

HISTORY COLORADO
MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
September 1, 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 September 1, 2015. Present were directors Marco Abarca, Robert Musgraves, Ann Pritzlaff, Tamara Ward, and Charles Woolley. Staff attending were Jennifer Clayman, Ashleigh Hampf, Sherry Lestina, Ed Nichols, Steve Turner, and Michelle Zale. Public attending were Ed Ellis.

Ann Pritzlaff, Chair of the Board, called the meeting to order at 8:05 a.m. and confirmed the presence of a quorum. Ashleigh Hampf served as recording secretary.

Pritzlaff stated that the meeting's agenda focused on general topics carried over from the last meeting as well as an update from the Transitions Team and addressing the agenda for today's All Staff meeting. Turner and Musgraves met last Thursday, Friday, and Monday to discuss the transition. The Board has taken Lund's recommendation and the entire Board will be part of the Transition Team with Turner and Musgraves working on day-to-day operations.

Finance/Budget

Musgraves passed out copies of the proposed budget report (Exhibit A). Musgraves asked the group to provide any suggestions to him or Zale by the end of the day tomorrow. Woolley asked if the top sheets reported consolidated operations funds. Musgraves said it reports on the funds that pay operating expenses. This report does not include items like the Hall Marker Fund or Capital Campaign Fund. Musgraves recommended that the Board pass a resolution that spending out of the Capital Campaign Fund should be approved by the Board. Abarca commended Musgraves for his work on the budget sheet. Abarca suggested an extended meeting, possibly offsite, to better understand specific funds and how funds are spent. Woolley said he struggled with not consolidating everything or having a balance sheet. Musgraves said a balance sheet might not provide an accurate picture of the budget because History Colorado (HC) does not earn as it goes. HC gets most of its money upfront. Woolley said it would be helpful to see the fund balances going forward. Musgraves replied that he would prepare a consolidated report quarterly. Pederson requested past Budget to Actual reports to better understand HC's budget history.

The next item on the agenda is Governance/Bylaw which has been tabled until the ninth member is appointed. Musgraves replied that the Board can always move forward with the bylaws; however, this is a subsidiary piece like the Directors Council. Pritzlaff said she would like to engage the Directors Council as many former Board members are ready to get back to work. Ward has offered to chair the Directors Council. Nichols has received a request to post Board meeting agendas online. Lestina is working to make agendas available on the website.

Preservation

Turner said HC had a very successful Centennial Farms event. SHF is moving forward with grant applications and working on day-to-day operations. Pederson asked what the Centennial Farms program is. Steve responded that Centennial Farms recognizes families that have owned a farm for 100 years. The family is given a plaque at the State Fair. Pritzlaff said it is a very successful program.

Programs and Exhibits

Pritzlaff reported that an Exhibits Task Force was created and will be headed by Abarca and Woolley. They are meeting tomorrow at 2:00 pm.

Interim Transition Plan

Musgraves and Turner are working on a transition plan (Exhibit B) and a priority list. They are also working on implementing the Solutions Task Force recommendations. Turner noted staff morale is very low. Musgraves and Turner are meeting with all staff the next couple of weeks. They are also scheduling meeting with each Division Director. There will be no major exhibit decisions in the next three months. Turner and Musgraves are considering combining the Exhibits and Collections staff.

Turner noted that staff have questions regarding layoffs. To ease concern, the Board and Leadership need to provide accurate and timely information to staff. Musgraves stated that with voluntary staff departures, there will be fewer layoffs. However, laying off more staff than recommended by the Solutions Task Force could allow for staff raises and more money for exhibits. The Board and Turner need to re-examine the Solutions Task Force recommendations and evaluate if all numbers are correct, then make reductions strategically. Musgraves mentioned he has discussed with Zale the possibility of hiring a consultant for budget tracking. However, they are evaluating costs.

