

## COLORADO CHAUTAUQUA ASSOCIATION NOMINATION POLICY

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### **Purpose**

The purpose of this Nomination Policy is to guide and assist Colorado Chautauqua Association (the “**Corporation**”) in building and maintaining a diverse and dynamic Board of Directors that can help the Corporation best accomplish its charitable mission in manner that is consistent with its values.

### **Composition of Board of Directors**

The Corporation has a 15-member Board of Directors. Two directors are appointed by the City Council of the City of Boulder, and one director is appointed by Colorado Chautauqua Cottagers, Inc., so long as that entity is in good standing with the Colorado Secretary of State and the Internal Revenue Service. The remaining 12 directors are elected by the Board of Directors. This Policy pertains to the composition of the 12 directors elected by the Board, after taking into account the skills and attributes already represented by the appointed directors.

### **Desired Qualifications and Characteristics**

The Corporation requires all directors to have the highest professional and personal ethics; to have the ability to understand and fulfill their fiduciary obligations to the Corporation, in accordance with the Corporation’s governing documents and policies of the Corporation and all applicable legal and regulatory requirements; to have sufficient time to effectively carry out their duties; to develop a good working relationship with the other members of the Board of Directors and committees of the Board, and with officers and senior staff of the Corporation; to provide insights and practical wisdom based on their experience and expertise; and to make a personal donation to and support the fundraising efforts of the Corporation.

The Corporation will strive to have a diverse and inclusive Board of Directors, including race/ethnicity, gender, and age; a Board of Directors that is broadly representative of the many groups and interests the Corporation serves; and a Board of Directors with a variety of experiences, talents, community connections, and skill sets that is useful to the Corporation

### **Nominee Recruitment and Evaluation Process**

**Recruitment Generally.** All directors, officers, and staff of the Corporation should maintain continuing awareness of the need to cultivate and identify potential directors both for the long-term and more immediate timeframe. However, the Governance Committee will take the lead in recruitment efforts.

**Board Nomination Assessment Criteria.** The Governance Committee will develop, maintain, and continuously refine a Board Nomination Assessment Criteria, in substantially the form of Appendix A, that both assesses the composition of the Board of Directors at a particular point in time, and assists the Board of Directors in identifying gaps in that composition where recruitment efforts should be targeted.

**Public Call.** In accordance with Section 3.04 of the Corporation's Bylaws, the Governance Committee will make a public call for nominations, including self-nominations, for interested persons to serve on the Board of Directors prior to each annual meeting of the Board of Directors and prior to any meeting at which a vacancy on the Board of Directors will be filled. This public call will be made at least three months before the annual meeting and at least one month before any meeting at which a vacancy will be filled. This public call will be listed on the Corporation's website and will require interested individuals to submit an application that includes information on their background, experience, and interests. It will also be publicized through local traditional and social media, as well as distributed to area chambers of commerce, arts and culture nonprofits, and multi-cultural organizations.

**Evaluation of Candidates.** The Governance Committee will review and consider all nominations that come in through the public call process, as well as nominations that come in through other channels. The Governance Committee will use the Board Matrix to assess current Board composition and needs and will review all nominees against that Board Matrix. The Governance Committee will then recommend a slate of nominees for the Board of Directors to consider at the annual meeting or any meeting at which a vacancy is to be filled. In addition to presenting the slate, the Governance Committee will share all nominations with the Board. The Board of Directors will have the option of discussing other public nominations, including those not included on the slate.

### **Responsibility**

The Governance Committee will be responsible for oversight and periodic review of this Policy.

The Board of Directors reserves the right to amend or supplement this Policy at any time. This Policy supersedes and replaces any and all previous nomination policies or statements approved by the Board of Directors with respect to nominations to the Board of Directors.

Adopted by Board of Directors: March 31, 2020

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Printed Name: Dan Corson, Secretary

Board Nomination Assessment Criteria	Current Board Members	Prospective Board Members
<b>Areas of Expertise/Leadership Qualities</b>		
Administration/Management		
Finance/Accounting/Investment		
Fundraising/Development		
Legal/Governance		
Public Relations/Media		
Marketing/Communications		
Human Resources		
Strategic Planning		
Technology		
Programming (arts, entertainment, education)		
Hospitality		
Preservation		
Sustainability		
Architect/Engineer		
Real Estate		
Board Experience		
Other		
<b>Resources</b>		
Donor		
Access to Donors		
Access to Other Resources (foundations, corporate partners)		
Availability for Active Participation (donor visits, grant writing)		
<b>Community Connections</b>		
City of Boulder		
University of Colorado		
Cottagers		
Neighbors		
Arts & Culture		
Open Space		
Education		
Philanthropy		
Cultural Broker		
Small Business		
Corporate Partners		
Other		
<b>Personal Style</b>		
Visionary Leader		
Strategist		
Implementor		
Good Communicator		
Constructive Protagonist		
Consensus Builder		