



Colorado Chautauqua Association
Minutes of the Board of Director's Regular Meeting
March 31, 2020
Via Teleconference

Directors Present: Nan Anderson, Linda Arroyo-Holmstrom, Henry Beer, Bill Briggs (left at 9:40pm), Frank Bruno, Anne Clemons, Dan Corson Shun-Luoi Fong, Mike Franson, Bruce Neumann, Margaret Ryder, Cindy Schmidt, Alice Trembour (left at 6:11pm), Star Waring

Directors Absent: Mary Young

Staff: Shelly Benford, Wanona Tara, Sue Perkins, Jeff Medanich, Debbie Stewart, Liza Purvis, Jason Hill, Charlotte O'Donnell, Marah Bradley, Trish Gray

Visitors Present: Karen Leaffer, Leaffer Law Group, Tim Reynolds, Bryan Cave Leighton Paisner LLP, Jay Greer, Jim Gregorich, Barbara Guthery, Kip van den Honert, Ben Gilbert, Georgia Chamberlain

I. CALL TO ORDER; DETERMINATION OF QUORUM

Chair Anderson called the meeting to order at 5:36pm and determined that a quorum was present for the conduct of business.

II. PUBLIC PARTICIPATION

None of the visitors present wanted to speak.

III. MATTERS FROM BOARD MEMBERS

A. Chair Report

Chair Anderson read a letter from Tom Carr to CCA stating that his concerns expressed in November 2019 had been sufficiently addressed by the new Bylaws.

Ms. Waring left the meeting.

B. Finance Committee

Mr. Bruno reported that progress for the 2019 audit is on track and the committee will be reviewing legal fees after all details are available.

IV. CONSENT AGENDA

Ms. Waring rejoined the meeting.

Ms. Schmidt moved (Ms. Waring seconded) that minutes of January 16, 2020 Special Board Meeting be removed from the consent agenda and discussed during executive session. The motion passed (14-0-0). Mr. Corson moved (Ms. Schmidt seconded) that the consent agenda be approved as amended. The motion passed (14-0-0).

Ms. Trembour left the meeting.

V. MATTERS FROM BOARD MEMBERS (continued)

A. Sustainability

Mr. Briggs commented that the overall timetable for the Sustainability and Resiliency project with the City will be delayed, but that CCA has many other sustainability initiatives in the works.

B. Community Connections

Ms. Schmidt noted that many of the items discussed by the Community Connections Committee have been postponed or canceled because of the impact of COVID-19 on social gatherings.

C. Governance

Ms. Waring stated that the Governance Committee will continue to review CCA's policies.

Ms. Ryder and Mr. Briggs expressed frustration that an annotated version of the Election Oversight Committee (EOC) report, identifying comments made by staff and counsel, was sent to the full board rather than to the EOC.

IX. MATTERS FROM STAFF

A. COVID-19 Update

Ms. Benford and staff provided updates of CCA's response to COVID-19. Ms. Benford and Ms. Perkins presented a brief overview of the forecasted financial impacts of COVID-19 on Chautauqua.

VI. ITEMS FOR DISCUSSION / ACTION

A. Nominations Policy

Several amendments were requested. Changes will be made in the final copy by Ms. Leaffer. Ms. Waring moved (Mr. Franson seconded) that the policy be approved as amended. The motion passed (13-0-0).

B. Compensation Policy

Ms. Waring moved (Mr. Bruno seconded) to table the discussion of the Compensation Policy. The motion passed (13-0-0).

C. Resolution to Waive Enforcement of Sublease Requirement that Property Owners be Members

Mr. Neumann moved to table approval of the resolution. The motion died for lack of a second.

Ms. Schmidt moved (Ms. Waring seconded) to approve the resolution to waive enforcement of sublease requirement that property owners be members. The motion passed (7-2-1). Mr. Franson, Ms. Clemons and Ms. Ryder recused themselves.

D. Election of Vice Chair

Chair Anderson stated that Mr. Briggs had resigned his post as Vice Chair of the board. Mr. Briggs moved (Mr. Bruno seconded) to appoint Ms. Waring as Vice Chair and Mr. Corson as Secretary. The motion passed (10-1-0). Ms. Waring and Mr. Corson recused themselves from the vote.

VII. FUTURE BOARD ITEMS

Chair Anderson announced that the board retreat will be moved to the fall 2020.

At 8:53pm, Mr. Bruno moved (Ms. Schmidt seconded) that the board enter executive session. All public and staff left the meeting except for Ms. Benford.

VIII. EXECUTIVE SESSION

Mr. Briggs left the meeting at 9:40pm.

A. Legal Matter - Lawsuit Update/Mediation

B. Legal Matter - Minutes of January 16, 2020 Special Board Meeting

C. Personnel Matter - COVID-19 Staffing Implications

D. Personnel Matter - CEO Evaluation

Ms. Benford left the meeting. CCA's attorneys Mr. Reynolds and Ms. Leaffer also left the meeting.

The board agreed by consensus on Ms. Benford's evaluation document but to table consideration of a salary increase until mid-year, at the earliest, because of the economic impact of COVID-19.

At 10:00pm, Mr. Bruno moved (seconded by Mr. Franson) to move out of executive session. The motion passed (12-0-0)

At 10:06pm, Ms. Schmidt moved (seconded by Mr. Franson) that the board enter executive session. The motion passed (12-0-0).

Ms. Anderson briefly outlined staff reviews of the CEO.

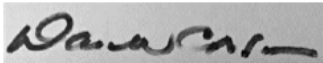
At 10:12pm, Ms. Schmidt moved (seconded by Mr. Franson) to move out of executive session. The motion passed (12-0-0).

IX. APPROVAL OF MINUTES

At 10:05 pm, Mr. Bruno moved (seconded by Mr. Beer) that the January 16, 2020 minutes be approved, as amended. The motion passed 8-3-1. [This vote occurred during open board meeting and between the two executive sessions.]

X. ADJOURN

At 10:12pm, Ms. Schmidt moved (Mr. Franson seconded) that the meeting be adjourned. The motion passed (12-0-0).



Dan Corson
Secretary, CCA Board of Directors