

BOARD POLICY MANUAL

OF

COLORADO CHAUTAUQUA ASSOCIATION

NOVEMBER 16, 2020

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1 Introduction

1.1 Purpose of Manual

This Board Policy Manual (“**Manual**”) contains or references all of the standing (on-going) policies adopted by the Board of Directors (the “**Board**”) of Colorado Chautauqua Association (“**CCA**”) pertaining to the governance of the organization.

The Board has adopted this Manual in order to: a) consolidate all standing governance policies into one place; b) facilitate the quick orientation and education of new directors and key staff about current governance policies; c) eliminate redundant or conflicting governance policies over time; d) allow for ease of reviewing current governance policy while simultaneously considering new issues; and e) guide directors and key staff through clear, pro-active governance policies.

1.2 Hierarchy of Governing Documents

This Manual fits into the hierarchy of governing documents of CCA (collectively, the “**Governing Documents**”) as follows:

1. Articles of Incorporation
2. Bylaws
3. Governance policies listed in Appendix A (the “**Board Policies**”)
4. Manual.

In the event of a conflict between this Manual and the other Governing Documents, the Governing Document with the highest authority controls. In the event of a conflict between Board Policies, the Policy that is more specific to the situation will control.

1.3 Higher Authority

This Manual and the Board Policies are expected to be consistent with the following, all of which have precedence over this Manual and the Board Policies:

1. Applicable laws and regulations
2. Lease dated October 8, 2015 between the City of Boulder, as lessor, and CCA, as lessee, relating to the real property that constitutes part of the Chautauqua Park
3. Settlement Agreement dated September 25, 2020 between CCA and certain private cottage owners relating to Case No. 2020-cv-30123 filed in 2020 with the District Court, Boulder Colorado.

1.4 Transition

Except for time-limited or procedural-only board decisions, which are recorded in regular board minutes, all standing governance policies are to be included or referred to in this Manual. Whether adopted part by part or as a complete document, as soon as some version of the Manual is approved by a vote of the Board, those policies are deemed to supersede any past policies that might be found in old minutes or any compilation of board policies over the years, unless a prior board resolution or contract obligates CCA to retain a specific policy.

2 Organizational Background

2.1 Mission

CCA preserves, perpetuates, and improves the historic site and spirit of Chautauqua by enhancing its community and values through cultural, educational, social, and recreational experiences.

2.2 Values

The Chautauqua experience is based on lifelong learning, love of nature, voluntary simplicity, and music, oration, and the arts. Historic significance, traditions, cultural relevance, respite, and enrichment are among the community benefits provided by the Colorado Chautauqua.

2.3 History

In the late 1890s, the Texas Board of Regents determined to establish a summer school for teachers in a cool climate. Because the Chautauqua Movement was such a powerful and popular cultural force in the United States at the time, the Regents surmised that the best way to obtain a favorable location for the teachers' school would be to partner with a railroad company, package the school with a Chautauqua, and barter with a Colorado town for a site. Boulder city leaders wooed the Texans by offering to supply land, facilities, and public utilities for the assembly. The site for what originally was called the Texas-Colorado Chautauqua was expressly chosen for its spectacular mountain setting and its health-giving environment.

On July 4, 1898, over 4,000 people gathered for the opening day of the Colorado Chautauqua. Boulder civic leaders and Texas educators had joined together to create a cultural and educational summer retreat. A promotional brochure published at the time proclaimed, "The program embraces a period of six weeks and is by all odds the most comprehensive intellectual retreat ever presented west of the Mississippi River."

Located at the base of Boulder's Flatirons and one of only 25 National Historic Landmarks in the state of Colorado, the Colorado Chautauqua is one of only a few remaining Chautauquas in the U.S. It is considered THE western representation of the cultural movement that swept the U.S. in the late 19th and early 20th centuries and is the only site west of the Mississippi that has been in continuous operation since its founding and with its original structures intact and used for their original purposes.

The City of Boulder owns the 40 acres of land underlying the Colorado Chautauqua, along with the Auditorium, the Dining Hall, and the Academic Hall. Since its founding in 1898, the

City has leased 26 acres of the land and those buildings to CCA – the 501(c)(3) steward of the Chautauqua. CCA owns the Community House, the Missions House Lodge and the Columbine Lodge as well as 61 of the 99 cottages on the premises. The other 38 cottages are privately owned – with the land subleased to the private individuals by CCA. All buildings are subject to Landmark Design Guidelines administered by the City of Boulder.

Now in its second century, the Colorado Chautauqua remains committed to its historic purpose, offering outstanding cultural and educational programs and attracting more than a million visitors each year.

