

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES
Bellinger Hall, Chautauqua Institution, Chautauqua, NY
8:30 a.m. Saturday, February 4, 2017

MINUTES

<u>Members Present</u>		<u>Members Absent</u>	<u>Others Present</u>	
Jim Pardo – Chair	Ron Kilpatrick	Don Boswell	Sherra Babcock	John Shedd
Cathy Bonner (ex officio)	Jim Klingensmith	Carolyn Byham	Sebby Baggiano	Maureen Rovegno
Jim Brady	Anita Lin	Bonnie Gwin	Rindy Barmore	Bruce Stanton
Christine Brueschke	Candace Maxwell	Nancy Kyler	Karen Blozie	Jordan Steves
Hugh Butler	Bob Metzgar		Tina Downey	
Judith Claire	John Milos		Matt Ewalt	
Laura Currie	Bill Neches		Geof Follansbee	
John Haughton	Sheila Penrose		Robert Franklin	
Bob Jeffrey	David Rosen		Deborah S. Moore	
Kyle Keogh	Larry Thompson		Dusty Nelson	
	Dede Trefts		Sam Price	

Mr. Pardo opened the meeting with a word of prayer.

I. Minutes

There being no corrections or additions, the minutes of the November 5, 2017, meeting of the Board of Trustees stood approved as presented.

II. Report of Chairman

Mr. Pardo referred to the Board's working session held on Friday, February 3, 2017, at which time, among other things, the Board (a) received an update on the completed CSO negotiations; (b) received a presentation and update on the status of the Amphitheater project from Mr. Rosen, Mr. Jeffrey, representatives of L.P. Ciminelli (including Mr. Frank Ciminelli), Mr. Shedd, and Mr. Baggiano; and (c) received the final report of the Working Group on the Re-Imagination of Programming from Mr. Tim Renjilian and Mr. Greg Miller.

III. Report of President

Mr. Hill noted that he has begun the search for the VP of Marketing & Communications/Chief Brand Officer and that the position description is posted on the Institution's web-site.

IV. Committee, Working Group and Other Reports

Asset Policy

Mr. Brady made the report of the Asset Policy Committee.

The 2016 preliminary results were reviewed as well as minor amendments to the 2017 budget, which included a proposed decrease in gain from operations before capital spending of approximately \$42,000.

On motion made, seconded and carried, the Board approved the proposed amendments to the Institution's 2017 budget.

Personnel

Ms. Currie made the report of the Personnel Committee.

The process and timing for the President's annual evaluation is in the process of being revised. Any change in timing will require a minor amendment to the Institution's By-Laws. The Personnel Committee will continue to refine the evaluation process so that it can be used this year. It will coordinate with the Nominating & Governance Committee to bring any timing-related amendments to the By-Laws to the Board either in May or August for review and approval.

Nominating & Governance

Mr. Keogh made the report of the Nominating & Governance Committee.

The committee is focused on identifying candidates for the two openings in 2017 that will result from the departure of Ms. Laura Currie and Mr. Ron Kilpatrick. Mr. Keogh noted the skills sets currently sought by the Committee and urged the Board to submit the names of potential candidates to the committee for consideration. The committee also will be developing a strong list of candidates to fill the upcoming vacancies in the next few years.

Program Policy

Mr. Haughton made the report of the Program Policy Committee.

The committee did not meet in this cycle of meetings, but has received updates from the Staff relative to program changes and updates. Specific highlights of the 2017 performing arts program were shared with the Board.

Marketing & Communications

Mr. Klingensmith made the report of the Marketing & Communications Committee.

The committee met in early December to review the preliminary Marketing Plan. Mr. Klingensmith highlighted some aspects of that plan, particularly as it related to data collection and analytical analysis. The committee also had its initial discussion regarding communications.

Strategic Investment Working Group

Mr. Klingensmith made the report of the Strategic Investment Working Group and recognized the other members of the Working Group, Ms. Penrose and Mr. Haughton.

