

Colorado Chautauqua Association (CCA)
Board of Directors
Position Description

Approved by CCA BOD 8/17/09

Responsibilities

The Board is responsible for defining the organization's mission and providing overall leadership and multi-year strategic direction to the organization. The Board is expected to:

- Meet the duty of care. (A board member has the duty to exercise reasonable care when he or she makes a decision for the organization. Reasonable care is what an "ordinarily prudent" person in a similar situation would do.)
- Meet the duty of loyalty. (A board member must never use information gained through his/her position for personal gain; and must always act in the best interests of the organization.)
- Meet the duty of obedience. (A board member must be faithful to the organization's mission. He or she cannot act in a way that is inconsistent with the organization's goals. The board member is trusted by the public to manage donated funds to fulfill the organization's mission.)
- Uphold the Association's mission and values
- Monitor the community and professional image of the Association
- Oversee the financial affairs of the Association in a responsible manner and in accordance with established policies
- Ensure that funds are secured to finance the Association, its current and future programs
- Approve the appointment of the independent auditor on an annual basis and ensure that an external financial audit is conducted annually
- Approve the annual budget
- Ensure effective organizational planning
- Monitor programs and the professional delivery of services
- Monitor organizational performance
- Monitor legal compliance for maintaining non-profit and tax exempt status
- Employ, support and evaluate the Executive Director.
- Review, amend and approve various policies, as needed
- Select its leaders and follow an orderly succession process to ensure continuance of governance capability and leadership vitality

Governance Style

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and Executive Director roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity. *Accordingly,*

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects of its policies and multi-year strategic direction, not on the administrative programmatic means of attaining those ends.
3. The board will govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include (a) orientation of new board members in the board's governance responsibilities and style and (b) periodic board discussion of opportunities for improvement. The board will evaluate and discuss the board's process and performance annually.
4. The board's annual cycle generally will include:
 - a) September - start of new board term; new directors start; evaluation of prior year results; beginning of determination of strategic priorities for subsequent year (subject to budget reality check)
 - b) December - approve operating and capital budgets for subsequent year
 - c) April or May - set notice of Annual Meeting in July
 - d) June - appoint board-appointed director
 - e) July - Annual Meeting of the CCA Membership/election of three Board directors
 - f) August - orientation of new directors; election of officers for the next board term; annual board evaluation; annual executive director performance evaluation
5. Each member of the board will respect and support the final determination of the board as a legitimate board decision on any particular matter regardless of the board members personal position on such matter.
6. The Board's sole official connection to the operational organization, its achievements and conduct will be through an Executive Director. All authority and accountability of staff is considered the accountability of the Executive Director.

7. Only decisions of the Board acting as a body are binding on the Executive Director except in rare instances when the Board has specifically delegated an exercise of authority to a specific director or committee.
8. It is intended that this Manual contain all current standing policies adopted by the Association's board of directors and that it be amended only by approval by a majority vote of the board of directors at regularly scheduled or special meeting of the board. Except when urgent, the Manual shall not be amended without the proposed amendment being considered at two board meetings. At the second of these board meetings, approval of proposed changes may be placed on the consent agenda. A current copy of the Manual shall be available on the Association's web site.

Meetings

- The CCA Bylaws require a minimum of eight regular meetings of the Board each year. These are generally held the third Monday of each month and are approximately two hours in length.
- In addition to regular meetings, there may be additional meetings from time to time (e.g., annual retreat).
- Anticipated meeting dates for the upcoming year will be approved at the September board meeting each year.
- Agendas will be e-mailed one week before the meeting date and other meeting preparation materials generally will be e-mailed no later than the Thursday before the meeting date.
- To get an item on the agenda, a Board Director must present the item to the President of the Board at least 10 days prior to the meeting with the desired action clearly defined.

Effective Date

This document is effective August 17, 2009.

See also:

Amended and Restated Articles of Incorporation dated August 26, 2008

Amended and Restated Bylaws dated July 17, 2009

Board Director Position Description

Board Officers Position Description

Board Committees Position Description

Executive Director Position Description

Colorado Chautauqua Association (CCA)
Board Director
Position Description

Approved by CCA BOD 8/17/09

Responsibility

Each Board Director acts in a position of trust for the community and is responsible for the governance of the organization. A CCA Board Director must be willing to serve as an ambassador for the Association, promoting it and its mission whenever possible.