2.4 Programs and Services

CCA provides lodging, programming and venues for public and private events in the historic Chautauqua buildings and grounds.

3 Board of Directors

3.1 Board Composition

- 3.1.1 *Composition.* The Bylaws provide that the Board consists of 15 directors. The Board elects 12 directors, who serve for staggered 3-year terms. The City appoints 2 directors and Colorado Chautauqua Cottagers, Inc. appoints 1 director, who also serve for 3-year terms. No director may serve for more than two consecutive three-year terms.
- 3.1.2 *Nomination and Election.* The Board plans and manages the recruitment of elected directors pursuant to CCA's Nomination Policy.

3.2 Fiduciary Oversight

- 3.2.1 *Overview.* The Board is the governing body of CCA, charged with ultimate authority over the business and affairs of CCA. Because the Board as a whole and the individual directors hold positions of trust with respect to CCA, Colorado law imposes certain standards of conduct and management on them. Specifically, directors must carry out their functions and responsibilities:

In good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner they reasonably believe to be in the best interests of CCA. CRS § 7-128-401(1).

This statute codifies the common law fiduciary duties of care, loyalty, and obedience. Together, the statute and the common law provide the standards by which all actions of the Board and individual directors are judged. The Board as a whole and individual directors are expected to adhere to them in both their decision-making and oversight responsibilities.

- 3.2.2 *Duty of Care.* The duty of care requires directors to be reasonably informed about CCA's programs and mission, to participate meaningfully in decisions, and to do so in good faith and with the diligence, attention, care, and skill of an ordinarily prudent person in a like position under similar circumstances.
- 3.2.3 *Duty of Loyalty.* The duty of loyalty requires directors to exercise their powers in the best interests of CCA, placing the interests of CCA before their own private interests or the interests of another person or entity, especially an entity with which they have a formal relationship. The duty of loyalty is the same for all directors, whether elected or appointed. In practice, the duty of loyalty is carried out by disclosing conflicts of interest and adhering to CCA's Conflict of Interest Policy; avoiding the

use of organizational opportunities for personal gain or benefit; and maintaining the confidentiality of information about CCA.

- 3.2.4 *Duty of Obedience.* The duty of obedience requires directors to comply with applicable federal, state, and local laws, comply with CCA's Governing Documents, and remain the guardian of CCA's mission.

3.3 Board Responsibilities

Board members are responsible for serving as good stewards of the CCA mission and resources, in accordance with their fiduciary duties. To this end, the Board's responsibilities include:

3.3.1 *Define and uphold CCA's mission and values.*

- Periodically review the mission and values to ensure they are clearly stated, current, useful, valid, and honest.
- Ensure that the mission and values guide strategic planning and day-to-day operations of the organization.
- Serve as ambassadors for the organization and its mission.

3.3.2 *Provide overall leadership and multi-year strategic direction for CCA.*

- Participate in and approve decisions that set the strategic direction of the organization.
- Formally approve the goals and objectives of the organization; use them as a guide for budgeting and other priorities; and track and monitor their progress.

3.3.3 *Ensure that funds are secured to finance the current and future programs of CCA.*

- Ensure the availability of reliable and diverse revenue sources.
- Assist development staff in assessing fundraising targets and goals.
- Establish clear obligations regarding the Board's personal financial commitment and fundraising commitment.
- Help open doors through personal and professional networks.
- Help identify, cultivate, and steward potential donors.

3.3.4 *Oversee the financial affairs of CCA in a responsible manner, in accordance with established policies.*

- Review, approve, and track an annual budget.
- Receive and review periodic financial statements.

- Ensure internal controls for cash management are followed.
- Approve the appointment of the independent auditor; ensure an independent financial audit is conducted; and review the auditor’s report each year.
- Review federal tax filings before filing.
- Ensure CCA is not subjected to unnecessary risk.
- Ensure and monitor adequate operational reserves and endowments.
- Review and approve the investment policy and oversee investment performance.

3.3.5 *Advance the ethical and legal integrity of CCA.*

- Ensure CCA operates in a transparent, accountable manner, in accordance with the Governing Documents.
- Ensure CCA adheres to legal standards and ethical norms, including compliance with all legal and regulatory requirements.
- Monitor and ensure legal compliance for maintaining nonprofit and tax-exempt status, including the filing of periodic reports and any required state and local filings regarding charitable solicitations, sales and use tax, unrelated business income tax, and property tax.

