

**CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES**  
**Tom and Jane Becker Room, Chautauqua Amphitheater**  
**Chautauqua Institution, Chautauqua, NY**  
**8:30 a.m., Saturday, May 5, 2018**

**MINUTES**

<b><u>Members Present</u></b>		<b><u>Members Absent</u></b>	<b><u>Others Present</u></b>	
Jim Pardo – Chair	Anita Lin	Cathy Bonner	Michael Hill	Deborah S. Moore
Jim Brady	Candace Maxwell	Don Boswell	Sebby Baggiano	Emily Morris
Christine Brueschke	Bob Metzgar	Kyle Keogh	Rindy Barmore	Paul Perry
Hugh Butler	Mike Metzger		Matt Ewalt	Sam Price
Carolyn Byham	John Milos		Geof Follansbee	George Snyder
Judith Claire	Bill Neches			John Shedd
Bonnie Gwin	Sheila Penrose			
John Haughton	Marnette Perry			
Bob Jeffrey	David Rosen			
Nancy Kyler	Larry Thompson			
James Klingensmith	Dede Trefts			

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

**I. Minutes**

***There being no corrections or additions, the minutes of the February 3, 2018, meeting of the Board of Trustees were approved as presented.***

**II. Report of the Chairman of the Board**

Mr. Pardo thanked the staff and Board members for their participation in the various “Deep Dive” presentations and discussions that took place during yesterday’s meeting; thanked Mr. Klingensmith and the members of the Working Group on Possible Committee Restructuring for their work and recommendations regarding a possible revised committee structure for the Board; shared his appreciation in advance to the members of the Strategic Planning Working Group for the work they will undertake over the next year in the development of a Strategic Plan; recognized Trustees who hosted and participated in the Strategic Listening tours over the last several months; and noted that (a) Mr. Hill will report on his conversation yesterday with Mr. Jack Munella, Manager of Building & Grounds, regarding the Trustees’ tour of the Building & Grounds facility and (b) during today’s new business session Mr. Pardo will seek through discussion a “Sense of the Board” regarding needed replacement of the existing Building & Grounds and Maintenance facilities.

**III. President**

Mr. Hill shared with the Trustees the appreciation of the members of the Buildings & Grounds Department for taking time to tour the maintenance facilities; referred to the various initiatives that will feed into the Strategic Planning process; highlighted the priority work of the hotel staff toward our strategic “Chain of

Service Excellence” (that was, in part, showcased during the “Tasting Dinner” provided to the Board on Thursday evening); reported that Cook Ross has been hired to assist the Staff in developing a Diversity & Inclusion Plan for the Institution (which has been funded through philanthropy); thanked Mr. Thompson for connecting staff with the Chertoff Group, who will assist the Institution in its the creation and implementation of a comprehensive Security Plan for the Institution; discussed collaborations with local universities and colleges to provide credit-bearing courses at Chautauqua that will bring students to the grounds during the season; referred to the final report of the Accommodations Working Group which was included in the Board’s pre-read materials, thanking the members of that Working Group for their recommendations and noting the final report will assist in the development of the Master Planning process and Strategic Plan; shared recent discussions with the Chautauqua County Executive, George Borrello; reported on the creation of a Business Center located in the Main Gate Welcome Center, funded through philanthropy in honor of former Chautauqua Institution President Robert Hesse and; stated that Chautauqua Institution’s Washington, D.C., office will open in the next few days with a grand opening celebration scheduled for mid-September.

#### **IV. Committee, Working Group & Other Reports**

##### ***Asset Policy Committee***

Mr. Brady and Mr. Baggiano referred to the current census and forecasting model, which guides staff and the Board for purposes of reporting and evaluation; reported on current tickets sales including season and one-week and other long-term tickets and tickets to Amphitheater Popular Entertainment events; highlighted overall financials trends and data to-date, including those associated with initiatives funded through philanthropy; and noted that the Amphitheater Project is expected to come in under budget.

##### ***Executive Committee***

Ms. Trefts deferred the report of the Executive Committee to the executive session of today’s meeting.

##### ***Board Committee Restructuring Working Group***

Mr. Klingensmith referred the Board to the final report of the Working Group, which was contained in the pre-read materials and which outlines various recommended revisions to the Board’s Committee Structure. He thanked members of the Working Group, Staff, Mr. Pardo and Mr. Hill for their work toward the final recommendations. He shared with the Board the process the Working Group undertook in their review and research of best practices, review of past practices and actions of each current committee of the Board from 2015-2017, and considered the input from Chairs of current committees. The Architectural Review Board and the Development Council were not considered by the Working Group given their specific roles, responsibilities, and governance structure.

