

BOARD POLICY MANUAL

OF

COLORADO CHAUTAUQUA ASSOCIATION

APRIL 26, 2021

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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 (“**Board 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. Manual
4. Governance policies listed in Appendix A.

In the event of a conflict between this Manual or the other governance policies listed in Appendix A 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. Executive sessions are called and conducted in accordance with CCA’s Executive Session Policy.

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 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 following resources to further understand their duties and responsibilities.

- 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/)

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 BOARD NOMINATION POLICY

6.1 Purpose and Scope

6.1.1 This Section of the Manual constitutes CCA's Board Nomination Policy. Its purpose is to guide and assist CCA in building and maintaining a diverse and dynamic Board that can help CCA best accomplish its charitable mission in manner that is consistent with its values.

6.2 Board Composition

6.2.1 CCA has a 15-member Board. 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.

6.2.2 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. However, certain provisions of this Policy (e.g., personal giving and participation in fundraising) apply to all 15 directors.

6.3 Desired Qualifications and Characteristics

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

6.3.2 CCA will strive to have a diverse and inclusive Board, considering age, race, sex, gender identification, sexual orientation, and national origin; a Board that is broadly representative of the many groups and interests CCA serves; and a Board with a variety of experiences, talents, community connections, and skill sets that are useful to CCA.

6.4 Nominee Recruitment and Evaluation Process

- 6.4.1 *Recruitment Generally.* All directors, officers, and staff of CCA 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.
- 6.4.2 *Board Nomination Assessment Criteria.* The Governance Committee will develop, maintain, and continuously refine the Board Nomination Assessment Criteria, in substantially the form of Appendix B, that both assesses the composition of the Board at a particular point in time, and assists the Board in identifying gaps in that composition where recruitment efforts should be targeted.
- 6.4.3 *Public Call.* In accordance with Section 3.04 of CCA's Bylaws, the Governance Committee will make a public call for nominations, including self-nominations, for interested persons to serve on the Board prior to each annual meeting of the Board and prior to any meeting at which a vacancy on the Board 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 CCA's website and will require interested individuals to submit a standard 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.
- 6.4.4 *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 Nomination Assessment Criteria to assess current Board composition and needs and will review all nominees against that Board Nomination Assessment Criteria. A maximum of eight nominees who possess the desired skills and attributes will be invited to attend a public forum to address the community and answer questions. The Governance Committee will then recommend a slate of nominees for the Board 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 will have the option of discussing other public nominations, including those not included on the slate.

7 CONFLICT OF INTEREST POLICY

7.1 Purpose and Scope

- 7.1.1 This Section of the Manual constitutes CCA’s Conflict of Interest Policy. Its purpose is to provide guidance to the Board and senior staff on handling situations involving an actual or potential conflict of interest between CCA and those holding positions of authority within CCA, to ensure CCA’s interests are adequately protected.
- 7.1.2 This Policy supplements, but does not replace, federal and state laws governing conflicts of interest applicable to tax-exempt nonprofit corporations. Nothing in this Policy will cause a transaction or other action of CCA to become void or voidable if the transaction or action is not otherwise void or voidable under those laws.
- 7.1.3 This Policy applies to the following persons (“**Covered Persons**”):
- Directors and officers of the Board.
 - Members of both standing and ad hoc committees of the Board.
 - The CEO and CFO.
- 7.1.4 Conflicts of interest involving other CCA staff are governed by CCA’s personnel policies.

7.2 Conflict of Interest Defined

- 7.2.1 A “**Conflict of Interest**” occurs when a Covered Person’s private interest interferes in any way with CCA’s interest. The conflict can arise directly, as is the case when the Covered Person’s own private interest is involved, or indirectly, as is the case when the private interest of a Related Person (as defined in Section 7.2.2) is involved. Either way, the private interest may make it more difficult for the Covered Person to perform their work for CCA objectively and effectively, even if there is no improper personal benefit to the Covered Person or Related Person.