Qualifications

A Board Director will:

- be and remain a member of CCA during his or her term
 - be committed to the mission of the Association
 - have knowledge, skills or experience on one or more areas of board responsibility such as non-profit management, finance, board development, strategic planning, fundraising, building and grounds, and programs
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Expectations

The leadership success of the Board is a direct result of the individual and collective participation of its members. Therefore, each board member is expected to:

- regularly attend Board meetings
- stay informed about programs and issues impacting programs
- read all distributed materials prior to the Board meeting
- join at least one standing committee
- commit to a minimum of six hours per month, and more, as needed, depending on committee assignments, periodic events and projects
- read and abide by the Bylaws and policies of the Board
- read and understand the budget, understand the budget process and review the financial statements
- not receive any compensation, either directly or indirectly, from the Association for any services rendered to the Association
- review and sign the Conflict of Interest Policy, the Confidentiality Policy and annual disclosures
- identify potential new Board Directors
- attend at least two performances held each year at Chautauqua, stay overnight at a Chautauqua cottage or lodge, and patronize the Dining Hall on occasion in order to support Chautauqua's activities and assess the quality and effectiveness of its operations

- be knowledgeable of the historical legacy of the Colorado Chautauqua and its current activities in order to be an effective advocate for the organization within the community
 - avoid asking for special favors of the staff; any direct contact with staff should be with the knowledge of the Executive Director
 - avoid instructing the Executive Director; directives can only be issued by decision of the Board as a collective
 - in view of the Executive Director's responsibility for operational activities and results, recognize that members of the Board who choose, as individuals, to act as operational volunteers are subject to the supervision of the Executive Director or responsible staff person
 - actively participate in and support fundraising activities for the Association, including: (1) donating on an annual basis according to personal means; attending and assisting with fundraising events through activities such as selling event tickets and soliciting sponsors and donations; and identifying and participating in donor development
 - place its loyalty to the interests of the Association above any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs and the personal interest of any board member acting as a consumer of the Association's services
 - act as spokesperson for the Association only with prior specific authorization from the President or Executive Director
 - refrain from making critical comments about staff to other staff or members of the public
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Effective Date

This document is effective August 17, 2009.

See also:

Board of Directors Position Description

Board Officers Position Descriptions

Board Committee Position Descriptions

Confidentiality Policy

Conflict of Interest Policy

Colorado Chautauqua Association (CCA)

Executive Director

Position Description

Approved by CCA BOD 8/17/09

CCA Mission

The mission of the Colorado Chautauqua Association is to preserve, perpetuate and improve the site and spirit of the historic Chautauqua by enhancing its community and values through cultural, educational, social and recreational experiences.

Statement of 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.

Responsibilities

General Description - The Executive Director is the Chief Executive Officer of the organization and is responsible for all day-to-day operations within the organization. S/he reports to the Board of Directors and supervises all paid and volunteer staff. The Executive Director and the Board support each other, and the Executive Director is responsible for implementation within established Board policies.

Major Duties and Responsibilities -

- Assists Board of Directors in establishing multi-year strategic direction and is responsible for implementation thereof.
- Responsible for developing annual strategic priorities and work program.
- Responsible for development, management and control of the annual operating and capital budgets.
- Responsible for providing regular financial statements to the Board of Directors and ensuring an annual financial audit, which is presented to the Board.
- Has authority and responsibility for all CCA functions, including finance and administration, facilities (grounds and structures) preservation and maintenance, visitor services (lodging, programming/activities, and venue rentals for private events), and communications and outreach (marketing, advertising, public and media relations, development and membership). Ultimately responsible for creating and maintaining overall cultural “ambiance” and a high-quality and consistent Chautauqua visitor experience Responsible for contractual relationship with Chautauqua Dining Hall operator/lessee and for ensuring integration of the Dining Hall function with CCA’s strategic direction.
- Responsible for ensuring that all preservation/restoration work is appropriate and has been reviewed/ approved/coordinated with the appropriate historic preservation entities.

- Responsible for efficient and effective organizational design and development of appropriate internal systems, processes and controls.
- Within established personnel policies, hires, fires, evaluates, develops and supervises staff and administers compensation programs.
- Responsible for community outreach and for developing and maintaining positive relations with City of Boulder elected officials and staff, Chautauqua members, tenants and partners (such as the Colorado Music Festival), residents, donors, and patrons.
- Attends all Board meetings and makes certain all CCA committees have adequate staff support. Liaison to and support for the Board for financial development and fundraising. Assists Board with orientation and development.
- Works with other community not-for-profits to share resources and improve programming.
- Other duties as required.