***On motion made, seconded and carried, the Board received and accepted the Final Report and Recommendations of the Board Committee Restructuring Working Group.***

##### ***Nominating & Governance Committee***

Mr. Pardo, reporting in Mr. Keogh’s absence, noted that the Committee has two Class A Trustee position to fill in August and that two candidates have been identified and, if nominated and elected, have agreed

to serve as Trustees on the Board. The names and biographies of these two candidates will be shared with the Board at its July meeting.

The Committee has begun its review of the process to identify and ultimately nominate the next Chair of the Board of Trustees to replace Mr. Pardo upon the end of his term in 2019.

Mr. Pardo referred the Board to the Revised Chautauqua Institution By-Laws which were included in the Board's pre-read materials, noting the substantive changes to the Board Committee Structure based on the recommendations of the Working Group; the amendments to Article I 1.4 and Article II 2.2, and other minor amendments that are intended to correct typographical errors and provide clarity and consistency within the By-Laws.

***Upon the recommendation of the Nominating & Governance Committee and on motion made, seconded and carried, the Board approved the recommend amendments to the Chautauqua Institution By-Laws effective October 1, 2018.***

#### ***Program Policy***

Program Policy has not met in this cycle of meetings and therefore no report at this time.

#### ***Marketing & Communications***

Mr. Klingensmith reported that the Marketing & Communications Committee met earlier in April, at which time it reviewed the scope of the Institution's Positioning Study; tested methodologies for 2019 Theme Development; reviewed 2019 Strategic Pricing Initiatives; received an update on Target Market development efforts; received updates on the implementation process relating to the Chain of Service Excellence initiative; was provided updates on Infrastructure Development Projects; and received an update on Chautauqua's 2018 Major Communications Initiatives.

#### ***Development Council***

The Development Council has not met in this cycle of meetings and has no report at this time.

Mr. Follansbee referred the Board to the fundraising reports in their packets; provided updates to its various fundraising activities and efforts going into the Season; and reported on the Major Gifts Committee and its work toward the identification and cultivation of donors.

#### ***Chautauqua Foundation***

The Chautauqua Foundation reported total assets of \$89,407,603 as of February 28, 2018 and discussed the strategy of its investment advisor, Hirtle Callaghan.

#### ***Audit Committee***

Ms. Maxwell recognized the staff for their work toward the final 2017 Audited Financial Statements for the Chautauqua Institution and Hotel Corporation. She noted the Audited Financial Statements were sent to the Board prior to this meeting.

***On motion made, seconded and carried the Board accepted the 2017 Audited Financial Statements for Chautauqua Institution and the Chautauqua Hotel Corporation.***

**ARB**

Mr. Jeffrey reported on the cases brought before the Architectural Review Board earlier this week, providing details for each case and the recommendations and or decisions of the Architectural Review Board. He noted that one case may require Board action at a later meeting and provided details regarding that case.

#### ***Hotel Board***

Mr. Hill reported on the Hotel Corporation Board meeting of Thursday, May 3, at which time it approved the 2017 Audited Financial Statements for the Hotel; received the final report from the Accommodations Working Group specific to recommendations for the Athenaeum Hotel; received an update on the 2018 Hotel Operating Plan and its current capital projects; reviewed the 2018 Marketing Plan as it relates to the various packages and marketing of the Hotel; and received a report from Mr. Stanton on the Hotel's customer service strategy, which is included within the Institution's overall "Chain of Service Excellence" initiative.

#### **V. Other Business**

Mr. Pardo initiated a discussion of the Institution's current Buildings & Grounds and Maintenance Facilities, which focused on the current conditions of the buildings that comprise those and other related facilities.

After discussion, it was the unanimous consensus of the Board that Mr. Hill immediate pursue all safety, soundness and functional needs of the current Maintenance Facilities; consider relocating the facilities into one or more new structures consistent with the Institution's ongoing Master Planning exercise; and determine and report to the Asset Policy Committee and the full Board the anticipated costs to address both the immediate and long-term facility needs for this department.

#### **VI. Executive Session**

***On motion made, seconded and carried, the Board went into executive session inviting Mr. Hill, Mr. Snyder and Mr. Price 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