The following are examples of conflicts of interest, though not exhaustive:

- a. A contract, transaction, or financial relationship of any kind between CCA and a Covered Person or Related Person (e.g., supply of goods or services, purchase or lease of property, loan or other extension of credit).
- b. Acceptance of gifts, entertainment, or other favors by a Covered Person or Related Person, given by reason of a Covered Person’s position with CCA, from anyone doing or seeking to do business with CCA or receiving or seeking some

benefit from CCA in return. This does not include, however, accepting items of nominal or insignificant value consistent with good business ethics.

- c. Receipt of a non-financial benefit by a Covered Person or Related Person that would not be available but for the Covered Person's position with CCA (e.g., preferential treatment, access to or use of nonpublic information for personal benefit, adoption of a policy that provides significant personal benefits).

7.2.2 **"Related Person"** includes a person that has one of the following relationships with a Covered Person:

- a. **"Family Member,"** defined as a spouse or domestic partner; descendant and their spouse or domestic partner; ancestor and their spouse or domestic partner; and sibling and their spouse or domestic partner and descendants; in each case, whether by blood, marriage, or adoption.
- b. **"Related Organization,"** defined as an organization (for-profit or nonprofit) in which the Covered Person or a Family Member either serves as an officer, director, trustee, or general partner or in similar capacity (whether paid or volunteer); or has a business or financial relationship that, in view of all the circumstances, could call into question the objectivity of the Covered Person with respect to the matter to be decided.
- c. **"Related Trust or Estate,"** defined as a trust or estate in which a Covered Person or Related Person has a beneficial interest.
- d. **"Other Close Personal Relationship,"** defined as interpersonal relationship that in frequency and intimacy of interaction consistently exceeds that which would normally be considered typical of a casual acquaintance, and that in view of all the circumstances could call into question the objectivity of the Covered Person with respect to the matter to be decided.

7.3 Disclosure and Evaluation of Potential Conflicts of Interest

- 7.3.1 *Duty to Disclose.* Each Covered Person is obligated to: a) scrutinize on an ongoing basis, their interests, positions, and relationships, and those of Related Persons, to identify potential Conflicts of Interest; and b) promptly disclose any situation that might reasonably be viewed as a potential Conflict of Interest, including all facts material to the Conflict of Interest from the standpoint of CCA. This disclosure is required in connection with any Board or committee meeting, including any portion of the meeting held in executive session.

Disclosure is required even if the Covered Person does not believe that a potential Conflict of Interest constitutes an actual Conflict of Interest. Further, if one Covered Person has reason to believe another Covered Person has failed to disclose a potential Conflict of Interest, such Covered Person has a duty to report the potential Conflict of Interest.

The Board prefers that potential Conflicts of Interest be disclosed and evaluated by the Governance Committee in advance of any meeting of the Board or a Board committee at which a matter involving a Conflict of Interest is to be considered. However, sometimes potential Conflicts of Interest will not become known until the actual meeting. Therefore, this Policy establishes a process for disclosing and evaluating potential Conflicts of Interest for each situation.

- 7.3.2 *Advance Disclosure and Evaluation.* If a potential Conflict of Interest is known in advance of a Board or Board committee meeting at which a matter involving a Conflict of Interest is to be voted upon, the Conflict of Interest disclosure should be made to the Governance Committee. The Governance Committee will be responsible for determining whether the potential Conflict of Interest constitutes an actual Conflict of Interest by the affirmative vote of a majority of all of disinterested Governance Committee members at a meeting at which a quorum is present, even though the disinterested Governance Committee members are less than a quorum. The Governance Committee may elect instead to refer the potential Conflict of Interest to the Board for evaluation. If practicable, the conflicted Covered Person will be given an opportunity to make a presentation to the Governance Committee and respond to questions regarding the potential Conflict of Interest, but they must be absent from actual deliberation and voting as to whether the potential Conflict of Interest is an actual Conflict of Interest, and they must not attempt to exert personal influence with respect to the vote, either during or outside the meeting.

