

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES
8:30 a.m., Saturday, August 24, 2013
Bellinger Hall, Chautauqua Institution, Chautauqua, NY

Minutes

Members Present

George Snyder – Chair	Bob Metzgar
Karen Arrison	Greg Miller
Jill Bellowe	John Milos
Don Boswell	Jim Pardo
Jim Brady	Sheila Penrose
Carolyn Byham	Steve Percy
Laura Currie	Jason Phillips
Barbara Georgescu	Tim Renjilian
James Groninger	David Rosen
Bonnie Gwin	Jon Viehe
Ron Kilpatrick	Donna Zellers
Candace Littell	

Members Absent

Jennifer DeLancey
Jack McCredie

Others Present

Sherra Babcock
Sebastian Baggiano
Rindy Barmore
Tom Becker
Hugh Butler
Joan Campbell
Doug Conroe
Matt Ewalt
Geof Follansbee
Robert Franklin
Marty Merkley
George Murphy
Sam Price
John Shedd
Bruce Stanton
Linda Steckley

I. EXECUTIVE SESSION

Mr. George Snyder called the meeting to order. On motion made, seconded, and carried, the Board moved into executive session inviting Mr. Percy, Mr. Price, Mr. Richard Miller and Mr. Becker to participate.

II. FULL BOARD MEETING

Following the executive session, Mr. Snyder called the regular meeting to order and opened the meeting with a word of prayer from Rev. Joan Brown Campbell's book. Mr. Snyder shared with the Board some of the thank you notes from students who receive scholarships from the general scholarship fund.

III. MINUTES

On motion made, seconded and carried, the minutes of the May 4, 2013, Board of Trustees meeting were approved as amended.

IV. REPORT OF THE CHAIRMAN OF THE BOARD

Architectural & Land Use Regulations

Mr. Snyder discussed the process for the review and public input regarding the proposed revisions to the ALU Regulations. The goal was to simplify the regulations to make them more user friendly. Mr. Snyder called on Mr. Pardo to provide a summary of the major changes to the regulations, which include, among others, a reduction in the number of neighborhood districts from 18 to 5, the

inclusion on a district-by-district basis of very specific constraints regarding items such as building height, setbacks, and lot coverage, and a bias to renovation, rehabilitation, restoration and preservation of properties as contrasted with demolition. Staff and the ARB will maintain a list of issues that arise in the process of implementing using the new regulations that are not currently addressed or may need refinement. Any major issue will be considered by the Board as needed. Minor issues will await a comprehensive “technical amendments” approach eighteen months or so after the effective date of the new regulations.

Discussion focused on the location of denominational houses on the grounds generally and the proposed location of a denominational house on Vincent Avenue in particular. The proposed regulations provide that the “Use Matrix” applicable to the 5 consolidated districts “be descriptive of current conditions within the districts.” Denominational houses and other similar buildings currently exist in the area of Vincent Avenue. Moreover, the status of denominational houses as a permitted use within the Mixed Use Core District (which includes Vincent Avenue) was consistent and unobjected to throughout the public input phase of the process. Finally, it was noted that the full Board, rather than the ARB, approves or disapproves of applications for denominational status and that historically the ARB’s role has been limited to approving or disapproving applications for additions, modifications, or other physical changes to existing or proposed denominational houses rather than approving or disapproving the location on which a denominational house might be established. Several examples were noted.

The Board recognized Mr. Bob Jeffrey for his work in developing the revised Architectural Land Use Regulations.

On motion made, seconded and carried the Board of Trustees approved the proposed Architectural Review Regulations. Ms. Karen Arrison abstained from the vote.

V. Report of the President

Amphitheater

Mr. Becker reported staff has met with Marty Serena and some members of the Amphitheater Study Group to review the current cost estimates for the proposed project. A model of the proposed Amphitheater has been in place at the Library throughout the season. Mr. John Shedd and Mr. Charlie Heinz have been conducting sessions with the community to discuss the project and answer questions and concerns. Fundraising for the project continues with hopes that some commitments might be in place by early winter. An historic preservation architect has been engaged to review historic preservation issues. Mr. Becker referred to the timeline of the project if the funding is secured.