Pritzlaff said she has talked to everyone on the Board regarding the CEO search. Pritzlaff met with Clayman to look at the CEO job description and how it related to other state museums. They need to look at other cultural institutions as well. Pritzlaff will chair the Search Committee that includes the Board. They will discuss salary ranges and responsibility. They will then engage a search firm and go through the process of State contracting. Abarca, Woolley, Pederson, and Finlon will be involved in the search. Woolley mentioned that Turner, Musgraves, and Nichols should be involved as well.

Directors Council and Colorado Historical Foundation (CHF) Board

Pritzlaff mentioned the CHF Board is moving ahead with strategic planning. Dana Crawford is looking at the future segment of CHF's strategic planning process. They do not want to be a fundraising board for HC, and would rather act similarly to an advisory board. They are working on planning their future and view themselves as autonomous

group that supports the HC. Woolley asked if there was an overlap between CHF Board and the Directors Council. Pritzlaff responded they used to overlap as former HC Board members serve on the Foundation Board. CHF Board members include: Dana Crawford, John Moye, Frank Kugeler, Ben Duke, Joe Halpern, Ruth Falkenberg, among others. Pritzlaff said she asked Crawford to come to an HC Board Meeting to discuss CHF's role. Ward asked if the purpose of the Directors Council is to be the fund raising arm or a place for the previous Board to eventually serve on the current HC Board. Ward said the Board needs to figure out the responsibilities of the CHF Board and the Directors Council. Pritzlaff mentioned that CHF Board has hired a strategic planner. Pederson expressed concern of having three Boards. Fundraising is also a priority. Pederson recommended a meeting with the CHF Board to discuss structure. Pederson said before meeting with Crawford, the Board needs to figure out the roles of CHF Board and the Directors Council. Pritzlaff said CHF has a mission statement but it is 50 years old (Exhibit C). CHS assists HC because HC can be hampered as a State agency. Pederson asked if the HC Board should ask the CHF board to contribute to fundraising. Nichols said CHF would probably respond that they manage the monies HC has but they are not part of development. Pederson asked about CHF's and HC's financial relationship. Michelle responded that HC is in a contract which is renewed every year and we pay approximately \$9,000 a month to work with CFH. Ed said it would be best to work with Kugeler on any changes to CHF. Woolley commented it would be useful to have the CHF Board on the HC Directors Council. Ed said that would be a possibility if we have a fundraising arm. Ward and Pritzlaff will work together to determine CHF Boards' and the Directors Councils' roles.

Development & Membership

Musgraves mentioned that Board needs to consider how the Membership and Development departments fit in with the organization. Woolley said if Membership generates revenue, it should be part of the Foundation. Musgraves cautioned against disconnecting Membership from Development which works to cultivate members into donors. Ward agreed and noted there needs to be a connection between the divisions. The Membership Department would work to sell memberships at the front desk then Development builds the relationship.

Nichols questioned who would be the face of *Heritage Magazine* and about an annual fundraising event.

Woolley asked about the role of HC members with the Board. Musgraves said that according to SB225, the members will elect the Directors Council. There are numerous costs related to this election including printing, postage, and staff resources in addition to holding the Annual Meeting. Musgraves proposed discontinuing members electing the Directors Council, however, this will require a revision to SB225.

Personnel Matters

Nichols asked about the communications plan going forward. Pritzlaff responded that Finlon has experience in communications and marketing. Ward responded that a possible short-term solution would be to hire Russ Rizzo and Steve Coffin from GBSM. Pritzlaff asked about near-term marketing needs including the Toys extension. Musgraves and Turner are working with Marketing on this. Ward reminded the Board that they need to have an ongoing dialogue with Higher Education and the Governor's office to let them know of HC's status.

Musgraves discussed the document (Exhibit B) that shows to whom Division Directors will report. Pritzlaff thanked Musgraves for his work on this. Clayman reported HR exited 13 people which is 10 percent of the organization. She said we need a strategic plan going forward. Pritzlaff asked if there was anyone else taking the Voluntary Separation Incentive Program (VSIP). Clayman said Leigh Jeremias was considering it as she has a verbal offer from another organization. Pritzlaff asked if Clayman could bring a sheet with completed VSIPs and furloughs. Pritzlaff thought it would be helpful to know what departments are short and who is taking furloughs. Abarca asked for organization chart (Exhibit D) to see what positions need to be refilled. Woolley noted that there could be a different organizational structure in the future. Musgraves responded that Finlon offered to assist in looking at the organizational structure since she has a museum background. Musgraves said since there are weekly Board meetings, there should be attention to these tasks at every meeting.