If the Governance Committee determines that a potential Conflict of Interest is not an actual Conflict of Interest, the Governance Committee must report that finding to the Board at the next regularly scheduled Board meeting. However, no further special action is required as to the matter involving the potential Conflict of Interest. If the Governance Committee determines that a potential Conflict of Interest is an actual Conflict of Interest, the matter involving the actual Conflict of Interest should proceed as set forth in Section 7.4.

- 7.3.3 *Disclosure and Evaluation During a Meeting.* If a potential Conflict of Interest becomes known during a Board or Board committee meeting at which a matter involving a Conflict of Interest is to be voted upon, the disclosure must be made directly to the Board or Board committee, as applicable. The Board or Board

committee, as applicable, will be responsible for determining whether the potential Conflict of Interest constitutes an actual Conflict of Interest by the affirmative vote of a majority of all of disinterested directors or committee members at a meeting at which a quorum is present, even though the disinterested directors or committee members are less than a quorum. If the disclosure is made in a Board committee meeting, the Board committee may refer the matter to the Board for evaluation. If practicable, the conflicted Covered Person will be given an opportunity to make a presentation to the Board or Board committee, as applicable, and respond to questions regarding the potential Conflict of Interest, but they must be absent from actual deliberation and voting as to whether the potential Conflict of Interest is an actual Conflict of Interest, and they must not attempt to exert personal influence with respect to the vote, either during or outside the meeting.

If the Board or a Board committee, as applicable, determines that a potential Conflict of Interest is not an actual Conflict of Interest, that finding must be recorded in the minutes of the meeting, in the case of a Board determination, or must be reported to the Board at the next regularly scheduled Board meeting, in the case of a Board committee determination. However, no further special action is required as to the matter involving the potential Conflict of Interest. If the Board or a Board committee determines that a potential Conflict of Interest is an actual Conflict of Interest, the matter involving the actual Conflict of Interest should proceed as set forth in Section 7.4.

7.4 Corporate Action on Matters Involving Actual Conflicts of Interest

7.4.1 *Decision-Making.* If a potential Conflict of Interest is determined to be an actual Conflict of Interest as set forth in Section 7.3, CCA may nevertheless approve the matter involving the Conflict of Interest so long as:

- a. All facts material to the Conflict of Interest from the standpoint of CCA have been disclosed or are otherwise known to the Board or the Board committee approving the matter, in advance of the decision (in some cases, the disclosure will have already been made pursuant to Section 7.3).
- b. The Board or the Board committee approving the matter in good faith authorizes, approves, or ratifies the matter by the affirmative vote of a majority of all of disinterested directors or committee members at a meeting at which a quorum is present, even though the disinterested directors or committee members are less than a quorum.

Although the conflicted Covered Person may make a presentation at any Board or Board committee meeting at which matter involving a Conflict of Interest is to be taken, and respond to questions, they must be absent from actual deliberation and voting on the matter and must not attempt to exert personal influence with respect to the matter, either during or outside the meeting.

If the matter involving a Conflict of Interest is not of the type that is normally voted upon by the Board or a Board committee, it should be acted upon by the CEO in a similar manner as set forth above, unless the Conflict of Interest involves the CEO, in which case the matter must be voted on by the Board.

Arrangements involving an actual Conflict of Interest that provide for ongoing or continuing services or sales on an as-needed basis should be reviewed and approved by the Board or the Board committee with authority to approve the matter periodically, but do not require a transaction-by-transaction approval.

7.4.2 *Documentation of Decision.* The following information is to be documented in the corporate records with respect to any vote by the Board or a Board committee on a matter involving an actual Conflict of Interest:

- The name of the Covered Person having an actual Conflict of Interest;
- The Covered Person's disclosure of material facts relating to the Conflict of Interest;
- The fact of the Covered Person's departure from the meeting during deliberation and voting on the matter involving the Conflict of Interest;
- The names of persons who were present for deliberation and voting on the matter involving the Conflict of Interest; and
- If applicable, a statement to the effect that the Board or Board committee decided to proceed with the matter involving the Conflict of Interest for CCA's benefit, despite the Conflict of Interest, and that the Board or Board committee determined the matter was fair and reasonable to CCA.