3.3.6 *Ensure good governance practices.*

- Establish, periodically review, and amend as necessary the Governing Documents.
- Identify, recruit, and conduct due diligence on nominees to the Board following the Nomination Policy.
- Provide effective orientation for new directors and in-service board education and training for existing directors as needed.
- Select Board officers and follow an orderly succession process to ensure continuing governance capability and leadership vitality.
- Conduct an annual Board self-evaluation and evaluate and implement opportunities for improvement.
- Hold periodic retreats and workshops focused on broad direction and policy considerations for the organization.
- Properly identify and manage conflicts of interest in accordance with the Conflict of Interest Policy.
- Ensure each director understands their fiduciary duties.

3.3.7 *Select, support, and evaluate CCA's CEO, who supervises all paid and volunteer staff, and is responsible for all day-to-day operations within the organization.*

- Develop a job description; lead the search process; conduct due diligence on candidates; and make the final hiring decision for any incoming CEO.
- Ensure appropriate succession planning for the CEO.
- Provide personal and organizational support for the CEO.
- Provide the CEO with frequent, substantive, and constructive feedback.
- Undertake a formal annual performance review of the CEO, guided by mutually agreed upon annual goals and objectives.
- Establish and periodically review the CEO's compensation, following IRS "safe harbor" measures when possible.

3.3.8 *Monitor and enhance the community and professional image of CCA.*

- Strategically communicate CCA's story and contribute to a healthy and accurate public image for the organization.
- Accept and respond as appropriate to feedback, suggestions, complaints, and concerns on what CCA does well and what it can do better.

3.3.9 *Ensure effective organizational planning and performance and monitor CCA's professional delivery of programs and services.*

- Understand CCA's signature programs vs. those that are least consequential to its mission; stay informed about and ensure current and proposed offerings align with CCA's mission; and decide among competing priorities.
- Participate in CCA's various offerings, e.g., attend events, stay overnight at one of the cottages or lodge; patronize the dining hall.
- Assess the operational effectiveness, appropriateness, financial condition, and programmatic activity of CCA's offerings, focusing on organizational impact.
- Evaluate user satisfaction data and cost-benefit analyses for CCA's programs.
- Support staff in the successful completion of their responsibilities.

3.4 Governing Style

The Board and individual directors are expected to adhere to the following principles in carrying out their responsibilities:

- 3.4.1 The Board focuses on policies and long-term strategic leadership, not on the operational details of implementation, which are the responsibility of the CEO and staff.
- 3.4.2 The Board, not staff, is responsible for governance excellence.
- 3.4.3 The Board's responsibility is a group responsibility. The opinions and expertise of individual directors may enhance the Board's deliberations, but do not substitute for the Board's duty to reach a well-considered group decision.
- 3.4.4 Each director is expected to assume positive intent about CCA in all discussions, look for commonalities, and engage in compromise and consensus building to reach collective decisions.
- 3.4.5 Each director is expected to respect and support the final determination of the Board as a legitimate Board decision, regardless of his or her personal position on the matter.
- 3.4.6 The Board seeks, encourages, and respects a diversity of viewpoints, and strives for balanced participation by all meeting participants. Directors should actively listen to and show respect for all viewpoints and be open to the possibility of changing their own viewpoint. They are also expected to respect people's time by being as concise as possible.
- 3.4.7 The Board ensures discipline among its directors regarding preparation for meetings, attendance, and participation; policy-making principles; respect of roles; and governance capability.
- 3.4.8 The Board seeks to provide opportunities for each director to contribute meaningfully.
- 3.4.9 Staff is accountable to the CEO and not to the Board. The Board's sole official connection to the operational organization, its actions and conduct, is through the CEO. Directors do not direct staff or interfere with them in the performance of their duties, and they are expected to refrain from making critical statements about staff to other staff or to the public, including at Board meetings.

3.4.10 Only decisions of the Board acting as a body are binding on the CEO, except in rare instances where the Board has specifically delegated such authority to a specific director or Board committee.

3.4.11 The Board works hard to maintain a respectful and collaborative relationship with the City of Boulder and with many other key constituents and partners.

3.5 Directors' Individual Commitments

Each director commits to:

3.5.1 Understand and discharge his or her fiduciary duties to CCA (Section 1).

3.5.2 Carry out his or her responsibilities as a director (Section 2) and adhere to the Board's governing style (Section 3).

