

**Colorado Chautauqua Association
BOARD OF DIRECTORS MEETING**

April 25, 2022
Meeting Minutes

Directors Present: Star Waring, Dan Corson, Frank Bruno, Polly Fields, Bill Briggs, Trudy Turvey, Peter Spear, Alice Trembour, Brett Shelton, Deryn Wagner, Pat Shanks, Tara Winer, and Jason Ochs (via conference call)

Directors Absent: Shun-Luoi Fong

Staff Present: Shelly Benford, Sue Perkins, Jason Hill, Liza Purvis, Debbie Stewart, Marah Bradley

I. CALL TO ORDER; DETERMINATION OF QUORUM

Chair Waring called the meeting to order at 5:41pm 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 5:46pm, Ms. Trembour moved (Mr. Bruno seconded) to approve the consent agenda which included the minutes of the February 28, 2022 regular board meeting, the Nondiscrimination policy, and the Justice, Equity, Diversity, and Inclusion Policy. Mr. Briggs suggested appending the Land Acknowledgement to the JEDI policy, which was accepted by the Board. The motion passed (13-0-0).

V. ITEMS FOR INFORMATION, DISCUSSION AND ACTION

At 6:47pm, Mr. Spear moved (Mr. Shanks seconded) to approve the 2021 Audited Financial Statements. The motion passed (13-0-0). The Board acknowledged that they had the ability to review the Form 990, and Mr. Bruno noted that the Finance Committee reviewed the Form 990 with the auditor.

At 6:54pm, Ms. Trembour moved (Ms. Fields seconded) to approve the Commemoration of the Chautauqua Cafe. The motion passed (13-0-0).

VI. EXECUTIVE SESSION

At 7:09pm, Ms. Trembour moved (Ms. Turvey seconded) to move into Executive Session. All members of the public and staff left the meeting, including Ms. Benford.

At 8:28pm, Mr. Briggs moved (Ms. Trembour seconded) to leave Executive Session. The motion passed (13-0-0).

At 8:30pm, Mr. Corson moved (Mr. Bruno seconded) to raise the CEO's salary from \$185K to \$220K retroactive to January 1, 2022. The motion passed (9-2-2).

At 8:33pm, Mr. Shelton moved (Mr. Bruno seconded) to approve a bonus of \$25K for the CEO. The motion passed (12-0-1).

Ms. Winer left the meeting at 8:34pm.

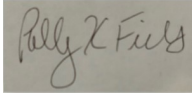
At 8:36pm, Mr. Shelton moved (Ms. Fields seconded) to authorize the Executive Committee to negotiate the CEO's contract.

Mr. Spear suggested a friendly amendment that the negotiated contract be brought to the full Board of Directors for approval.

At 8:37pm, Mr. Shelton moved (Mr. Briggs seconded) to authorize the Executive Committee to negotiate the CEO's contract with the friendly amendment that the negotiated contract be brought to the full Board of Directors for approval. The motion passed (12-0-0).

VII. ADJOURN

At 8:38pm, Mr. Spear moved (Ms. Trembour seconded) to adjourn the meeting. The motion passed (13-0-0).

A rectangular box containing a handwritten signature in cursive script that reads "Polly X Fields".

Polly Fields
Secretary, CCA Board of Directors