

V. Committee Reports

Nominations - Ms. Tayer spoke about the expanded list of names for the Board appointment and discussion ensued. An initial motion by Mr. Taxman, seconded by Ms. Tayer, to offer the appointment to Benita Duran failed on a 5-5 vote. After additional discussion, Ms. Tayer moved to invite Phil Shull to accept the appointment, and if he declines, to offer it to Benita Duran, and Ms. Ramsey seconded the motion. The motion passed 9-0-1, with Ms. Woodberry abstaining.

Governance - Mr. Lattes discussed the progress made in the last couple of years on CCA governance issues, including the comprehensive bylaws revision, the restated articles of incorporation, and last year the 990 compliance policies. He said that CCA's Governance Policies, sometimes referred to as Carver Policy Governance, are in need of updating. He reported that the Governance Committee will be recommending that the Board adopt as a foundation "Principles and Practices for Non-Profit Excellence in Colorado" by the Colorado Nonprofits Association as well as position descriptions for the Board, individual Board members, Board officers, Board committees and the Executive Director, plus Financial Planning and Management and Asset Protection and Management policies drawing from existing Policy Governance. Mr. Lattes said these materials will be presented to the Board for first reading at the July meeting and second reading in August. He sought and received nods of affirmation at this proposed approach.

Fundraising - It was confirmed that net proceeds from this year's Grand Convergence would support environmental sustainability and programming.

VI. Executive Session

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absences , Mr. Foy moved to keep Mr. Franson on the Board, and Ms, Guthery seconded motion. Motion was passed 7-1-7

IV. Executive Director's Report

Ms. Connelly spoke about the July 4th event that is the start of Boulder's Sesquicentennial celebration, beginning at Chautauqua, and that she would love to have the board members and staff in attendance. The official and long awaited presentation of the NHL designation plaque will be done at this time. There will be two identical plaques being presented. The presenter on behalf of the National Park will be Vaughn Baker, who is the Rocky Mountain National Park Superintendant. There will be a picnic lunch provided by the Dining Hall, as well as music on the Green provided by the Colorado Music Festival brass. Ms. Connelly shared a photograph of the Bruce Street sculpture, which is a gift to the Colorado Chautauqua Association, from Ms. Virginia Street Smith, and from Ms. Street's mother. Mr. Foy asked about the CCA priorities, in respect to destination programming. Ms. Connelly specified that while this is not a bullet pointed item, it is something that continues to be worked on....

V. Committee Reports

Nominations

Ms. Tayer spoke about the expanded list of names for the Board. Conversation ensued. Ms. Tayer moved to make the first offer to Phil Shull, seconded by Ms. Ramsey Motion passed 10-0-5. Mr. Karakehian will make the call to Mr. Shull and make him the offer. (initial move was Mr. Meyer motioning and Mr. Foy seconding)

Governance -

Mr. Lattes discussed the progress made in the last couple of years, such as the bylaws being amended, and the articles of incorporation, and last year the 990 compliance documents were finalized. But the Carver Governance Policies are in need of updating. Adopting the Principles and Practices for Non-Profit Excellence in Colorado, which were recently adopted by CANPO (Colorado Association of Non Profit Organizations), would be a great policy for us to also adopt, however in order to adopt these, we would need to create the position descriptions for the Executive Director, Board and Officer's roles, and the Management and Financial Planning Policy would need to be updated. Mr. Lattes will send everything out to the Board via email, and will bring it to a vote at the next Board meeting.

VI. Executive Session

The Board entered into the Executive Session at approximately 8:30 PM

VII. Adjournment

The meeting adjourned at approximately 8:45 p.m.

Respectfully submitted,


Molly Tayer, Board Secretary