

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

**AUGUST 27, 2015**

A meeting of the Colorado Historical Society (History Colorado) Board of Directors was held at 8:00 a.m. at the History Colorado Center on August 27, 2015. Present were directors Marco Antonio Abarca, Kenneth W. Lund, Robert E. Musgraves, Rick A. Pederson, Ann Alexander Pritzlaff, Tamra J. Ward, and Charles H. Woolley II. Staff attending were Edward C. Nichols, Jennifer Adams, Joseph Bell, Janet McFarland Burlile, Jennifer Clayman, Sherry Lestina, Steve Turner, and Michelle Zale. Edward E. Ellis from the former Board attended, as did Jon Fero for the State Attorney General.

At the conclusion of a duly noticed executive session, Ann Pritzlaff, Chairman of the Board, called the public meeting to order at 9:25 a.m. and confirmed the presence of a quorum. Jennifer Adams served as recording secretary.

**CONSENT AGENDA**

Charlie Woolley moved approval of the consent agenda. The motion was seconded by Marco Abarca, and carried. (Attachment A)

**TRANSITION**

Pritzlaff summarized transition plans, emphasizing mindful communications. The Board will convene a Board & All Hands meeting, and will schedule meetings with all divisions to discuss divisional responsibilities with the Board. Weekly Board meetings will be held throughout the transition. Strategic Planning considerations include the Colorado Historical Foundation (CHF), and discussions with that entity are underway. The initial CHF Statement of Policy, written in 1966, has been included in the Board materials for reference. (Attachment B)

Pritzlaff remarked that the Board had initially been very busy with personnel issues. She said the Directors Council changes were also a high priority; she intends to determine the DC role and announce the plan by mid-September. In that regard, Ed Nichols suggested an organizational alignment with each Board member aligned with a part of the operation. He agreed with meetings among the Board and each division, and recommended that the All Hands meeting be open for feedback, saying that staff had many concerns, particularly about layoffs, and also about exhibits, membership, education, collections, etc. (Attachment C)

Nichols reported that four more employees had chosen voluntary retirement: Photo Studio Director Jay DiLorenzo, Editor of *Heritage* Steve Grinstead, Chief Executive Officer Ed Nichols and Chief Operating Officer Kathryn Hill. He noted that the goal for FY2016 had been exceeded. Clayman said there were about seven individuals left to decide whether to accept the severance.

Pritzlaff requested a Board team to fulfill needs regarding the search for a new CEO and other senior staff. Rick Pederson noted that the Board was acutely aware of the need for communication, of budget issues, etc. The Board has been talking about appointing a transition team to determine needs and set the foundation to go forward. All the Board will step up with specific tasks per person. Musgraves will lead this team on behalf of the Board and will be on site

three to four days each week. Steve Turner will work with Bob to review and manage “internal affairs.” Pederson said there was much work to be done. Musgraves and Turner will report back quickly to the Board, and Nichols’ participation will be important. An action plan will be needed very soon. This will be the transition team focused on operations. Woolley commented that day to day operations should continue “business as usual.” Lund added that the Board was passionate, with a patchwork of skills represented among its people. Teams harness the commitment and skills of the individuals involved.

Pritzlaff asked about timing, noting that messaging would need to be prepared. Pederson said this was important, but not to the level of a press release. Ward recommended an internal notice be developed with that messaging then being used for others. Turner said the tribes were concerned to receive formal notice as well. Ward said the Board would meet on Tuesday, with staff invited at 9:30 a.m. All Board is to attend. Lund said he was on his way to brief the governor’s office next, adding that he was optimistic for the future of the organization and its opportunities. Pritzlaff said the transition team would begin work immediately. Pederson asked if there was a termination date, or whether that should be left open. Musgraves and Lund agreed to leave it open, saying the CEO search would begin soon. Pederson moved to authorize the transition team of Musgraves and Turner effective immediately and further to empower Pritzlaff to work directly with Turner, to authorize that Turner be compensated for the additional duties, and that Musgraves would not be compensated. Lund seconded the motion. By voice vote, the seven Board members in attendance endorsed the motion unanimously.

Ward said she was putting a party together to thank Nichols. The Governor and Lieutenant Governor will be invited. Dates, invitation list, and costs are all being considered. Ward will be raising funds for this event. Pritzlaff said she hoped the Board would contribute to this fund.

## **FINANCE**

Zale said she had been working with the Office of State Planning and Budgeting to prepare the Request for Information due on November 1. A meeting with Amanda Bickel is scheduled in two weeks. The Department of Higher Education is also participating in discussions. Zale will share with the Board as work progresses. Joseph Bell said staff would work with Debbie Wagner to finalize the format, and they were reviewing examples from other state agencies. Nichols asked if a Board member should be in the meetings. Musgraves will be there. Zale said that annual close was anticipated on September 24. FY2016 Period 1 has not yet closed either. The gaming fund minority share will be \$177,000 less than anticipated. Bell added that discussions were in progress with the Joint Budget Committee regarding deposit of membership funds. Zale will continue to update on this topic as well. The \$1.2M decision item for Cumbres & Toltec Railroad has been completed.

## **DEVELOPMENT & MEMBERSHIP**

Janet Burlile said she had reorganized the monthly report to simplify the information. The report is for July and includes a breakout of restricted giving by individual community museum. She encouraged feedback, meaning to provide a helpful report. Pritzlaff noted that the Board was keen to be active spokespeople for Development and invited Burlile to state her needs, begin to hold meetings, etc. (Attachment D)

## **PROGRAMS & EXHIBITS**

Pritzlaff announced that an ad hoc task force would be formed in support of programs and exhibits. Abarca and Woolley will co-chair the task force. Turner will assist them in gathering information. The first step will be to review collections, exhibits, programs, and marketing individually and as a group.

## **GEORGETOWN LOOP RAILROAD®**

Committee Chair Edward E. Ellis reported that 2015 was a good year, with attendance and revenues both up about 15% to date. Bell added that the railroad operator had invited the Board for a ride on the dinner train. Engine #111 is anticipated to be running by spring and invitations will go to the Board, the Governor, and other dignitaries for the first train ride.

## **OTHER BUSINESS and ADJOURNMENT**

Pederson asked if a tour of the facility and collection might be arranged. Nichols agreed to arrange the tour and will invite the whole Board. There being no further business to come before the Board of Directors, the meeting was adjourned at 10:12 a.m.

Respectfully submitted,

Edward C. Nichols  
President and CEO