3.5.3 Spend enough time to perform Board and committee responsibilities (estimate of at least six hours per month).

3.5.4 Attend Board meetings regularly and notify the Board Chair in advance when unable to attend.

3.5.5 Unless excused by the Board Chair, serve on at least one standing committee of the Board.

3.5.6 Donate to and participate in CCA fundraising efforts as set forth in the Fundraising and Personal Giving Policy when adopted, and until then: be a member of CCA throughout his or her term; donate to CCA annually according to his or her personal means; and actively participate in and support CCA's fundraising efforts by attending and assisting with fundraising activities.

3.5.7 Understand that any operational volunteer support they offer to CCA will be under the direction and supervision of the CEO or a responsible staff person.

3.6 Board Meetings

3.6.1 *Frequency.* The Board holds at least six regular meetings each year and additional meetings (e.g., special meetings, work sessions, and retreats) as needed. The Board’s annual cycle typically includes:

JUL	Conduct annual election of directors and officers.
AUG	Provide orientation for new directors; conduct annual Board self-evaluation.
SEP/OCT	Start of new Board term; new officers and directors take office; approve meeting dates for the new term; begin looking at strategic priorities for the coming year.
NOV	Review and approve the operating and capital budgets for the next fiscal year.
DEC	Final meeting to approve the budgets for the next fiscal year if not approved at the November meeting.
JAN/FEB	Evaluate performance of CEO.
APR/MAY	Evaluate prior year’s results; review independent financial audit report and tax filings.

3.6.2 *Agenda.* The Board Chair sets the agenda for regular meetings, in consultation with the Executive Committee. To place an item on the agenda, a director must present the item to the Chair at least 8 days prior to the meeting with the desired action and reason for the action clearly defined.

3.6.3 *Meeting Materials.* The Bylaws require a package of board materials, including an Executive Committee report, to be emailed to directors at least 48 hours prior to regular meetings.

3.6.4 *Public Participation.* The Bylaws require Board meetings to be open to the public and minutes of regular meetings to be posted on the website. Specifically:

- a. Advance notice of regular meetings, as well as the anticipated agenda, is posted on the website seven days prior to the meeting.
- b. Advance notice of special meetings is posted on the website, and is sent by email to members of CCA who opt in, 48 hours prior to the meeting.

- c. During regular meetings, members of the public (including private cottage owners) may address the Board only during the “Public Participation” portion of the meeting (i.e., the first 15 minutes), and are not otherwise allowed to speak at any other time during the meeting.
- d. Members of the public (including private cottage owners) may attend regular meetings by telephone or online conference/meeting platform provided by CCA.
- e. Regular and special board meetings are recorded and made available to the public for 90 days after the date of the meeting.

3.6.5 *Executive Session.* The Bylaws permit the Board to meet in executive session, including for purposes of discussing legal matters, confidential business matters, discussions on contracts, and personnel matters.

- a. No public participation is permitted during executive session.
- b. Executive session is not recorded and minutes are not taken.
- c. However, any formal action taken by the Board must be taken during open session after the Board votes to come out of executive session.

3.6.6 *Disclosure of Conflicts of Interest.* Prior to and during each Board meeting, and any executive session, directors must publicly disclose any conflict of interest that arose since the last meeting, or that is anticipated to arise with respect to the matters covered at the current meeting or executive session, and adhere to Conflict of Interest Policy with respect to such conflict of interest. The conflicted director is expected to make the disclosure, but if he or she fails do so, other directors have a duty to raise the conflict of interest.

3.7 Transparency and Accountability

As stated above, the Board is committed to conducting itself in a transparent and accountable manner. To this end:

3.7.1 CCA’s website and other media are used extensively to communicate about programs and access. Specifically:

- Directors’ names, biographies, and contact information are posted on the website.
- The Governing Documents are posted on its website.
- An annual report (including information about mission, activities, impact, outreach, financial information, list of directors, and accomplishments) is posted on the website.

3.7.2 Federal tax-exemption documentation and annual federal information returns are available to the public on request in accordance with IRS regulations.

3.7.3 An annual report is provided to the City of Boulder.

3.8 Resources

Directors are encouraged to become familiar with the resources on Appendix B to further understand their duties and responsibilities.

4 BOARD COMMITTEES

4.1 Designation and Creation

The Bylaws authorize the Board to establish standing and ad hoc committees of the Board. Standing committees fulfill certain duties on a continuing basis and meet all year long. Ad hoc committees are established by Board resolution to address issues that do not fall into the charge of one of the standing committees, and such committees are temporary and short-term in duration. The Board has established the following standing committees of the Board:

1. Executive Committee
2. Governance Committee
3. Finance Committee
4. Development Committee
5. Buildings & Grounds Committee
6. Sustainability Committee
7. Community Connections Committee

This Article sets forth governing principles that apply to all committees created by the Board, whether standing or ad hoc, and sets forth the composition and charge of each standing committee. This Article does not apply to committees created by the CEO.

