



Minutes of the Regular Meeting of the
Colorado Chautauqua Association Board of Directors
February 24, 2018
Rocky Mountain Climber's Club in the Community House

Directors Present: Linda Arroyo-Holmstrom, Bill Briggs, Tom Thorpe, Nan Anderson, Cindy Schmidt, Julie Rogers, Anne Clemons, Margaret Ryder, Mike Franson, Dan Corson, Olivia Foulkrod, Tom Galey

Directors Absent: Lisa Morzel, Bob Morehouse, Michelle Estrella

Staff Present: Shelly Benford, Jeff Medanich, Charlotte O'Donnell, Sue Perkins, Michael Matts, and Wanona Tara

Visitors Present: Kathleen Thorpe

I. Call to Order, Determination of Quorum, Guest Introduction, and Public Comment

Colorado Chautauqua Association (CCA) Board President Cindy Schmidt called the regular meeting to order at 2:13 pm and established that a quorum was present for the conduct of business.

II. Approval of the Minutes of January 22, 2018 Regular Board of Directors Meetings:

Mr. Corson moved (Ms. Clemons seconded) to approve the minutes of January 22, 2018 as presented. The motion passed (12-0-0).

III. President's Report

As follow-up to the retreat, President Schmidt expressed interest in Ms. Ryder's and Mr. Franson's idea of including the Galey Cottage in potential development work. Ms. Benford will work on building out a possible narrative and committees will help design a procedure. Ms. Arroyo-Holmstrom and Ms. Anderson suggested that the board pursue a feasibility study which would require hiring a consultant. Ms. Schmidt estimated the cost of hiring consultants to run this study would be about \$28K. Responding to Mr. Franson's question, Ms. Perkins clarified that CCA has not fully considered municipal bonds as potential funding. Mr. Franson will research bonds to determine CCA's eligibility. Ms. Anderson mentioned another source of funding could be a grant to the City from the Department of Local Affairs. Ms. Rogers encouraged the board to keep working towards formulating their personal pitch, but to hold-off on approaching other community members or potential donors until a more thorough plan is developed.

Ms. Benford provided an update on Cottage 110 from the realtor Bella Weber. There is not currently an offer on the table because the potential buyer had a medical emergency, but she anticipates that an offer will be made by April. The offer will be cash for \$1.15M. The Stratton family wants to stay this summer, so they will not close until August. Mr. Galey commented that CCA passed on exercising its right of first refusal on Cottage 110 last year. Mr. Galey moved (Ms. Clemons seconded) that CCA pass on exercising its right of first refusal in the purchase of Cottage 110

Approved by the Board of Directors on April 23, 2018

and allow the owners to consummate a sale within one year per paragraph 13(g) of the sublease agreement. The motion passed (12-0-0).

President Schmidt thanked Mr. Thorpe for his generous service of 8 years as the City Council-appointed board member. City Council will appoint a new person on March 20. Tom will continue to volunteer on the Building and Grounds Committee. Ms. Schmidt highlighted some of the many accomplishments made on the Chautauqua grounds during Mr. Thorpe's tenure, including the Lighting Design Guidelines, signage enhancements, and auditorium improvements. Mr. Medanich offered his appreciation Mr. Thorpe's mentorship, his sharing of knowledge, and his love of preservation. Ms. Anderson credited Mr. Thorpe for enriching CCA's relationship to the City through his efforts to create a collaborative stewardship framework and practice these policies during the ADA restroom and 2A projects.

IV. Executive Director's Report

Ms. Benford stated that staff submitted the use review application for the Galey Cottage to the City on January 22nd. Staff is encouraged by the initial response which included only a few questions related to updating the 1996 site plan and providing further information on parking. For the CHF loan, the City Attorney was not comfortable with putting a lien on the entire property, so staff is working on drawing lines that will serve as a boundary around the Galey Cottage.

