



**Minutes of the Regular Meeting
Colorado Chautauqua Association Board of Directors
Monday, June 6, 2011 6:00p.m.
Rocky Mountain Climbers Club Room in the Community House**

Directors Present: Richard Foy, Betsy Matteson, Bill Patterson, Richard Polk, Ed Sanders, Phil Shull, Josh Taxman, Thomas Thorpe, Kathleen Woodberry
Directors Absent: Steve Brett, Mike Franson, Ben Gilbert, Barbara Guthery, Nancy Kornblum, Patty Limerick
Staff Present: Sue Brophy, Susan Connelly, Jeff Medanich, Ann Obenchain, Sharon Reid, Sandra Sage, Stewart Walker
Visitors Present: John Kenyon, Deborah Van Den Honert

I. Call to Order, Roll Call, Announcements, Determination of Quorum, Public Comment -

Having established that a quorum was present for the conduct of business, President Josh Taxman called the regular meeting to order at approximately 6:06 p.m. There were two visitors present. There was no public comment.

II. Approval of Minutes of 4/25/ 2011 Regular Meeting - Mr. Polk moved and Mr. Sanders seconded approval of the minutes of the April 25, 2011 regular meeting. The motion passed 9-0-0.

III. President's Report - Mr. Taxman unveiled a "call to order" cowbell given, along with wise counsel, by former CCA BOD President John Meyer. Mr. Taxman congratulated CCA Facilities and Preservation Manager Jeff Medanich, for his work and for the recent recognition of CCA's Greenest NHL/Learning Laboratory with a State Honor Award from Colorado Preservation Inc. at the recent Dana Crawford Awards Dinner. The CPI State Honor Award video was played.

IV. Finance Committee - In the absence of Ms. Guthery, Ms. Brophy noted that the 2010 audit was complete, the IRS Form 990 filed, the first of two annual SCFD filings was completed ahead of schedule. She provided a summary of the April financials, including net income (loss) for the period better than budgeted and more cash in the bank than projected due to the timing of opening day ticket sales falling in April vs. May. At the recommendation of CCA auditor Mark Kightlinger and with agreement from the Finance Committee, CCA will implement ACH Fraud Filter protection.

V. Buildings and Grounds Committee - Mr. Thorpe reported that eight BOD members provided feedback on the draft Landscape Design Guidelines (LDG) following its introduction at the April 25, 2011 BOD meeting. These comments were reviewed by the B&G Committee on May 26th. The Committee agreed with the BOD members' overall recommendations to tie back to the principles in the Cultural Landscape Assessment and Plan ("CLA") and "go back to the basics" in terms of focus on specific goals. Mr. Thorpe said that there will be one or more open houses for Cottage owners this summer and reported that Ms. Connelly will re-draft the LDG with sensitivity to other Chautauqua

entities including Parks and Recreation and Open Space and Mountain Parks. Mr. Thorpe reviewed the process to complete the LDG as outlined in the June 1, 2011 B&G summary to the BOD. Mr. Thorpe concluded by commenting that the LDG were now officially undergoing "course correction".

Mr. Thorpe discussed the Exterior Lighting Master Plan (ELMP) objectives as presented in the BOD meeting materials, noting that this plan also grew out of the CLA. Mr. Thorpe said that a draft would be emailed to BOD members for review and comment before the next B&G Committee meeting and also would be shared at an open house with the Cottager community this summer. Mr. Taxman noted that off-lease lighting issues such as the walkway from the Auditorium to Kings Gate require attention and Mr. Thorpe noted that CMF also desires more/better lighting of the lower tennis court parking area. Mr. Shull suggested that while maintaining the rural quality of the Chautauqua environment was important, safety must come first; the lighting plan should go as far as we think necessary without light pollution or trespass. Mr. Thorpe said that the lights are both authentic and functional, taking advantage of technology and serving sustainability, noting three levels of lighting associated with the Auditorium. Ms. Woodberry recommended that the CCA cottages and Academic Hall become part of the Control4/Smart Grid plan. Mr. Thorpe noted that the master plan is a five year look at goals and solutions, with implementations following over a period of time. Mr. Polk commented that with an aging population locally and nationally, CCA must respond to the world we are in.

