



Colorado Chautauqua Association
BOARD OF DIRECTORS MEETING

November 16, 2020
Meeting Minutes

Directors Present: Nan Anderson, Star Waring, Frank Bruno, Dan Corson, Linda Arroyo-Holmstrom, Bill Briggs, Shun-Luoi Fong (joined at 6:14pm), Bruce Neumann, Margaret Ryder, Mary Young, Alice Trembour, Brett Shelton, Peter Spear, Polly Fields, Trudy Turvey

Directors Absent: None

Staff Present: Shelly Benford, Sue Perkins, Jason Hill, Wanona Tara, Jeff Medanich, Debbie Stewart, Trish Gray, Marah Bradley

Guests: Karen Leaffer, Leaffer Law Group

I. CALL TO ORDER; DETERMINATION OF QUORUM

Chair Anderson called the meeting to order at 6:01pm and determined that a quorum was present for the conduct of business.

II. PUBLIC PARTICIPATION

III. CONFLICT OF INTEREST

No board members acknowledged a conflict.

IV. CONSENT AGENDA

At 6:06pm, Mr. Bruno moved (Ms. Fields seconded) to approve the minutes of the September 14, 2020 regular board meeting. The motion passed (14-0-0).

V. MATTERS FROM BOARD MEMBERS

A. Chair Report

Chair Anderson spoke about Chautauqua's wildfire risk due to its proximity to forested wildland interface, the density of its cottages, and most of the cottages being constructed with dimensional lumber. Ms. Anderson intends to meet with Boulder County wildfire mitigation representatives to determine what the Board should consider doing to protect Chautauqua. She emphasized that wildfire protection strategies that fall under the Sustainability & Resilience program should be prioritized.

Mr. Fong joined the meeting at 6:14pm

B. Governance:

Ms. Waring referred the Board to the Governance Committee report.

C. Finance:

Ms. Benford noted that the October YTD results are included in the board packet for reference in the budget discussion later in the agenda.

D. Building and Grounds:

Mr. Corson referred the Board to the Building and Grounds Committee report.

E. Sustainability:

Mr. Briggs referred the Board to the Sustainability Committee report and emphasized that fire mitigation is a top priority in Sustainability & Resilience conversations with the City.

F. Community Connections:

Ms. Arroyo Holmstrom & Ms. Turvey referred the Board to the C3 report.

VI. MATTERS FROM STAFF

Staff Report

Ms. Benford gave updates on the staffing implications of new COVID restrictions, announced that Jeannie Rentmeester has accepted the General Store Manager position, and explained that WinterFest has been scaled back this year due to COVID, but will include the Art in the Park event, a digital scavenger hunt, a virtual tour of the Mary H. Galey Cottage, and will coincide with the grand reopening of General Store. Ms. Benford answered questions about the General Store and noted that plans for the Chautauqua Café platform have been submitted to the Landmarks Board for approval.

VII. ITEMS FOR INFORMATION, DISCUSSION AND ACTION

a) ACTION: Board and Committee Responsibilities

Ms. Waring reviewed recent changes to the Board Policy Manual (Board and Committee Responsibilities) and asked for board input to make decisions on final adjustments.

The Board discussed whether it made sense to include in section 3.3.7 that the CEO would need to seek approval from the Board for any expenditures in excess of \$10,000 in variation to the operating budget. Members of the Board and counsel agreed that the best place to add this type of provision is in the Financial Asset Management Policy.

At 7:14pm Mr. Neumann suggested changing the language in the fourth bullet point under Section 3.3.9 to "Evaluate user satisfaction data and cost-benefit analyses for CCA's programs." The change carried (15-0-0).

At 7:23pm, Mr. Shelton moved (Ms. Waring & Ms. Young seconded) that the Board move on from discussing section 3.6.1 and leave it as written. The motion passed (14-1-0).

At 7:30pm, Ms. Trembour moved (Mr. Shelton seconded) that 15 days be changed to 8 days in section 3.6.2. The motion passed (15-0-0).

At 7:55pm, Ms. Ryder moved (Mr. Fong seconded) that section 4.2.8 be kept as is without the change requiring invitation by the committee chair. The motion passed (15-0-0).

At 7:59pm, Ms. Turvey moved (Mr. Shelton seconded) that section 4.3.1 be left as is. The motion passed (15-0-0).

At 8:04pm, Ms. Trembour moved (Ms. Ryder seconded) that the language in section 4.4.1 be changed to “Board officers must constitute less than a majority of the Governance Committee’s *board* members”. The motion failed (3-12-0).

At 8:13pm, Ms. Anderson moved (Mr. Bruno seconded) that the language in section 4.5.2 be changed to “review periodic financials” (as opposed to monthly). The motion passed (15-0-0).

At 8:18pm, Ms. Waring moved (Ms. Fields seconded) that paragraph K in section 4.5.2 be moved under Development Committee section. The motion passed (15-0-0).

At 8:21pm, Ms. Trembour moved (Mr. Neumann seconded) that the sentence “it is recommended that every effort be made to include a resident of the Chautauqua leasehold” be added to section 4.8.1. The motion passed (14-1-0).

At 8:32pm, Mr. Shelton moved (Ms. Turvey seconded) that the Board accept the Board and Committee Responsibilities Policy (within the Board Policy manual) as amended. The motion passed (15-0-0).

At 8:34pm, Mr. Shelton moved (Ms. Waring seconded), to amend the Gift Acceptance Policy to substitute the Development Committee for the Gift Acceptance Committee identified in that policy. The motion passed (15-0-0).

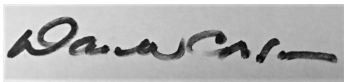
At 8:35pm, Mr. Briggs moved (Ms. Turvey seconded), to confirm that by adopting the Board Policy Manual that Executive Session policy and the Membership List policy are no longer in effect. The motion passed (15-0-0).

b) ACTION: 2021 Budget

At 8:39pm, Mr. Bruno moved (Ms. Turvey seconded) that the Board approve the 2021 budget. The motion passed (12-3-0).

VII. ADJOURN

At 8:41pm, Ms. Fields moved (Mr. Briggs seconded) to adjourn the meeting. The motion passed (15-0-0).



Dan Corson
Secretary, CCA Board of Directors