

Colorado Springs Philharmonic  
Board Meeting Minutes - 3pm July 17, 2020

**Directors Present:** Herman Tiemens, Vicki Dimond, Bill Cospers, Martha Barton, Ron Brasch, Nathan Newbrough, Josep Caballé-Domenech, Al Buettner, Catherine Hanson, Cathy Holaday, Lance Miller, Fran Pilch, Margaret Sabin, Sally Sharpe, Pamela Shockley-Zalabak, John Street, Sergei Vassiliev, Fred Veitch, Joel Yuhas

**Directors Absent:** David Donner, David Dull, Mike Edmonds, Brian Erling, Ken Montera, Robin Roberts

**CS Philharmonic Staff Present:** Catherine Creppon, Denis Kilgore, Cathy Toscano

**Special Guest:** Lisa Keenan

Herman Tiemens called the meeting to order at 3:10pm. It was noted that there will be a special board meeting in August and the new dates for board meetings are listed on the agenda. Herman has extended invitations to Guild co-presidents Joy Maples and Lisa Keenan to all board meetings.

**Consent Agenda:** A motion was made by Joel Yuhas to approve the minutes and finance report. Ron Brasch seconded. The motion passed unanimously.

**Musicians Report:** Sergei Vassiliev and Catherine Hanson thanked the executive committee for the meeting held prior to the board meeting. Sergei applauded the idea of gradually offering small concerts artistically, focusing on our musicians in order to keep the integrity of the orchestra.

**Music Director's Report:** Josep advised that we go forward carefully to avoid losing people and our mission. Recommended that we "Go for it."

**CS Philharmonic Guild:** Herman introduced Lisa Keenan and congratulated her on her promotion with the Guild. Lisa reported on the Guild Annual Retreat, election of five new Guild board members, and upcoming Spring events.

**CEO Report:** Nathan reported on the outcome for the new Fourth of July celebration and his post meeting with Jeff Green, Chief of Staff and Tom Osborne from SportsCorp. The city may want to use this plan going forward every year. The Philharmonic was well represented. The first "Uncorked" event was very successful and enjoyable. The next event is July 30<sup>th</sup>. Thank you, Catherine for your hard work for the success of these events.

**Union Side Letter Regarding "Banked Services":** Nathan explained specifics of the signed side letter agreement attached to the Musician's Contract. There was no further discussion or questions. Herman thanked Nathan and the musicians.

**Equity, Diversity, and Inclusion:** Nathan opened a discussion around the topic of how do we, the CS Philharmonic, embrace this topic. Pamela Shockley-Zalabak and Mike Edmonds have volunteered to take the lead to partner with us to think this through for putting a plan in place. We are grateful for the offer. Herman Tiemens made the following proposal:

*Shall the Colorado Springs Philharmonic Board of Directors approve Pamela Shockley-Zalabak and Mike Edmonds to move forward with conversations and strategic processes for Equity, Diversity, and Inclusion.*

The motion was made by Herman Tiemens, seconded by Martha Barton, and passed by unanimous vote.

**Staff and Artistic Leadership Reductions:** Herman reported on these challenging times and reducing the cost structure of the organization. Nathan raised the need for these reductions in April, and discussed the plan with Executive Committee leadership. Three staff members have departed, and remaining staff and conductors have accepted meaningful reductions. Nathan and Josep have agreed to 25% reductions. Herman commended Nathan and Josep for their leadership in addressing this issue.

**Fall Season Planning:** Nathan announced that due to the pandemic, government restrictions, and venue closures, our season cannot begin in the Fall. Normal concerts from September 1 to December 31 must be canceled. Musicians and patrons will be notified, and we will make every reasonable effort to exchange patron tickets into the following season. There was a discussion around the expectation of more exchanges, increased refunds, and a concern for donor donations.

**Year End Finances:** Nathan reported that 2019-20 was already a good fundraising year, prior to the pandemic. The cancelation of concerts, non-payment of the venues, and the fact that patrons did not demand refunds have caused a sizable surplus, which should be considered before entering the new fiscal year. We should set aside dollars to account for likely increased voucher usage, increased refunds, but then should set aside amounts to preserve the spirit of the Philharmonic, and allow us to take care of our most vulnerable musician colleagues. Nathan presented the following proposal to the Board of Directors on behalf of the Colorado Springs Philharmonic as follows:

**GIVEN THE FACT THAT:**

- 1) *Orchestra services since March 2020 have been canceled due to force majeure caused by the Covid-19 global pandemic, governmental orders, and venue restrictions;*
- 2) *The Philharmonic committed to paying the minimum guarantee to contracted musicians until July 31, 2020, despite not being obligated to do so in the Collective Bargaining Agreement;*
- 3) *The Board of Directors has expressed its high regard, personal concern, and solidarity with the musicians of the orchestra during this crisis; and*
- 4) *The Board of Directors' greatest duty is to ensure the Philharmonic's eventual return when the pandemic subsides.*

**THEN THEREFORE:**

*If orchestra services from August 1 to December 31, 2020 are canceled due to force majeure, shall the Colorado Springs Philharmonic allocate \$152,500 to a board designated fund set aside for the period of September 1 to December 31, 2020, to be managed by the CEO and under the authority of the Executive Committee, which may be utilized as follows:*

- 1) *\$17,500 to maintain monthly health subsidy payments to contracted musicians, as required in the Collective Bargaining Agreement, Section 7.1.12.1.;*
- 2) *\$75,000 to engage musicians in activities including Ensembles (per terms of the CBA) for creative and meaningful performances, subject to prevailing health orders and governmental or venue restrictions; and*
- 3) *\$60,000 to establish an assistance fund, administered by a trusted third party, which provides small grants to contracted musicians based on need.*
- 4) *These provisions are adopted on a one-time basis, due to the unique and extraordinary circumstances. Any funds unused after December 31, 2020 shall be released from Board Designation.*

Ron Brasch made the motion that the Colorado Springs Philharmonic Board of Directors accept the proposal set forth by Nathan Newbrough, President and CEO. It was seconded by Margaret Sabin. The motion passed unanimously.

**Governance:** Herman announced that all members of the board should attend the September board meeting to pass the baton and vote on new officers and to discuss members ending their terms and members doing 2<sup>nd</sup> terms.

*Shall the Colorado Springs Philharmonic elect Martha Barton, Mike Edmonds, and Joel Yuhas to a second three-year term beginning October 1, 2020.*

The motion to approve the above was made by Herman Tiemens and seconded by Margaret Sabin. The motion passed unanimously.

*Shall the Colorado Springs Philharmonic elect David Kunstle, Deb Mahan, and David Siegel to three-year terms beginning October 1, 2020.*

The motion to approve the above was made by Herman Tiemens and seconded by Pamela-Shockley Zalabak. The motion passed unanimously.

Herman announced that the newly elected board members will be invited to attend the September board meeting on August 14, 2020. He asked the board to take note of the schedule on the agenda for future board meetings.

Herman Tiemens adjourned the meeting at 5:10p.m.

Respectfully submitted,

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Martha Barton, Secretary