VI. 2020 Planning Committee - Mr. Shull reported that very concerted efforts had been made with City of Boulder staff since the February City Council study sessions on Chautauqua in anticipation of the upcoming June Council study sessions with Landmarks Board and on 2011 staff work plan status. He said that a joint memo to Council from CCA and the City's Director of Community Planning and Environmental Sustainability was a good middle ground approach, was not a master planning process, and represented partnership and collaboration between CCA and the City. Mr. Shull opined that Council is likely to accept the proposed approach. He noted that CCA must be vigilant in ensuring that the parking studies planned for this summer track what they should and that outreach strategies are appropriate. Ms. Connelly noted that at CCA's request, Wolff Lyon already had started to evaluate possible alternative locations to achieve CCA's three objectives but that work would be put on hold and picked up by a consultant to be jointly hired and managed by the City and CCA. Mr. Taxman inquired about timeline and Mr. Shull replied that the agreed-upon approach would lead to an approval process starting in summer 2012, with construction possible in 2013.

VII. Nominations Committee - In the absence of Ms. Guthery, Ms. Connelly reported that the Committee had not yet found a candidate or candidates willing to run for election this summer. Discussion ensued. Mr. Polk offered that if the committee found an outstanding candidate who was not comfortable running for election, Mr. Polk would run and allow the BOD to appoint a new BOD member rather than re-appoint him. Mr. Taxman noted that Mr. Polk had established himself through his first three years of service on the BOD and was highly electable. Ms. Woodberry suggested that the BOD consider another meeting to discuss, and Mr. Taxman noted that the regular BOD meeting could be scheduled immediately before the Annual Meeting on July 18th or earlier in July. Discussion ensued re: the merits of the Bylaws requirement that the BOD appointment occur before the Annual Meeting vs. after the annual election. Mr. Patterson pointed out that two declared candidates for the BOD were visitors to the meeting - Deb van den Honert and John Kenyon. Ms. Woodberry encouraged the committee to find candidates who would participate, not just "names". Ms. Matteson noted the value of both experts and generalists. Mr. Taxman commented that the Bylaws ensured a varied and balanced body of BOD members. Mr. Foy said that broadening the makeup of the BOD was important, noting the need to keep Chautauqua evolving and relevant. No action was taken on the

recommendation to re-appoint Richard Polk to serve a second three-year term, with a date for the next BOD meeting to be determined as necessary.

VIII. Executive Director's Report – Ms. Connelly introduced an amendment to existing (2006) CCA policy regarding holding title to private cottages to allow ownership in a trust as part of an LLC, as presented in the BOD materials. Following discussion, and with the assumption that both parties are in agreement with the requirements of the amended policy recommended by CCA's legal counsel, **Ms. Woodberry moved and Mr. Patterson seconded the motion to adopt the recommended amended policy re: taking private cottage title in LLC to include trusts under specific conditions. The vote passed unanimously 9-0-0.**

Ms. Connelly recommended updating the CCA's Transfer Assurances Checklist to specifically reference the amended policy re: taking title. **Mr. Shull moved and Mr. Sanders seconded the motion to approve the amended Transfer Assurances Checklist. The vote passed unanimously 9-0-0.**

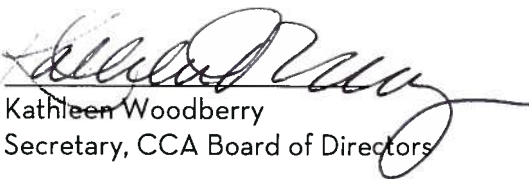
Ms. Connelly recommended BOD approval of the transfer of title of Cottage #807 from the Meyers to an LLC including an Elkins family trust, with the exact name of the LLC to be determined. **Mr. Polk moved and Ms. Woodberry seconded the motion to authorize the transfer of the sublease for Cottage 807 as recommended. The vote passed unanimously 9-0-0.**

In other matters of business, Ms. Connelly announced completion of the transfer of the Cottage #313 sublease within the family, as discussed at previous BOD meetings. She noted that the consultant scope of work to be funded by CCA and the City of Boulder for summer 2011 parking assessments (including vehicle counts, duration study, and a user intercept survey) had been finalized and the bulk of the studies would occur during the busy last two weeks of July and first week of August. Ms. Connelly reported that the commemorative sign for the Mary Galey Room (i.e., the dining area off the Grand Assembly room in the Community House) and a plaque commemorating the many people who helped kept the spirit of Chautauqua alive in its first century have been installed and a re-do of the display case is still to come. Mr. Taxman noted Public Events Manager Julie Pomerantz' invitation to the BOD members to introduce themselves to CCA's seasonal staff and to make them feel welcome.

Executive Session – The Board adjourned the Regular Meeting at approximately 7:40p.m. and went into Executive Session.

Adjournment - The board emerged from Executive Session and adjourned the Regular Meeting at approximately 8:55 p.m.

Respectfully submitted,


Kathleen Woodberry
Secretary, CCA Board of Directors