If a matter involving a Conflict of Interest is approved by a Board committee rather than the Board, the committee must report that approval and how it handled the Conflict of Interest to the Board at the next regularly scheduled Board meeting.

7.5 Annual Disclosure

7.5.1 To facilitate compliance with this Policy, including the advance disclosure and evaluation of potential Conflicts of Interest by the Governance Committee, Covered Persons are required to answer the Annual Questionnaire attached as Appendix C

upon their election or appointment, and at least annually thereafter so long as they remain in office.

7.5.2 The Governance Committee, together with the Board Chair and the CEO, are responsible for collecting and reviewing the Questionnaires. They are authorized and directed to follow-up with a Covered Person if additional information is needed or they have questions about the information provided.

7.5.3 Questionnaires and related follow-up information will remain on file in CCA's corporate records for the period specified in CCA's Document Retention Policy.

7.6 Violations

7.6.1 Material, repeated, or intentional failure of a Covered Person to make the disclosures required under this Policy is subject to disciplinary and corrective action at the discretion of the Board.

7.7 Compliance with "Intermediate Sanctions" Rules

7.7.1 *Prohibition on Excess Benefit Transactions.* As a 501(c)(3) organization, CCA is subject to the "intermediate sanctions" rules under Section 4958 of the Internal Revenue Code. These rules prohibit CCA from engaging in an "excess benefit transaction" with anyone who is considered a "disqualified person."

- a. An "excess benefit transaction" is defined in Treas. Reg. § 53.4958-3, and generally includes any transaction or arrangement that is not at fair market value.
- b. A "disqualified person" is defined in Treas. Reg. § 53.4958-3, and generally includes any person who is, or during the last five years was, in a position to exercise substantial influence over the affairs of CCA, along with their related persons. Disqualified persons include, but are by no means limited to, officers and directors of CCA and their related persons.

Importantly, conflict of interest and excess benefit transactions are overlapping but not identical concepts, and should not be confused. Conflicts of Interest, as defined in this Policy, cover more than just excess benefit transactions. Likewise, not all Covered Persons are disqualified persons, and vice versa. Whereas Conflicts of Interest with Covered Persons can be managed under this Policy, excess benefit transactions with disqualified persons are prohibited.

For an overview from the perspective of the IRS of what constitutes an excess benefit transaction, refer to www.irs.gov/charities-non-profits/charitable-organizations/intermediate-sanctions. For more in-depth information, refer to the following CPE articles written by the IRS for its agents: 1) Intermediate Sanctions (IRC 4958) Update (2002), www.irs.gov/pub/irs-tege/eotopice03.pdf; and 2) "Automatic" Excess Benefits Transactions Under IRC 4958 (2004), www.irs.gov/pub/irs-tege/eotopice04.pdf.

- 7.7.2 *Imposition of Penalties.* The prohibition on excess benefits is enforced through sanctions—i.e., a 25 percent penalty—imposed by the IRS on the persons who improperly benefit from the transaction, and in some cases, those who approve the transaction. Persons who improperly benefit must also “correct” the transaction, which generally means repaying the full amount of the excess benefit to CCA, with interest.
- 7.7.3 *Rebuttable Presumption.* Any transaction or arrangement between CCA and a disqualified person (whether or not a Covered Person) must be handled in a manner that satisfies the intermediate sanction rules under Section 4958 of the Internal Revenue Code. Treas. Reg. § 53.4958-6 sets forth certain procedures that, if followed by CCA, allow it to create a “rebuttable presumption” that the transaction or arrangement is reasonable. Following these procedures is not required, but is considered highly advantageous. Therefore, to the extent practicable, any transaction or arrangement between CCA and a disqualified person should be approved in accordance with these procedures. The procedures are summarized in an article written by a senior IRS official, “Rebuttable Presumption Procedure is Key to Intermediate Sanctions Compliance,” Steven T. Miller, Director Exempt Organizations, which can be found at <https://www.pgdc.com/pgdc/irs-official-gives-practical-advice-avoiding-intermediate-sanctions>. The checklist attached as Appendix D is a tool that should be used to ensure the procedures are followed.
- 7.7.4 *Legal Counsel.* CCA should confer with legal counsel on any transaction or arrangement involving a disqualified person to ensure compliance with the intermediate sanction rules under Section 4958, and if advised to do so, how to invoke the rebuttable presumption of reasonableness.