EXPECTATIONS:

- The Executive Director shall ensure that all practices, activities, decisions, and organizational circumstances protect the non-profit, charitable status or public image of the Association and are lawful, prudent, or in compliance with applicable regulations of funding agencies and regulatory bodies, applicable organizational guidelines, contracts to which the Colorado Chautauqua Association is a party, and commonly accepted principles of business and professional ethics.
- The Executive Director may not: change his or her own compensation and benefits; promise or imply permanent or guaranteed employment or otherwise alter the at-will employment relationship with staff; or create compensation obligations over a longer term than revenues can be safely projected, and in no event longer than one year, and in all events subject to losses in revenue; or establish or change Board-approved benefit packages including sick leave, short and long term disability, vacation, holidays, retirement plan, or other non-salary compensation or benefits.
- The Executive Director shall ensure that each employee's salary is reviewed annual based on performance, current regional salary surveys, and projected budget limitations.
- In order to protect the board from sudden loss of Executive Director services, the Executive Director shall have no fewer than two other managers familiar with board and Executive Director issues and processes.
- The Executive Director shall inform and support the board in its work, including: making the board aware of relevant trends, anticipated adverse media coverage, material external and internal changes, and changes in the assumption upon which any board policy has previously been established; advising the board of board behavior that is detrimental to the working relationship between the board and the Executive Director; marshalling for the board as many staff and external points of view, issues and options as needed for fully informed board choices; and

communicating with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.

Effective Date

This document is effective August 17, 2009.

See also:

Asset Management and Protection Policy

Financial Planning and Management Policy

Note:

The CCA Human Resources Executive Director Position Description also includes Reporting Relationships, Required Qualifications (education, experience, technical skills, physical requirements) and Additional Qualifications.

Colorado Chautauqua Association (CCA)

Board President

Position Description

Approved by CCA BOD 8/17/09

Responsibility

The President's responsibility is to

- provide positive leadership, vision and direction to the Board
- create and maintain a spirit of unity on the Board to ensure effective and ethical decision making
- assures the integrity of the board's process so that deliberation will be fair, open, and thorough but also timely, orderly and kept to the point
- occasionally represent the Association to outside parties.
- work closely with the Executive Director to ensure intra-organizational effectiveness

Qualifications

The President shall have served on the Board for at least one year.

Term

The President 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.

Tasks

The President is expected to:

- meet at least monthly with the Executive Director to discuss topics of concern/interest for the organization and to ensure those topics are brought to the Board's attention
- plan the agenda for monthly Board meetings with the Executive Director and Vice President
- chair monthly Board meetings
- chair the Executive Committee
- appoint three directors to serve on the Nominations Committee and participate with committee in succession planning for Board leadership positions
- ensure adequate preparation of Vice President for role as President
- coordinates the annual evaluation of Executive Director performance
- monitor and encourage donations from Board Directors to ensure 100% participation

Authorization

- The President is authorized to sign on behalf of the Board in accordance with written agreements and policies.

- The Board President has no authority to make decisions about policies or priorities created by the board or to supervise or direct the Executive Director.

Effective Date

This document is effective August 17, 2009

Colorado Chautauqua Association (CCA)
Board Vice President
Position Description

Approved by CCA BOD 8/17/09

Responsibility

The Vice President's responsibility is to

- support the President
- fulfill any responsibility of the President in the President's absence
- learn the President's responsibilities and be prepared to become the President, if so elected, the following year

Qualifications

The Vice President shall have served for at least one year on the Board and have experience on at least one standing committee.

Term

- The Vice President is elected by the Board for a one-year term, renewable for an additional one-year term, for a maximum of three terms.
- The Vice President shall be prepared to serve as President, if elected, in the following year.

Tasks

The Vice President is expected to

- be a member of the Executive Committee
- fulfill any of the tasks of the current President in the event that the President is not able to do so

Authorization

The Vice President's authorization is the same as a Board Director.

Effective Date:

This document is effective August 17, 2009

See also:

Board President Position Description

Colorado Chautauqua Association (CCA)

Board Treasurer

Position Description

Approved by CCA BOD 8/17/09

Responsibility

The Treasurer's responsibility is to

- oversee and report to the Board on the Association's finances

Qualifications

The Treasurer:

- shall have completed one year of Board membership
- will have the ability to read, understand and interpret financial statements
- will, preferably, have participated on the Finance Committee and in the budget process covering the fiscal year prior to the Treasurer's term

Term

- The Treasurer is elected by the Board for a one-year term, renewable for an additional one-year term, for a maximum of three terms.

Tasks

Treasurer is expected to:

- be a member of the Executive Committee
- chair Finance Committee meetings, which are held at least quarterly
- report on behalf of the Finance Committee at Board meetings
- commit to approximately two hours per month, or more, as needed, such as during the budget process
- ensure that the Finance Committee carries out its stated duties
- ensure that monthly financial statements are distributed to the Board regularly
- make the motion to appoint the auditor
- ensure that audited financial statements are presented for approval to the Board on an annual basis
- educate Board members on their financial responsibilities

Authorization

- Treasurer is authorized to sign on behalf of the Board in accordance with written agreements and policies

Effective Date:

This document is effective August 17, 2009

Colorado Chautauqua Association (CCA)
Board Committees
Position Description

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BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from board to Executive Director. Accordingly:

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- Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations.
 - Board committees shall be formed by the Executive Committee, which shall oversee determination of committee charges and appointment of committee chairs and committee members to ensure that the appropriate expertise is brought to bear.
 - Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
 - Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
 - Board committees are to avoid over-identification with organizational parts rather than the whole.
 - This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the Executive Director.

BOARD COMMITTEE STRUCTURE

Board committees reinforce the effectiveness of the Board in doing its job. Accordingly:

1. Ad hoc committees will be established and chartered as necessary for specific purposes and durations and will disband once they have accomplished their mission.
2. Standing Board Committees and their charters are:
 - The Executive Committee is composed of the Board officers and the Executive Director and is responsible for: setting the Board meeting agenda; confirming

committee charters annually after Board adoption of annual organizational priorities (including deliverables, delivery dates, approved use of staff and financial resources, etc.); overseeing appointment of committee chairs and committee members and monitoring committee progress toward goals; working with the Executive Director to plan Board retreats; overseeing Executive Director annual performance evaluation process and making recommendations to the Board re: Executive Director compensation; overseeing the annual Board evaluation process; and serving as a resource to the Executive Director as requested by the Executive Director.

- The Nominating Committee is responsible for overseeing processes for (a) the annual election, (b) appointment of new Board members by the Board (in accordance with CCA Bylaws) and (c) annual election of its officers by the Board of Directors, and for making recommendations to the Board for appointments to fill open Board seats. The Nominating Committee will solicit candidates for Board officers and will develop and present a slate of candidates for approval by vote of the Board.
- The Fundraising Committee is responsible for identifying and leading initiatives to raise funds to support the Association efforts.
- The Finance Committee is responsible for: 1) reviewing the monthly financials and reporting to the Board anything extraordinary or noteworthy; 2) working with the Executive Director and staff on preliminary budgets to be presented to the Board; 3) work, as requested by the Board of Directors or Executive Director, on matters that require financial expertise and/or further financial scrutiny. The Finance Committee also shall serve as the Audit Committee.
- The Governance Committee is responsible for periodically reviewing the Association's Bylaws and the Board's governance policies for practices recognized as best practices for nonprofit corporations by such organizations as the Council on Foundations, the Panel on the Nonprofit Sector and the Colorado Nonprofits Association, and for coordinating the annual Board self-evaluation.
- The Gift Acceptance Committee is responsible for reviewing proffered gifts to the CCA and making recommendations to the Board as to their acceptance or rejection, in accordance with the Gift Acceptance Policy adopted by the Board.
- The Building and Grounds Committee is responsible for reviewing and making recommendations to the Board regarding such projects as are assigned to it for review and/or recommendation by the Board or as requested by staff. B&G shall have authority to review and make recommendations to the City of Boulder's Landmarks Board's Design Review Committee as is specified in the "Protocol for CCA Review/Recommendation to Landmarks Board re: Applications for Landmark Alteration Certificate (LAC)" adopted by the CCA BOD on March 7, 2011. B&G shall consist of CCA Board members and may include non-BOD members with technical expertise in architecture, historic preservation, planning, construction, and urban design. Non-voting members

- shall include CCA Facilities and Preservation Manager and may include other staff as appropriate.
3. Committees will be chaired by Board members, include additional Board and staff, and optionally, non-Board members, and will interact with the Board President for agenda planning purposes.
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Effective Date

This document is effective August 17, 2009.

Amended effective March 7, 2011