4.2 General Principles

- 4.2.1 Board committees typically assist the Board by preparing policy positions and implications for Board deliberation and action.
- 4.2.2 The Board establishes Board committees as needed and determines their charge. For standing committees, the charge is set forth in this Manual. For ad hoc committees, the charge is set forth in the resolution establishing the committee.
- 4.2.3 The Executive Committee appoints committee chairs and members. In making appointments, the following principles apply:
 - Board committee chairs and members are chosen to ensure that committees have the right expertise, background, and skills needed to perform the functions required by the organization.
 - Board committee chairs must be directors.
 - At least two directors must be on each Board committee. If additional expertise or perspective is needed, the committee may also include non-directors, unless otherwise specified in this Manual or the resolution creating the committee.

- The CEO (or his or her designated staff) serves as an ex officio nonvoting member of all Board committees.
- 4.2.4 Board committees do not interfere with the delegation from the Board to the CEO. Because the CEO works for the full Board, he or she is not required to obtain approval from any Board committee before taking an executive action.
- 4.2.5 Board committees are established to help the Board do Board work, not to direct staff. Board committees cannot exercise authority over staff, and they do not normally have dealings with staff operations.
- 4.2.6 Board committees may not speak or act for the Board except when formally given such authority under this Manual or by the Board for specific purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
- 4.2.7 Board committee chairs provide summaries of committee meetings for Board packets and interact with the Board Chair for Board agenda planning purposes.
- 4.2.8 Board members may attend the meetings of any Board committee, even if they are not a member of that committee, provided they do not interfere with the committee's functioning.
- 4.2.9 Board committees undertake their work in a manner consistent with the Board's governing style as set forth in Article II, Section 3.
- 4.2.10 Board committees and their members support CCA's mission and values and abide by the Governing Documents, including those relating to confidentiality and conflict of interest.

4.3 Executive Committee.

- 4.3.1 *Composition.* The Executive Committee is composed of the Chair, the Vice Chair, the Secretary, the Treasurer/Chair of the Finance Committee, and the Chair of the Governance Committee. Only directors may serve as voting members of the Executive Committee. The Board Chair serves as the Executive Committee Chair. If the Immediate Past Board Chair is still serving on the Board, he or she serves as an ex officio nonvoting member of the Executive Committee, but only for one year, to provide advice and continuity.
- 4.3.2 *Charge.* The Executive Committee's responsibilities are to:

- a. Manage urgent matters in between Board meetings, and bring to the attention of the full Board any significant issues that could materially impact Chautauqua.
- b. Make recommendations to the Board on standing and ad hoc Board committees, as needed, to support organizational objectives.
- c. Based on an annual assessment of CCA's needs and priorities, annually evaluate and make recommendations to the Board on each committee's charge.
- d. Appoint Board committee members and chair (if not already designated) and monitor each committee's progress toward goals.
- e. Make recommendations to the Board on disbanding ad hoc or standing committees once they have accomplished their mission or are no longer serving a useful purpose.
- f. Work with the CEO to plan Board retreats, as needed.
- g. Oversee the process for periodic review by the Board of CCA's strategic plan, and its mission and values statements.
- h. Oversee the CEO's annual performance review by a) surveying Board members for their evaluation of CEO's performance, b) presenting survey results, compensation history, comparability data, and compensation recommendations for Board discussion and approval, c) reviewing performance and annual goals with the CEO, and d) otherwise implementing the Compensation and Performance Evaluation Policy, once adopted.
- i. Serve as a resource to the CEO.
- j. Provide a committee report for inclusion in the Board materials distributed to each Board member in advance of each regular Board meeting.

4.4 Governance Committee

4.4.1 *Composition.* The Governance Committee includes directors and non-directors who have a good strategic understanding of organizational process and procedure. The Board Chair serves as an ex officio voting member of the committee. Board officers must constitute less than a majority of the Governance Committee's members.

4.4.2 *Charge.* The Governance Committee’s responsibilities are to:

- a. Periodically review the Governing Documents to ensure conformance with “best practices” for nonprofit organizations. If the committee sees a need to revoke, revise, or add to the Governing Documents, it presents recommendations to the Board for approval.
- b. Oversee the Board’s annual self-evaluation process including surveying Board members (regarding size, composition, structure and performance) and presenting the survey results for full discussion by the Board.
- c. Together with the CEO and the Board Chair, collect and review signed annual conflict-of-interest disclosure forms from each Board member.
- d. Ensure that records for the Board’s Governing Documents are in good order.
- e. Help the Board meet its responsibility for succession planning for Board members and Board officers.
- f. Oversee the process for the nomination and election of Board members and Board officers by the Board, in accordance with the Nomination Policy.