All Staff Agenda

Turner noted that the staff has a lot of interest in meeting the Board, which is one of the primary reasons an All Staff Meeting has been scheduled immediately following the Board meeting. Turner asked for short introductions from each Board member. Turner requested Pritzlaff introduce Finlon and Lund in their absence. Turner prepared six questions/answers he thought the staff might likely have in mind. The Board discussed having some time for questions and answers. There was concern about trying to answer questions that are still being figured out. Turner said he wanted to give accurate, thoughtful information which might not be achieved through answering spontaneous questions. Ward responded that staff may have questions they are not willing to ask in an All Staff meeting. Ward suggested providing a box that would allow staff to ask questions after the meeting.

Woolley asked if there will be staff cuts. Turner replied there might be a need for layoffs especially if the Board decides to make programmatic cuts. Woolley said that the Board is able to present the success of the VSIP and the furlough programs. Turner agreed and noted that Leadership and the Board can present that the programs have met objectives.

Directors Council (continued)

Pritzlaff suggested further discussion on the roles of the Directors Council. Woolley replied that working with three committees as well as attending the meetings may be difficult when serving on a voluntary Board. It would be best to combine some groups. Pritzlaff suggested including a committee for Events, Georgetown Loop, Preservation, and the Community Museums. Pritzlaff asked about the need for a Collections Committees. Ed responded that HC needs a Collection Committee to look at deaccessioning objects and discuss collecting digitally. Pritzlaff said an Education Committee might be a good way to connect with teachers. Turner stated that staff spent a tremendous time to keep social studies in the school curriculum. With limited time, Turner wondered if HC should be focusing efforts on the Community Museums. Ward stated that in considering committees, the Board needs to figure out how to engage the Directors Council as well as be conscientious of staff time. Woolley said for program and exhibits, the Board previously discussed a retreat to come up with interpretative themes for all HC museums. Woolley thought that the Community Museums should be included in the themes relating to History Colorado Center (HCC)'s programs and exhibits. Turner noted that HC has not traditionally viewed programs, exhibits, and Community Museums as a system. If HC does not incorporate the Community Museums, they will be a fiscal drag. Pritzlaff noted the Board can have Kate Fritz continue to work on the Community Museums. Abarca mentioned another component to exhibits is tribal relationships, which are important especially with the renovations to the Ute Indian Museum in Montrose.

Pritzlaff asked about the structure of the Directors Council. Ward said it seems like the Directors Council is a programmatic board which will help us move forward. Pritzlaff said she viewed the Directors Council as having a role in fundraising. Woolley responded that the Board could possibly draw from the Foundation Board to create the Directors Council. Pederson suggested an increase to the amount the Board needs to contribute to be a member, possibility to \$5,000. Woolley suggested moving revenue generating positions over to the Foundation including Development and Membership. Pederson asked about the Foundation financial obligations. Nichols said the Foundation operates similar to a bank. Abarca suggested providing the Foundation with a target may assist in fundraising. Pederson said he believes that that Directors Council would be a smaller group from the Foundation, with a higher financial buy in. Ward said if the Board is envisioning this, Membership, Development, and any other departments that produce revenue and fundraise would be in the Foundation. Turner said it would be wise to look at how different State agencies manage fundraising.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting was adjourned at 9:48 a.m.

NEXT MEETINGS

The 2015 meetings are held every week on Tuesdays or Thursdays from 8:00-10:00 a.m. in the Berger-Nichols Classroom. Upcoming dates include September 10, September 14 (Monday), September 24, and September 29.

Respectfully submitted,

Ashleigh Hampf
Executive Assistant