8 EXECUTIVE SESSION POLICY

8.1 Purpose and Scope

8.1.1 This Section of the Manual constitutes CCA's Executive Session Policy. Its purpose is to guide the Board on the appropriate use and conduct of executive sessions, with the goal of balancing the desire for transparency with the need to provide the Board with an appropriate venue to handle issues that are best discussed in private.

8.2 Executive Session Topics

8.2.1 An executive session of the Board, including the CEO, may be called to consider the following topics:

- Sensitive business or crisis management issues.
- Operational transactions, such as the acquisition, disposition, or lease of property, a strategic alliance, or a competitive funding opportunity.
- Legal matters, including conferences with CCA attorneys or determining positions related to matters that may be subject to negotiation or litigation.
- Personnel matters unrelated to the CEO.
- Matters required by law or contract to be kept confidential.
- Such other matters as the Board determines to be more appropriate to discuss in private with the CEO.

8.2.2 An executive session of the Board, without the CEO, may be called to consider the following topics:

- Audit matters, including meeting with the Auditor.
- Legal matters related to the CEO.
- CEO performance, compensation, and/or succession planning.
- Board and individual director performance and/or behavior.
- Such other matters as the Board determines to be more appropriate to discuss in private without the CEO.

8.3 Calling an Executive Session

8.3.1 An executive session will be listed on the agenda of every regular Board meeting.

8.3.2 The Board may go into an unplanned executive session at any regular or special meeting upon the call of the Chair or based on a motion duly made and approved

with a majority vote of the Board, in either case, stating the topic of the executive session.

8.4 Conducting an Executive Session

- 8.4.1 The Chair is responsible for ensuring that executive session discussions are confined to the topics set forth in Section 8.2.
- 8.4.2 Only directors, the CEO, and individuals invited by the Chair may be present during executive session. At the option of the Chair, the CEO may be excused for an executive session held to consider the topics set forth in Section 8.2.2. No public participation is permitted in executive session.
- 8.4.3 No formal action may be taken during executive session unless it is ratified during open session.
- 8.4.4 The Chair is responsible for summarizing to the CEO the topics covered and the outcomes of any executive session held without the CEO promptly after the Board meeting.

8.5 Documentation

- 8.5.1 Minutes of the Board meeting should indicate when the Board went into an executive session, the high-level topics covered as set forth in Section 8.2, when the Board came out of executive session, and any formal action taken or ratified after the executive session, but not the details of the discussions.
- 8.5.2 Executive sessions are not recorded and minutes are not taken. Any confidential documents distributed for an executive session should be clearly marked as confidential and maintained by the Chair or CEO.

8.6 Confidentiality

- 8.6.1 All executive session deliberations and minutes/notes are subject to the strictest confidentiality on the part of those present.
- 8.6.2 Directors may discuss the business conducted in executive session only with other directors (whether they were present or not) and persons present in the executive session by invitation of the Chair, and others upon advice of counsel.
- 8.6.3 Any violation of these confidentiality provisions is subject to disciplinary and corrective action at the discretion of the Board. If any director, officer, or committee member has reason to believe another director, officer, or committee member has

violated these confidentiality provisions, they have a duty to report the potential violation to the Governance Committee and/or the Board Chair.