4.5 Finance Committee

4.5.1 *Composition.* The Finance Committee includes directors and non-directors (if additional expertise is needed) who have the ability to read, understand, and interpret financial statements. The Treasurer serves as the Finance Committee Chair.

4.5.2 *Charge.* The responsibilities of the Finance Committee are to:

- a. Meet prior to each Board meeting.
- b. Review periodic financials provided by staff and report anything unusual or noteworthy to the Board.
- c. Oversee the process for Board review and approval of the annual budget.
- d. Recommend an independent auditor for Board approval each year.
- e. Oversee the process for Board review and approval of the annual audited financial statement and the IRS Form 990 filing.
- f. Periodically review CCA’s business insurance policies.

- g. Monitor compliance with established Board fiscal policies.
- h. Periodically review any Board policies that govern the committee's work and decisions, and recommend changes to the Board, as warranted.
- i. Periodically review the Committee's guidelines and recommend changes to the Board, as warranted.
- j. Provide input, as requested by the Board or the CEO on matters that require financial expertise and special financial scrutiny.

4.6 Development Committee

4.6.1 *Composition.* The Development Committee includes directors and non-directors (if additional expertise is needed) who have experience with fundraising and/or who are able to secure financial resources on behalf of Chautauqua.

4.6.2 *Charge.* The Development Committee supports CCA's strategic focus on financial stewardship through philanthropy and fund development. It works with the Board to foster new relationships with individuals and organizations capable of making significant philanthropic investments. To this end, the responsibilities of the Development Committee are to:

- a. Work with and support the Board to assure Board commitment to the financial support of the Colorado Chautauqua.
- b. Help the Board and staff articulate the case for philanthropic support.
- c. Provide coaching to Board members and volunteers to support their participation in development activities.
- d. Help nurture a culture of philanthropy throughout the organization and ensure that all donors, whether they give time or money, are respected and honored.
- e. Create fund development policies and practices and recommend them to the Board.
- f. Provide input and monitor progress on the fund development plan designed to achieve revenue goals and target specific audiences, including major donors/prospects, foundations and corporations.
- g. Support and participate in annual fundraising activities, including developing prospects for individual contributions, sponsorships, memberships, in-kind

contributions, and other CCA-related stewardship activities (e.g., tree steward and brick programs, raffles, etc.).

- h. Identify opportunities for using CCA programming as a vehicle for development activities and assist staff with special fund development activities such as donor events.
- i. Review results and evaluate return on investment of various development initiatives.
- j. Administer the Gift Acceptance Policy.

4.7 Buildings & Grounds Committee

4.7.1 *Composition.* The Building & Grounds Committee includes directors and non-director members, if additional expertise is needed (e.g., in architecture, historic preservation, planning, construction, and urban design).

4.7.2 *Charge.* The responsibilities of the Building & Grounds Committee are to:

- a. Oversee and monitor any new building or grounds projects proposed or considered in the Chautauqua National Historic Landmark District.
- b. Review Level 2 Applications for Landmark Alteration Certificates (“**LAC**”) and make recommendations to the City’s Landmarks Board’s Design Review Committee (“**LBDRC**”). The Committee ensures that the full Board is notified of all Level 2 recommendations it makes to the City’s LBDRC. Making a Level 2 recommendation to the City’s LBDRC is the only capacity in which the Committee is authorized to act on behalf of the Board.
- c. Review Level 3 LAC applications and make recommendations to the full Board, which in turn makes a recommendation to the City’s full Landmarks Board.
- d. Ensure that Level 2 and Level 3 reviews by the Committee are in accordance with the Board-approved Protocol for CCA Review/Recommendation to Landmarks Board regarding applications for LAC.
- e. Review and make recommendations to the Board or to staff on other types of projects, as requested.
- f. Periodically review any Board policies that govern the Committee’s activities and decisions, and recommend changes to the Board, as warranted.

- g. Periodically review the Committee’s guidelines and recommend changes to the Board, as warranted.
- h. Oversee revisions to CCA master planning documents such as design guidelines and master plans for lighting, cultural landscape, signage, storm water management, undergrounding of utilities, planning for roads and walkways, and parking issues.
- i. Provide input to the annual CCA capital budgeting process for items involving buildings and grounds.

4.8 Sustainability Committee

4.8.1 *Composition.* The Sustainability Committee includes directors and non-directors (if additional expertise is needed) who have experience with sustainability, environmental stewardship, and/or renewable energy systems. It is recommended that an effort be made to include a resident of the Chautauqua leasehold on the Sustainability Committee.

4.8.2 *Charge.* The Sustainability Committee ensures that CCA continually improves its environmental sustainability. To this end, the responsibilities of the Sustainability Committee are to:

- a. Seek out and promote the best practices in environmental stewardship.
- b. Work with staff and CCA’s various stakeholders to promote those practices at the CCA site.
- c. Develop ideas and programs that enhance CCA’s energy sustainability, increase its reliance on renewable energy sources, and reduce its overall environment impact.
- d. Help CCA serve as a model for other organizations in matters of sustainability.

4.9 Community Connections Committee

4.9.1 *Composition.* The Community Connections Committee includes directors and non-directors (if additional expertise is needed) who are well connected in the community and are able to assist CCA in making connections, especially as they relate to outreach to diverse communities.

4.9.2 *Charge.* The Community Connection Committee cultivates community connections that enhance intellectual, educational, social, and recreational opportunities to

realize Chautauqua's commitments to lifelong learning, cultural activities, love of nature, civil discourse, and cultural heritage. To this end, the responsibilities of the Community Connections Committee are to:

- a. Promote awareness of the Colorado Chautauqua's history, Mission, Statement of Values, and role as a National Historic Landmark.
- b. Recommend, and assist staff in developing relationships with, institutional partners, artists, speakers and sponsors that can provide meaningful experiences for broad Chautauqua audiences.
- c. Help staff to identify and approach specific audiences not now being reached effectively, for the purpose of building access/diversity.
- d. Provide connections, introductions and feedback that may be helpful to staff regarding marketing and communications capabilities.
- e. Receive intermittent programming updates from staff to ensure measurable progress.
- f. Acknowledge cultural residency traditions and support staff and residential community efforts to perpetuate related activities such as education sessions and social gatherings.
- g. Seek ways to join with other Chautauquas nationally to improve communications, share ideas related to community connections, programming, fundraising, operational initiatives, and generally increase awareness and open communications.

5 BOARD OFFICERS

5.1 Designation

The Bylaws designate the following Board officers:

1. Board Chair
2. Vice Chair
3. Secretary
4. Treasurer

5.2 General Principles

5.2.1 *Qualifications and Election.* Board officers must have served on the Board for at least one full year before taking office. In addition, the Treasurer must: a) have the ability to read, understand, and interpret financial statements; and b) preferably have served on the Finance Committee and participated in the annual budget process during any prior fiscal year.

5.2.2 *Term and Tenure.* The Bylaws provide that each Board officer is elected by the Board for a one-year term, renewable for no more than two more consecutive one-year terms, for a maximum of three consecutive terms.

5.3 Board Chair

The Board Chair is responsible for:

5.3.1 Providing positive leadership, vision, and direction to the Board, including:

- Creating and maintaining a spirit of unity on the Board, while ensuring effective and ethical decision-making.
- Assuring the integrity of the Board's process so that deliberation will be fair, open, and thorough, but also timely, orderly, and to the point.
- Serving as the Board's spokesperson to inside and outside stakeholders.

5.3.2 Convening regularly scheduled meetings of the Board and calling special meetings of the Board as necessary, including:

- Preparing the agenda for all Board meetings.
- Overseeing or arranging for another officer to oversee Board meetings.

- 5.3.3 Working closely with the CEO to see that CCA's mission is achieved and all Board resolutions are carried into effect and to ensure organizational effectiveness.
- 5.3.4 Overseeing the search for a new CEO, reviewing with the CEO any issues of concern to the Board, and coordinating the CEO's performance evaluation, including:
 - Meeting at least monthly with the CEO to discuss topics of concern/interest for CCA and ensuring those topics are brought to the Board's attention.
- 5.3.5 Facilitating Board development and governance, including:
 - Working with the Governance Committee to recruit new Board members.
 - Assisting the CEO in conducting new Board member orientation.
 - Consulting with Board members on their roles and helping them assess their performance.
 - Assisting the CEO and the Governance Committee Chair in collecting and reviewing signed annual conflict-of-interest disclosure forms from each Board member.
- 5.3.6 Ensuring adequate preparation of the Vice Chair to serve as Chair when the Board Chair is unavailable or unable to serve.
- 5.3.7 Serving as Chair of the Executive Committee.
- 5.3.8 Serving as an ex officio voting member of the Governance Committee.