African-American Denominational House

A group of individuals gathered during week 3 to discuss the creation of an African-American Denominational House at Chautauqua. The funding and maintenance for the creation of such a house are still being discussed. The assumed expense for the maintenance and running of the program would be secured through commitments from individual churches. The funding for the actual bricks and mortar of the house has yet to be identified. The individuals involved are seeking the creation of a new house versus renting a current facility. There is a consensus that internal fundraising from the Chautauqua Community would be beneficial in showing support for the

creation of such a house. An Advisory Group will be created from the Board to work with staff regarding the progress of the creation of the denominational house.

Cordoba House

The Cordoba House has begun the process to complete the application for denominational status. The group has resolved its 501(c)(3) status. The group intends to initially rent rather than purchase property to create a denominational house, as it would provide the group flexibility to better develop its program over time. The Board may be asked to review the request for denominational status as early as its November 2013 meeting.

VI. Chautauqua Foundation Report

Total endowment held by the Foundation for the period ending June 30, 2013, stood at \$66,421,057. The Chautauqua Fund total as of July 31, 2013 stood at \$1,925,858 toward its 2013 goal of \$3,700,000. The Chautauqua Promise Campaign has achieved gifts and pledges totaling \$40,747,779 as of July 31, 2013.

Mr. Percy reported that the Foundation held its membership meeting last week and it was well attended. Ms. Kathy Bonner and Mr. George Snyder have been elected as new members of the Foundation Board of Directors.

VII. Committee Reports

Nominating & Governance

The Nominating & Governance Committee recommended that Chautauqua's Board of Trustees utilize the recent by-law amendment to re-elect a current Trustee to a third four-year term. Per the requirements of the by-laws, both the Nominating & Governance Committee and the Executive Committee unanimously approved the nomination of Mr. Ron Kilpatrick. Election required an affirmative vote of two-thirds of the full Board.

Upon the unanimous recommendation of both the Nominating & Governance Committee and the Executive Committee, and on motion made, seconded and carried (with Mr. John Viehe abstaining), the Board of Trustees re-elected Mr. Ron Kilpatrick to a third, four-year term to the class of 2017.

Upon the recommendation of the Nominating & Governance Committee, and on motion made, seconded and carried, the Board approved the re-election of Ms. Laura Currie and Ms. Shelia Penrose, each for a four-year term to the Board of Trustees to the class of 2017.

Upon the recommendation of the Nominating & Governance Committee, and on motion made, seconded and carried, the Board approved the election of Ms. Christine Brueschke and Ms. Dorothy Trefts McEvoy, each for a four-year term to the Board of Trustees to the class of 2017.

Asset Policy Committee

Janet F. and Arthur C. LeVan Sr. Garden

Mr. Arthur LeVan has approached the Institution for the creation of an endowed rain garden in the area of Root and Palestine Avenue.

Upon the recommendation of the Asset Policy Committee, and on motion made, seconded and carried, the Board of Trustees approved the creation of the Janet F. and Arthur C. LeVan Sr. Endowed Garden to the Board of Trustees through adoption of the following resolution:

Whereas, Arthur C. Levan ("LeVan") is in the process of making a gift commitment to the Chautauqua Institution ("Institution") to cover the costs of the construction of a new garden to be located in the area between Lenna Hall and Norton Hall as shown on the attached Exhibit A and a gift to the Chautauqua Foundation ("Foundation") to endow its care and maintenance according to the Garden Policy; therefore be it

Resolved, that the Board of Trustees does hereby designate such land as shown on the attached Exhibit A as an endowed garden to be named the Janet F. and Arthur C. LeVan Sr. Garden ("Garden"), subject to the following conditions:

- 1) LeVan completing the gift as referenced herein; and***
- 2) An agreement between LeVan, the Institution and the Foundation that should the Board of Trustees of the Institution determine that the land designated for the Garden is required to be used for another purpose, the Institution may construct another garden which shall be named the Janet F. and Arthur C. LeVan Sr. Garden, the purpose of which is to protect the environment and specifically the health of Chautauqua Lake, and shall be located in a general area described in the agreement with LeVan which is agreeable to LeVan and the Institution. The cost of constructing such garden will be borne by the Institution and the endowment held by the Foundation for the care and maintenance of the Garden shall be transferrable to any new garden.***

Ms. Steckley is directed to discuss the conditions of the creation of the garden with the donors.

Miller Cottage

The Asset Policy Committee at its August 23 meeting and the full Board at its August 24 meeting received a report from Mr. Greg Miller regarding the Miller Cottage, its potential sale, and the suggestion that the Institution consider action to preserve the historic character of the home and the property. In addition, a letter has been received by the Board and the administration from members of the community requesting the Institution take action to purchase the property or otherwise preserve the historic character of the home and property. Mr. Richard Miller spoke to the Board on the issues raised by the report and the letter. After discussion, the Board concluded that it lacked the resources to purchase or operate the property; that it was not in the best interest of the Institution to do so; and that sufficient safeguards exist within both the existing and the newly ALU regulations to protect the material integrity of the house and the related property. The Board

concluded that a written response would be made to the letter that it received from the community, and staff will work with a few members of the Board to draft a response to that letter.

Operating Update

Program has been outstanding; however the revenue did not increase as projected and ticket revenue is estimated to be \$140,000 - \$190,000 under budget. The budgeting process will look at expenses and also will focus on the Chautauqua Fund goal. The Hotel's occupancy is projected to finish the season at 75.3% compared to 73% in 2012 and 74% in the budget. The Visitor's Center has been extremely busy with approximately 80 visitors per day looking for accommodations for 2014.

Audit Committee

The Audit Committee met last week and approved the engagement of BWB as the Institution's 2013 auditors. They reviewed the work of the summer auditor; received a report from Ms. Cindy Mando regarding security and back-up of IT equipment/data/hardware and related issues; and reviewed the Ethics and Compliance Program for the Institution.

Program Policy Committee

The committee received a report from Mr. Merkley regarding the CSO contract, which has been agreed to for a one-year period and which will be re-negotiated next year for a longer term. Ms. Bellowe referred to the Program Policy Statement included in the Board's material and asked the Board to submit comments/suggestions to her. The committee also met with the current leadership of the Piano Department to discuss their approach to the program. The students have been asked to submit an evaluation of the program, and the committee will be reviewing the results.

Personnel Committee

Mr. Becker provided an update to the committee on personnel-related issues. Mr. Pardo reviewed the schedule and the process for the evaluation of the President. Mr. Pardo will send out evaluation forms to the President, the President's direct reports, and Trustees in early September with the request that the forms be completed and returned to Ms. Laura Currie, who will chair the Personnel Committee in 2013-2014. Ms. Currie will follow the practice of recent years with regard to the preparation of the presidential evaluation, as well as with regard to recommendations regarding presidential retention and salary for 2014. The presidential evaluation and related recommendations will be presented to the full Board at its November meeting.

VIII. Recognition of Trustees

Mr. Snyder recognized Ms. Barbara Georgescu and Ms. Donna Zellers, each of whom is retiring from the Board. He noted that they have each given a great deal to the Board and the community, and he read the following resolutions:

Barbara Georgescu

WHEREAS, Barbara Georgescu has served the Chautauqua Institution as a member of its Board of Trustees for eight years, 2005-2013, serving on the Program Policy, Asset

Policy and Executive Committees; and a member of the Architectural Land Use Study Group; and

WHEREAS, she has been devoted to the best interest of the Institution, and has been a strong and effective voice for the concerns of the lived community, consistently urging the Institution to seek the highest standards for the delivery of services; and

WHEREAS, she has been dedicated to the historic preservation of the homes and facilities on the grounds and provided that oversight in her work in revising the Architectural Land Use Regulations; and

WHEREAS, she has demonstrated her leadership and genuine commitment to the long-term future of the Institution, now be it

RESOLVED, that in gratitude for her dedication and service to Chautauqua Institution, we do hereby record upon the permanent records of the Institution our sincere appreciation.