9 COMPENSATION AND PERFORMANCE EVALUATION POLICY

RESERVED

10 FINANCIAL PLANNING AND ASSET MANAGEMENT POLICY

10.1 Purpose and Scope

10.1.1 This Section constitutes CCA's Financial Planning and Asset Management Policy. Its purpose is to provide guidance from the Board to the CEO on matters relating to budgeting, financial planning, and asset management and protection, and to set certain limits on the CEO's authority.

10.1.2 This Policy is meant to complement any related staff policies and the separate Investment Management Policy.

10.2 Financial Planning and Budgeting

10.2.1 *Financial Planning.* The CEO shall ensure that financial planning and execution for each fiscal year substantially complies with the Board's strategic objectives and approved annual budgets and priorities, avoids risk of fiscal jeopardy, and is based on a multi-year plan.

10.2.2 *Budgeting.* Budgeting shall be based on realistic projections of revenues and expenses, with separation of capital and operational items, cash flow projections, and disclosure and agreement of planning assumptions and alternative scenarios, when appropriate. Budgets shall contain appropriate allocations for timely payment of any outstanding debt.

10.3 Capital Improvement Plan (CIP)

10.3.1 In addition to the annual capital budget, the CEO shall periodically present to the Board for approval, and shall thereafter implement, a multi-year plan for repair and maintenance, capital additions, and capital replacement of CCA's assets. Such CIP shall be based upon anticipated needs to prioritize, sequence, and financially manage substantial expenditures. Industry standards shall be used in determining routine and preventive maintenance schedules, the useful life of assets, and best practices in cultural resources management.

10.4 Risk Management and Insurance

The CEO shall ensure that CCA's assets are protected and adequately maintained and shall avoid unnecessary risk. Accordingly:

10.4.1 *Risk Management Program.* The CEO shall develop and implement a risk management program to appropriately minimize damage, loss, or injury to tangible

and intangible assets; to mitigate business interruption; and to reduce exposure of CCA, its Board, or its staff to claims of liability.

10.4.2 *Insurance Program.* The CEO shall procure insurance against: a) loss of income and loss, damage or theft of assets; and b) claims for liability of, and errors and omissions by, Board members, staff, and CCA, all in such amounts and under such terms as determined by the Finance Committee. The Finance Committee shall review such insurance coverage periodically to confirm adequacy and appropriateness and the Finance Committee shall obtain the approval of the Board prior to implementing any material changes.

10.5 Board Approval

10.5.1 Without the express prior approval of the Board, the CEO shall not:

- Encumber assets, borrow funds, or access any revolving line of credit, except for regular use of credit cards for incidental expenses, consistent with past practice;
- Use any Board-designated restricted funds, investments, or endowment, except for their designated purposes;
- Make single or related purchases in amounts more than \$25,000 without obtaining competitive prices;
- Purchase or sell real estate; or
- Enter into leases or other material agreements of duration longer than one year.

10.6 Administration

10.6.1 The Finance Committee is responsible for periodically reviewing this policy and recommending changes to the Board, as appropriate, after presentation to and review by the Governance Committee.

11 INVESTMENT MANAGEMENT POLICY

RESERVED

12 GIFT ACCEPTANCE POLICY

RESERVED

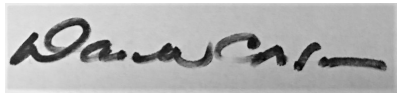
13 NAMING POLICY

RESERVED

14 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. Except to the extent administration of a particular policy included or referred to in this Manual is delegated to another Board committee, the Governance Committee is responsible for oversight and periodic review of this Manual and recommending any changes to the Board, as appropriate.

