

Approved by the Board of Directors on July 23, 2018



Minutes of the Regular Meeting of the
Colorado Chautauqua Association Board of Directors
June 4, 2018
Rocky Mountain Climber's Club in the Community House

Directors Present: Bill Briggs, Anne Clemons, Dan Corson, Michelle Estrella, Mike Franson, Olivia Foulkrod, Tom Galey, Bob Morehouse, Lisa Morzel (via conference phone), Julie Rogers, Margaret Ryder, Cindy Schmidt

Directors Absent: Nan Anderson, Linda Arroyo-Holmstrom, Star Waring

Staff Present: Shelly Benford, Charlotte O'Donnell, Sue Perkins, Wanona Tara, Kate Gerard

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

Board President Cindy Schmidt called the regular meeting to order at 6:03pm and established that a quorum was present for the conduct of business. The following visitors introduced themselves: Grayson Cecil, Ben Gilbert, Dave Peacock, and Barbara Guthery.

II. Approval of the Minutes of April 23, 2018 Regular Board of Directors Meetings:

Mr. Corson moved (Mr. Galey seconded) to approve the minutes of April 23, 2018 as presented. The motion passed (11-0-1). Ms. Rogers abstained, having been absent from the April meeting.

III. President's Report

President Schmidt reported that Front Range Source will be carrying out the first phase of their feasibility study which costs CCA \$15k. The first phase includes generating a case for support, determining internal capacity, and creating a list of potential donors. If CCA decides to move forward, the second phase would focus on testing appeal of the campaign with 10-25 interviews with community members and potential donors.

IV. Executive Director's Report

The public events team hosted a TedX event at the auditorium which included over 1,000 box lunches from the Dining Hall for audience members. This was the first event of this kind at Chautauqua, and Ms. Benford thanked Hannah Rennie and the public events team for their efforts.

CCA recently received a \$30k grant for the Waterwise garden from the Winslow Foundation. Ms. Benford thanked Mr. Medanich and Mr. Rump for their work on the plan for the garden.

Watson University, which rents Chautauqua's private events space for classes and houses students in Columbine during the school year, expressed interest in having one of their donors purchase Cottage 110. CCA expressed concerns to Watson that commercial use of the space would be unwise and impractical given required structural changes and a lengthy process with the City Planning Board.

CCA continues to work with Watson to accommodate their space needs without their purchase of other buildings.

V. Governance Committee

Election season is underway. Applications for Board of Directors candidates are now being accepted. Members will be able to vote starting on July 5th.

The Governance Committee presented Frank Bruno as the sole candidate for the board-appointed seat on the Board of Directors. Ms. Morzel commented that in her experience working with Mr. Bruno he offered informed and objective perspectives which aided the decision-making process. She felt that his diverse background and visionary mindset will be assets to the board. Mr. Morehouse added that Mr. Bruno's current company, Via, had extensive experience carrying out sustainability projects with the City of Boulder. Mr. Franson asked if his connection with Via, who holds a City contract could be a conflict of interest. Others responded that it is not necessarily a conflict, and that he can recuse himself if necessitated by a specific topic. **Mr. Morehouse moved (Mr. Corson seconded) that the Board of Directors appoint Frank Bruno for a term of three years. The motion passed (12-0-0).**

The Governance Committee looked to state statute and non-profit guidance to draft a policy for executive sessions. The policy would avoid creating suspicion among the public by limiting executive sessions to discussion of only real estate, legal, or personnel matters. An executive session would appear on the agenda only when there was a specific need. However, an executive session could be called during a meeting if needed by a formal motion and a two-thirds vote of the board. All formal action (voting) would continue to occur outside of executive session and would be recorded in the minutes. **Mr. Corson moved (Mr. Galey seconded) to approve the policy as proposed. The motion failed (6-6-0). The Governance Committee plans to return to the board with a revised policy.**

VI. Finance Committee

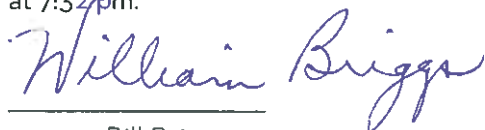
Ms. Perkins reported that the staff's pragmatic reforecast did not indicate any red flags at this point. Ms. Benford added that since CCA is considering adding a director of operations, half a year of that salary will be included in the next quarterly reforecast, so salaries will be higher than currently noted.

VII. Other Committee Reports

Mr. Corson asked if the Sustainability Committee was researching geothermal energy options. Ms. Benford explained that it was something staff had looked into, but solar was the preference. Mr. Morehouse added that the need for drilling and the expense make geothermal a less attractive option than solar.

VIII. Adjournment

Mr. Corson moved to adjourn the meeting. The motion passed (12-0-0) The meeting was adjourned at 7:32pm.



Bill Briggs

Secretary, CCA Board of Directors