Ms. Benford thanked Mr. Medanich, Ms. Tara, and their teams for their work on cottage upgrades. The board toured example cottages before the meeting, and Mr. Medanich presented a more in-depth look at the scope of repairs. He highlighted that much of the work so far has been interior paint and exterior masonry for cottages in the 500 row. Ms. Tara added that photos of the upgraded cottages will be taken soon and uploaded on the website. Mr. Medanich clarified that the cottages remained in structurally good shape and the posts were last inspected in 2008 when cottages received insulation. A pilot program for the mini-split condenser to provide cooling will require landmark board approval. Staff hopes to install the first condenser, which will feed three cottages, in the 500 row before this summer.

Registration for Camp Chautauqua in July 2018 has opened and staff is working on other logistics including emergency response protocol.

V. Governance Committee

Mr. Briggs presented an amendment to the CCA Election Policy (approved August 28, 2017) as recommended by Governance and Nominations Committee Mr. Corson moved (Mr. Franson seconded) to approve the following amendment to the CCA Election Policy: "In the event that less than 10 percent of the membership votes, the voting will be extended for one week and a renewed get-out-the-vote effort will be made. If, after one week, the turnout exceeds 10 percent, the election results will be announced immediately. If, after one week, the turnout is still less than 10 percent, the Executive Committee will certify the election results as they stand and announce the results immediately.". The motion passed (12-0-0).

The Governance and Nominations Committee also drafted a policy concerning the distribution of the CCA membership list. The policy appears to be consistent with and no less restrictive than the guidelines in the Colorado Revised Nonprofit Act 7-136-105: Limitations on use of membership list. Ms. Rogers moved (Mr. Galey seconded) to approve the policy on the distribution of CCA membership list as follows: "The CCA membership list (or any part of it) may not be sold to,

given to, exchanged with, or purchased by any person or organization for any purpose. Current members of the Board may access the membership list for member-related purposes, but may not share the list with or distribute the list to any other person or organization, without the express consent of the Board.” The motion passed (12-0-0).

Mr. Briggs reviewed the upcoming election of board members and the number of vacancies. There will be three member-elected positions available. Ms. Estrella is finishing her first term as a member-elected board member and will not run for a second term. Mr. Galey is finishing his second term and is term-limited. Ms. Ryder is finishing a one-year term. She can choose to run in the general election for up to two more full terms. The candidate forum for those running in the member elections, will be held on Thursday, July 5th.

For appointments, Ms. Anderson is board-appointed and her first term expires in 2018. She is choosing to run in the general election, which gives the board a chance to appoint a new board member. Any board members who know someone who they would like to nominate as appointee should contact Mr. Briggs. Mr. Thorpe is council-appointed and term-limited. Council will appoint his successor in March 2018 and a new board member will join the board in April 2018.

VI. Other Committee Comments

Mr. Thorpe commented that Building and Grounds will send out an update in March.

VII. Hospitality Strategy Presentation

Ms. Benford, Ms. Tara, Ms. Perkins, and Ms. O'Donnell presented on the off-season occupancy program and current loyalty rewards offerings including an explanation of the metric “revenue per room available”.

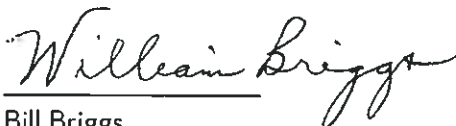
Ms. Clemons inquired about the tenants’ rental rate. Ms. Benford clarified that there were fifteen cottages currently under nine-month leases. In the past, many professors and CU students rented at Chautauqua, so the continuation of the program preserves these traditions. Rates for tenants were significantly lower than nightly prices, and staff intends to closely monitor how many cottages should be in the tenant pool. Ms. Ryder noted that occupied cottages with lights on added to the overall neighborhood feel and appeal of Chautauqua. Ms. Ryder also expressed interest in investigating a point-based rewards system for guests.

VIII. Executive Session

At 3:58 pm, Mr. Corson moved (Ms. Anderson seconded) that the board go into executive session. The motion passed (12-0-0). At 4:06 pm, Mr. Galey moved (Mr. Corson seconded) that the board leave executive session. The motion passed (12-0-0).

IX. Adjournment

At 4:06 pm, Mr. Corson moved (Mr. Galey seconded) that the board adjourn. The motion passed (12-0-0).



Bill Briggs

Secretary, CCA Board of Directors