The working group has evaluated the 2016 program initiatives, noting that the largest initiative was the Week 9 Program. Week 9 data and analysis included interviews conducted with program staff, Mr. Tom Becker, former president, and Mr. Baggiano. The working group agreed that a summary report would initially be prepared and submitted and that a more detailed analysis and report would be considered once the VP of Marketing & Communications/Chief Brand Officer position is filled. The summary report on Week 9 currently is scheduled to be shared with the Board at its May meeting.

Development Council

Mr. Pardo reminded the Board of the reconstituted Development Council, noting that it meets in conjunction with the Foundation's Board meetings. This year's Chair of the Development Council is Ms. Karen Goodell, one of the Foundation Directors. Mr. Follansbee made the report of the Development Council on behalf of Ms. Goodell.

The Development Council met last week to discuss 2017 fundraising objectives, which included setting the goal for the 2017 Chautauqua Annual Fund. Mr. Follansbee noted that the need for philanthropic support for the Amphitheater Endowment continues into 2017 and that the Miller Cottage remains in need of additional philanthropic support.

Mr. Follansbee reported that the 2016 Chautauqua Annual Fund met its goal and that the number of donors to the Annual Fund increased in 2016.

Based on the results of the 2016 Chautauqua Fund and after discussions, the Development Council recommended a goal for the 2017 Chautauqua Annual Fund of \$4 million. The Chautauqua Foundation approved that goal at its recent meeting in Pittsburgh.

Upon the recommendation of the Development Council and noting the prior approval by the Foundation Board of Directors, and on motion made, seconded and carried, the Board of Trustees approved a \$4 million goal for the 2017 Chautauqua Annual Fund.

The Board recognized the chairs of the Promise Campaign, Mr. Steve Percy and Mr. George Snyder, as well as Mr. Follansbee and the entire Campaign Cabinet, for the successful completion of the Promise Campaign.

Chautauqua Foundation

Ms. Bonner made a report from the Chautauqua Foundation.

She commended the Foundation staff for their work in the successful Promise Campaign, which raised achieved \$103,478,399 in gifts and pledges. The Miller Edison Cottage continues to be a focus for the Foundation, who will look to Mr. Hill and the Institution Staff to envision the appropriate role and use for cottage in the life of the Institution. The Foundation will focus on the identification of new donors, and Ms. Bonner asked the Trustees to consider personal corporate and board affiliations that might assist in the philanthropic support of the programs and mission of the Institution. To date approximately \$1.3 million has been raised toward the Amphitheater Endowment Fund, which has a goal of \$5 million. Mr. Pardo urged the Board to consider not only their annual support to the Chautauqua Fund, but other critical areas of needed support.

Mr. Follansbee referred to the Foundation's fiscal year investment results to-date, noting the results achieved by the Foundations investment advisor, Hirtle Callaghan, against various benchmarks.

Audit Committee

Ms. Maxwell made the report of the Audit Committee

The Audit Committee will meet in early March to review the preliminary 2016 audited financial statements, will coordinate with the Hotel Board with regard to its results, and will report to the Board when completed.

Executive Committee

Ms. Trefts, Vice Chair of the Board, stated that the Executive Committee will defer its report to executive session.

Architectural Review Board

Mr. Jeffrey, Chair of the ARB, made the report of the Architectural Review Board.

The ARB met on Thursday, February 2, and reviewed two cases brought before them. Both cases were approved - one of which involved new construction in the Garden District and the other of which involved an addition to an existing property near Lincoln Park.

Hotel Board

Mr. Hill made the report of the Hotel Board.

The Hotel Board met on Thursday, February 2, at which time each Director of the Board was asked to share his or her strategic priorities for the Hotel. During the meeting the Board reviewed the Hotel's Marketing Report & 2017 Plan; received the General Manager's Report (which included year-end projected financial results), an update on proposed capital projects, and the current 2017 Operating Plan; and discussed the report from the Finance/Budget Committee regarding its continued work.

Executive Session

On motion made, seconded and carried, the Board went into executive session inviting Mr. Hill, Mr. Price, Ms. Bonner, Mr. Shedd, Mr. Baggiano and Mr. Ewalt to remain and participate.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees