

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
HISTORY COLORADO**

JULY 23, 2015

A meeting of the Colorado Historical Society (History Colorado) Board of Directors was held at 11:30 a.m. at the History Colorado Center on July 23, 2015. Present were directors Marco Antonio Abarca, Cathey McClain Finlon, Robert Musgraves, Rick Pederson, Ann Alexander Pritzlaff, Tamra J. Ward, and Charles H. Woolley II. Staff attending were Edward C. Nichols, Jennifer Adams, Joseph Bell, Susan Beyda, Janet McFarland Burlile, Jennifer Clayman, Bill Convery, Kathryn Hill, Sherry Lestina, Elisa Phelps, Tara Phillips, Deborah Radman, JJ Rutherford, Todd Topper, Steve Turner, Kathy White, Todd Wolfe, and Michelle Zale. Alexis Senger, HC's budget analyst from the Governor's office, past Board member Edward E. Ellis, and Senior Assistant Attorney General Jon Fero attended as well.

Following a duly noticed executive session, Ann Pritzlaff, Chairman of the Board, called the public meeting to order at 12:55 p.m. and confirmed the presence of a quorum. Jennifer Adams served as recording secretary.

CONSENT AGENDA

On a motion duly made and seconded, the Consent Agenda was approved. (Attachment A)

PRESIDENT'S REPORT

Ed Nichols reported that the Volunteers had made a grant of \$30,000 to fund projects in departments throughout the agency including Archives for oral histories, Development and the Ute Indian Museum to partially fund exhibits relating to that museum's expansion, Education for Colorado Day activities, dining room drapes for the Grant-Humphreys Mansion, improving moving image preservation and access in Photography, and an historic ABC book through the State Historical Fund. Nichols noted that the Volunteers are an essential component of HC and expressed his gratitude.

Nichols presented organization charts showing HC divisions by funding source. Development and Marketing are both privately funded. All others are state funded or a mix of public and private funding. Nichols recommended using the Colorado Historical Foundation to create a clear delineation between public and private funding.

GOVERNANCE

Tamra Ward reported on governance and the bylaws. She is considering how best to strategically reconstitute committees. Bob Musgraves has been studying the bylaws for updating. Ward has been working with Deb Radman to develop a list of questions for consideration in bringing the Directors Council forward into the new governance structure. No formal Board action has yet been taken, but this important group will be addressed by the Board. Both the Directors Council and the bylaws will be brought forward to the next Board meeting.

FY2016 BUDGET REQUESTS

Joseph Bell noted that the previous Board had already approved the FY2016 budget. He identified ongoing expenses that, in previous years, had been authorized by the Board from its unrestricted reserve account. These include the legislative liaison, a tuition reimbursement program, and costs of the annual meeting. Approval for a prior fiscal year internal grant for an IT project was also requested, and would enable an IT infrastructure upgrade for the Office of Archaeology and Historic Preservation.

Ward requested clarification of internal grants. Bell said there were two outstanding grants remaining and no further internal grants would be awarded. Pederson confirmed that the Board had reviewed the budget in the past. Woolley noted that these costs were not in the budget approved two meetings ago, but were costs from Funds 7240 and 7250. Turner explained how the OAHP database of sites, supported by GIS technology, is used by petroleum and fiber optics companies to ensure no sensitive sites are located where work is planned. The funding would be spent for computer upgrades, a system upgrade to ARGUS, documentation, and scanning.

Bell said the \$125,000 figure included a \$55,000 annual cost for the state lobbyist, \$65,000 annually for a staff tuition program, and \$5,000 for annual meeting costs. The use of Capital Campaign funds of \$359,475 in operations support also requires action. Musgraves suggested that the "Board Approved Expenses" and "Prior FY OAHP IT project," totaling \$275,000, might be funded through savings rather than the Board's reserves, which were getting low. He recommended reprioritizing and curbing other spending. Bell said that in the case of a no vote, staff could go back to reprioritize. The state lobbyist is critical to Finance staff, so that department would have to absorb the cost. The staff tuition reimbursement program would have to be cut. The \$5,000 for the Annual Meeting could be easily absorbed. Woolley noted that the OAHP IT item had been approved but not spent. Musgraves moved to commit funds of \$150,000 for grants previously committed to OAHP. He further moved not to fund the \$125,000 "Board Approved Expenses." Abarca seconded the motion, which carried. Musgraves moved, seconded by Woolley, to approve the FY2016 Capital Campaign Costs of \$359,475 from Fund 7250. The motion carried. (Attachment B)

STATE HISTORICAL FUND GRANTS

Woolley noted that the grant process had been reviewed at the last meeting. Pritzlaff reminded the Board to identify any conflicts of interest prior to action being taken. Musgraves abstained from voting on all grants impacting Colorado Preservation Inc. or Historic Denver. Turner reported that the internal grant was for the Certified Local Government Program, serving as match for federal funds. He also noted that applicants who do not receive a grant are offered assistance in strengthening their application for a future grant round.

Ward moved approval of the grant applications recommended for approval. Marco Abarca seconded the motion, which carried. Woolley moved, seconded by Ward, not to approve the grants that had been recommended for non-funding. The motion carried. Woolley moved approval of the CLG grant. Seconded by Abarca, the motion carried. (Attachments C,D,E)

SOLUTIONS TASK FORCE

Human Resources Director Jennifer Clayman reported that HC had initiated a voluntary early retirement program. Three senior managers, the CEO, CFO, and COO, had all applied for early retirement under the plan. Cathey Finlon moved to accept the three applications. The motion was duly seconded, and carried.

MEETING SCHEDULE

Meetings were planned for Tuesday, July 28, and Thursday, July 30. Abarca and Woolley said they would be unable to attend the July 30 meeting. Pritzlaff and Adams will develop a meeting schedule.

OTHER BUSINESS and ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting was adjourned at 1:35 p.m.

Respectfully submitted,

Edward C. Nichols
President and CEO