Donna Zellers

WHEREAS, Donna Zellers has served the Chautauqua Institution as a member of its Board of Trustees for eight years, 2005-2013, serving on the Nominating & Governance and Executive Committees; member of the Development Council; Chair of the Architectural Review Board, 2008-2013; and as a Vice Chair of the Board of Trustees, 2011-2013; and

WHEREAS, as a Trustee elected by the members of the Chautauqua Corporation, she has been an effective advocate in bringing the concerns of the Chautauqua community to the attention of the Board of Trustees and equally effective in articulating the activities and decisions of the Board to the Chautauqua community; and

WHEREAS, as Chair of the Architectural Review Board she has engaged their work with true dedication and care and has consistently encouraged high standards in the design and construction of the built environment in Chautauqua, now be it

RESOLVED, that in gratitude for her dedication and service to Chautauqua Institution, we do hereby record upon the permanent records of the Institution our sincere appreciation.

Mr. Snyder turned the meeting over to Mr. Pardo, the new Chair of the Board of Trustees, who then commented on the service of Mr. Snyder as Chairman of the Board of Trustees and recognized him with the following resolution:

WHEREAS, George Snyder has served the Chautauqua Institution as a member of its Board of Trustees for thirteen years (2000-2013), serving as a member of the Mission Policy Committee, the Architectural Review Board, and the Executive Committee; member and chair of the Asset Policy Committee; chair of the Development Council; Vice Chair of the Chautauqua Hotel Corporation; Co-Chair of the Chautauqua Promise Campaign; and Chair of the Board of Trustees for six years (2007-2013); and

WHEREAS, George Snyder has brought great insight and knowledge to the work of the Institution in general, and its Board of Trustees in particular, and has at all times served the Institution with unqualified faithfulness, loyalty, dignity, and grace; and

WHEREAS, as Chair of the Board of Trustees, George Snyder led and guided the Board and the Institution to improve the transparency of their work and to enhance their relationships with the Chautauqua community and its various constituencies; and

WHEREAS, during his years as a Trustee and Chair of the Board of Trustees, George Snyder consistently encouraged high standards for the management of the Institution; now be it

RESOLVED, that in gratitude for the dedicated and exemplary service of George T. Snyder to Chautauqua Institution, we do hereby record upon the permanent records of the Institution our sincere and heartfelt appreciation.

IX. Election of Vice Chair

Mr. Pardo distributed the new meeting schedule, noting that it is a work in progress and may change over time. The Board will hold its committee meetings by phone prior to the scheduled Board meetings. The Board will meet for 1 ½ days (all day on Friday and half a day on Saturdays) to allow for more strategic discussion.

Mr. Pardo distributed the 2013-2014 committee membership.

Upon the recommendation of Mr. Pardo, and on motion made, seconded and carried, the Board approved the nomination of Mr. Tim Renjilian as Vice Chair of the Board of Trustees.

Upon the recommendation of Mr. Pardo, and on motion made, seconded and carried, the Board approved the recommended slate for the Executive Committee.

Upon the recommendation of Mr. Pardo, and on motion made, seconded and carried, the Board recommended that Mr. Pardo officially begin his duties as Chair of the Board to at 1:00 p.m. on August 24.

It being 12:50 p.m., and there being no further business to come before the Board, Mr. Pardo returned the gavel to Mr. Snyder who, as his final act as Chair of the Board, declared the meeting adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees