



**Colorado Chautauqua Association
Board of Directors Meeting
February 22, 2021
Meeting Minutes**

Directors Present: Nan Anderson, Star Waring, Frank Bruno, Dan Corson, Linda Arroyo-Holmstrom, Bill Briggs, Shun-Luoi Fong (left at 8:15pm), Bruce Neumann, Margaret Ryder, Mary Young, Alice Trembour, Polly Fields, Trudy Turvey

Directors Absent: Brett Shelton, Peter Spear

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

Guests: Karen Leaffer, Leaffer Law Group

I. CALL TO ORDER; DETERMINATION OF QUORUM

Chair Anderson called the meeting to order at 6:01pm 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 6:11pm, Mr. Bruno moved (Ms. Waring seconded) to approve the minutes of the November 16, 2020 regular board meeting. The motion passed (13-0-0).

V. ITEMS FOR INFORMATION, DISCUSSION AND ACTION

- a) INFORMATION: 2021 Schedule of Board Committee Meetings
- b) ACTION: Board Nominating Policy

Ms. Waring reviewed procedures for filling vacant board positions, and which seats will become vacant in 2021.

Ms. Leaffer reviewed the changes made to the Nomination Policy.

Ms. Trembour suggested a revision to section 6.3.1

At 7:11pm, Ms. Trembour moved (Mr. Bruno seconded) to approve the revised Nomination Policy as set forth. Ms. Fields offered a friendly amendment to revise section 6.2.2. Ms. Trembour and Mr. Bruno accepted the friendly amendment. The motion passed (13-0-0).

- c) ACTION: Conflict of Interest Policy

Karen Leaffer reviewed recent revisions to the policy. The board decided to table the discussion to give the board more time to review the changes.

- d) ACTION: Financial Planning and Asset Management Policy

At 7:50pm, Mr. Corson moved (Ms. Waring seconded) to approve the Financial Planning and Asset Management Policy as set forth. The motion passed (13-0-0).

- e) ACTION: Resolution to Acknowledge Existence of Indigenous Peoples at Chautauqua

The board decided to table further discussion until the next board meeting.

Mr. Fong left the meeting at 8:15pm

At 8:16pm, Mr. Corson moved (Ms. Fields seconded) that the board move to Executive Session. The motion passed (12-0-0). All members of the public and Ms. Bradley left the meeting.

VI. EXECUTIVE SESSION

Ms. Benford left the meeting at 8:28pm.

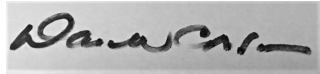
Ms. Fields left the meeting at 8:53pm

At 9:00pm, Mr. Bruno moved (Ms. Turvey seconded) that the board leave Executive Session. The motion passed (11-0-0).

At 9:01pm, Mr. Bruno moved (Ms. Waring seconded) to raise the CEO's salary from \$150K to \$165K retroactive to January 1, 2020 based upon industry standards and prior conversations with CEO, and to meet in July 2021 to consider recalculating and considering a salary increase to \$180K retroactive to January 1, 2021 as well as a potential bonus. The motion passed (10-1-0).

VII. ADJOURN

At 9:04pm, Ms. Turvey moved (Ms. Arroyo-Holmstrom seconded) to adjourn the meeting. The motion passed (11-0-0).



Dan Corson
Secretary, CCA Board of Directors