5.4 Vice Chair

The Vice Chair is responsible for:

- 5.4.1 Assisting the Board Chair.
- 5.4.2 Fulfilling any responsibilities of the Chair at the request of the Chair or in the event that the Chair is absent, unable to act, or refuses to act.
- 5.4.3 Preparing to become the Chair, if so elected, the following term.
- 5.4.4 Serving as an ex officio voting member of the Executive Committee.

5.5 Secretary

The Secretary is responsible for:

- 5.5.1 Seeing that notices of Board meetings, agendas, and Board materials are distributed to the Board members, posted on CCA's website, and sent to members of CCA who opt in, in advance of the meeting in accordance with the Bylaws.
- 5.5.2 Seeing that a telephone or online conference/meeting platform is made available at Board meetings to allow for public participation, and that audio recordings are made and kept available for the public, in accordance with the Bylaws.
- 5.5.3 Seeing that minutes of Board meetings are written and approved by the Board; signing the minutes approved by the Board; and making them available to the public.
- 5.5.4 Serving as an ex officio voting member of the Executive Committee.

5.6 Treasurer

The Treasurer is responsible for:

- 5.6.1 Serving as the Finance Committee Chair.
- 5.6.2 Overseeing the financial affairs of CCA, including:
 - Presenting financial reports to the Board as requested by the board.
 - Seeing that unusual or noteworthy issues are brought to the Board's attention.
 - Making the motion to the Board each year to appoint the independent auditor and seeing that the financials are audited annually by an independent auditor who has been approved by the Board.
 - Seeing that the annual budget, the annual audited financial statements, and federal information returns (IRS Form 990) are presented to the Board for approval.
- 5.6.3 Working with and supporting staff during the annual budget process, the annual independent audit, and preparation of tax filings and other government reports.
- 5.6.4 Educating Board members, as needed, on their financial responsibilities relative to CCA.
- 5.6.5 Serving as an ex officio voting member of the Executive Committee.

6 ADMINISTRATION

This Manual is approved by the Board and any changes require Board approval. The Board reserves the right to amend or supplement this Manual at any time. The Governance Committee is responsible for oversight and periodic review of this Manual and recommending any changes to the Board, as appropriate. This Manual supersedes and replaces in its entirety the previous Board and Committee Responsibilities document approved by the Board.

Adopted by Board of Directors: November 16, 2020



Printed Name: Dan Corson, Secretary

APPROVAL

Original versions approved August 17, 2009 (as four separate board/committee position descriptions); effective immediately

Amendment approved March 7, 2011; effective immediately

Amendment approved December 16, 2013 (combining four separate position descriptions into one document); effective immediately

Amended January 23, 2017; effective immediately

Amended November 18, 2019; effective immediately

Amended November 16, 2020; effective immediately

APPENDIX A
BOARD POLICIES
OF
COLORADO CHAUTAUQUA ASSOCIATION

1. Anti-Discrimination Policy (January 23, 2017)
2. Conflict of Interest Policy (January 23, 2017)
3. Financial Planning and Asset Management Policy (April 27, 2015)
4. Gift Acceptance Policy (March 18, 2019)
5. Investment Management Policy (May 2, 2016)
6. Naming Policy (June 10, 2019)
7. Nominating Policy (March 31, 2020)

APPENDIX B

ADDITIONAL RESOURCES

Directors are encouraged to become familiar with the following resources to further understand their duties and responsibilities to CCA:

- Colorado Revised Nonprofit Corporation Act, CRS §§ 7-128-401, 7-128-403, and 7-128-403 -- <https://altitude.law/resources/pdf/colorado-revised-nonprofit-act/>
- CCA's Bylaws, Articles III and VI
- Practices and Principles for Nonprofit Excellence in Colorado -- <https://www.coloradononprofits.org/resources/principles-practices>
- Colorado Secretary of State E-Learning Module -- <https://www.sos.state.co.us/pubs/charities/boardTrainingModules.html>
- [Legal Responsibilities of Nonprofit Boards, BoardSource Governance Series -- https://boardsource.org/product/legal-responsibilities-of-nonprofit-boards-third-edition/](https://boardsource.org/product/legal-responsibilities-of-nonprofit-boards-third-edition/)
- [Ten Basic Responsibilities of Nonprofit Boards, BoardSource Governance Series -- https://boardsource.org/product/ten-basic-responsibilities-nonprofit-boards/](https://boardsource.org/product/ten-basic-responsibilities-nonprofit-boards/)