Adopted by Board of Directors: April 26, 2021



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

Amended February 22, 2021; effective immediately

Amended April 26, 2021; effective immediately

**COLORADO CHAUTAUQUA ASSOCIATION
ADDITIONAL BOARD POLICIES**

1. Anti-Discrimination Policy (January 23, 2017)
2. Gift Acceptance Policy (March 18, 2019)
3. Investment Management Policy (May 2, 2016)
4. Naming Policy (June 10, 2019)
5. Compensation and Performance Evaluation Policy (April 20, 2020)

**COLORADO CHAUTAUQUA ASSOCIATION
BOARD NOMINATION ASSESSMENT CRITERIA**

Board Nomination Assessment Criteria	Current Board Members	Prospective Board Members
Areas of Expertise/Leadership Qualities		
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		
Resources		
Donor		
Access to Donors		
Access to Other Resources (foundations, corporate partners)		
Availability for Active Participation (donor visits, grant writing)		
Community Connections		
City of Boulder		
University of Colorado		
Cottagers		
Neighbors		
Arts & Culture		
Open Space		
Education		
Philanthropy		
Cultural Broker		
Small Business		
Corporate Partners		
Other		
Personal Style		
Visionary Leader		
Strategist		
Implementor		
Good Communicator		
Constructive Protagonist		
Consensus Builder		

**COLORADO CHAUTAUQUA ASSOCIATION
OFFICER & DIRECTOR
QUESTIONNAIRE**

*To be completed by all directors, officers,
members of standing or ad hoc committee formed by the board of directors,
and the CEO and CFO of Colorado Chautauqua Association ("CCA")*

NAME

YEAR

PURPOSE OF THIS QUESTIONNAIRE

You are being asked to supply us with or verify information that will be used to monitor compliance with CCA's Conflict of Interest Policy.

GENERAL INSTRUCTIONS

Please answer every question. Please indicate if the answer to any question is “No” or “Not Applicable.” If additional space is required, please attach separate sheets. For your reference, we have included a copy of the Questionnaire that you completed last year.

Definitions of special terms that appear in bold and italicized type can be found in the Conflict of Interest policy. If you have any questions about the Questionnaire, such as the meaning or application of a special term, or the application of a question to a particular situation, please contact the Chief Executive Officer, the Board Chair, or the Chair of the Governance Committee for clarification.

Please sign and date your Questionnaire in the space provided at the end of the Questionnaire.

Return your completed Questionnaire no later than _____, 20__ to _____ in the return envelope provided.

1. Conflict of Interest policy

Please indicate whether you received a copy of CCA’s Conflict of Interest policy, read and understand the policy, and agree to comply with it.

YES

NO

2. Potential Conflicts of Interest

Please describe any position or relationship with or financial interest CCA or any other organization that you believe could give rise to a **conflict of interest** or that might otherwise interfere with your ability to exercise independent judgment in carrying out your responsibilities to CCA, or state “none”.

I certify that the information set forth above is complete and accurate to the best of my knowledge and belief. I also agree that I will promptly inform the board of directors of any actual or potential **conflict of interest** that arises and that has not been disclosed in this Questionnaire in accordance with the Conflict of Interest policy.

Signature

Date

**COLORADO CHAUTAUQUA ASSOCIATION
REBUTTABLE PRESUMPTION CHECKLIST
(Non-Compensation Transactions)**

(TO BE ATTACHED TO MINUTES OF AUTHORIZED BODY)

1. Name of disqualified person: _____
2. Description of transaction: _____
3. Terms of transaction:
 - (a) Consideration: _____
 - (b) Term: _____
 - (c) Other: _____

4. Total consideration approved: _____
5. Description of types of comparability data relied upon (e.g., current independent appraisals; offers from competitive and open bidding process):
 - (a) _____
 - (b) _____
 - (c) _____
 - (d) _____
6. Office and file where comparability data is kept: _____
7. How comparability data relied upon was obtained:

8. Range of value per comparability data:

9. Explanation for any deviation from range of value per comparability data:

10. Date transaction was approved by authorized body: _____

11. Members of the authorized body who were present (indicate with X if voted in favor):

12. Names of and actions (if any) by members of authorized body having a conflict of interest:

13. Date of preparation of this Checklist (must be prepared by the later of next meeting of authorized body, or 60 days after authorized body approved compensation):

14. Date of approval of this Checklist by authorized body (must be within reasonable time after preparation of documentation above): _____