

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES
Tom and Jane Becker Room, Chautauqua Amphitheater
Chautauqua Institution, Chautauqua, NY
8:30 a.m., Saturday, August 25, 2018

DRAFT MINUTES
(Subject to Change Upon Final Approval)

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

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

I. Minutes

There being no corrections or additions, the minutes of the May 5, 2018, meeting of the Board of Trustees were approved as presented.

II. Report of the Chairman

The Strategic Planning Working Group met yesterday to review its work timeline. Mr. Pardo reported that, if the timeline holds, then a detailed outline or perhaps first draft of the plan will be presented to the Board at its November meeting; a substantially final draft of the plan will be presented to the Board at its February meeting; and the final version of the plan will be presented to the Board for its approval at the May meeting. The final Strategic Plan Community Listening Session was held at the Hall of Christ this past week. Mr. Pardo reported that these sessions provided valuable comments and input from the community that will be shared with the Strategic Planning Working Group and Bernuth & Williamson.

Mr. Pardo commended the staff for their work in producing an outstanding 2018 season.

III. Report of the President

Mr. Hill shared his reflective thoughts on the 2018 season, including outstanding programs in the performing arts; student performances; the successful Club Plus program; celebration of Dr. King in both the Department of Religion programming and the 10:45 lecture platform; the week on Russia; the partnership with Kent State University; discussions regarding diversity and inclusion; the efforts of the Chautauqua Foundation in its fundraising; the increase in sales in the Strohl Art Gallery; celebration of the Everett Jewish Life Center's anniversary; and several other examples.

Mr. Hill recognized his colleagues, noting their dedication and efforts in achieving the success of the 2018 season and throughout the year. He recognized Bishop Gene Robinson and Dave Griffith for the completion of their first season.

IV. Report of the Audit Committee

Ms. Maxwell reported that the committee met, reviewed and approved the Form 990; approved the engagement of BWB as the Institution's auditors for 2018 (completing its third year in a three-year contract); and reviewed the Conflict of Interest and Related Party Transaction forms for Trustees-elect and to-be-re-elected Trustees and found no issues of concern or conflicts.

V. Report of the Nominating & Governance Committee

Recommendation for Election to the Class of 2022

Upon the recommendation of the Nominating & Governance Committee, and on motion made, seconded and carried, the Board of Trustees unanimously approved the re-election of Mr. John Haughton and Mr. Larry Thompson each for a four-year term to the Board of Trustees (to the class of 2022).

Each of Mr. Haughton and Mr. Thompson abstained from voting as to their own reelection.

Upon the recommendation of the Nominating & Governance Committee, and on motion made, seconded and carried, the Board of Trustees unanimously approved the election of Ms. Nancy Gibbs and Mr. Richard Osborne, each for a four-year term to the Board of Trustees (to the class of 2022).

VI. Report of Development Council

Naming Recommendation – Nancy Hyde Wilbur Memorial Garden

Upon the recommendation of the Development Council and on motion made, seconded and carried, the Board of Trustees approved the establishment of a garden located in the triangle area between the Hall of Christ and the Chapel of Good Shepherd to be named the Nancy Hyde Wilbur Memorial Garden.

VII. Report of Chautauqua Foundation

Mr. Follansbee reported on the philanthropic gifts to-date for the Amphitheater Bench Program which supports the Amphitheater endowment; gifts and results of the recent fundraising event for the Miller Cottage Garden Endowment; the creation of an endowment for the position of Artistic Director of the Visual Arts; efforts to support the Piano Program; and recent discussions with a donor regarding support of the Jazz Program. The Chautauqua Fund is slightly ahead of the same time last year. The Foundation Board held its Membership Meeting last week at which time the members received updates on fundraising efforts and the current status of the Foundation's investment portfolio, which currently stands at just over \$90 million.

VIII. Report of Hotel Board

Mr. Hill reported that Mr. Leland Lewis has taken over as Interim General Manager of the Athenaeum Hotel, noting that longtime General Manager Mr. Bruce Stanton will be leaving to take another position in the Chautauqua County area. A search for a new General Manager will begin in early September.

The new General Manager will focus on the changing demographics of shorter stay visitors.

IX. ARB

Resolution to Amend Chautauqua Institution Official Map

Upon the recommendation of the Architectural Review Board and on motion made, seconded and carried, the Board of Trustees approved the following resolution to amend the Chautauqua Institution Official Map:

WHEREAS, the Chautauqua Institution Board of Trustees has determined that it would be in the best interest of Chautauqua Institution to revise its Official Map by reconfiguring Lots 1249, 1251, 1268 and 1270 as currently shown on the Official Map of Chautauqua Institution to create two (2) lots.

BE IT RESOLVED, that Lots 1249, 1251, 1268 and 1270 as currently shown on the Official Map of Chautauqua Institution be, and they hereby are, reconfigured as shown on the map provided; and it is further

RESOLVED, that the survey of Randall S. Thompson, PLS, dated May 8, 2018, be filed in the Chautauqua County Clerk's Office as a permanent record of the amendment effected hereby of the current Official Map of Chautauqua Institution, which map is filed in the Office of the Clerk of Chautauqua County, Mayville, New York under date of April 25, 1939, Cabinet 2, Section E, Map No. 159.

X. Report of Other Committees & Working Groups

Asset Policy

Mr. Baggiano, reporting for Mr. Brady, reported figures for both census and ticket revenue to date, noting that Week Nine has provided outstanding results. Mr. Baggiano also noted an increase in the Popular Entertainment Preferred Tickets performance and highlighted other positive areas of note for the 2018 Season.

Marketing & Communications

Dr. Morris, reporting for Mr. Klingensmith, noted that the Marketing & Communications Committee met with the Marketing Staff this season to better understand the staff members' individual roles and overall responsibilities of the department.

Personnel Committee

Ms. Gwin noted that the Personnel Committee had no report to make at this time.

Executive Committee

Ms. Trefts noted that the Executive Committee had no report to make at this time.

XI. Committee Assignments

The Board received from Mr. Pardo the list of 2018-2019 Committee Assignments.

Approval of Executive Committee Assignments

On motion made, seconded and carried, the Board of Trustees approved the selection of Ms. Brueschke, Ms. Kyler and Mr. Rosen to serve on the Executive Committee as members appointed by the Chairman of the Board.

XII. Recognition of Trustees

Mr. Pardo recognized Mr. Metzgar and Ms. Maxwell, each of whom is retiring from the Board after completing their respective terms as Trustees.

Mr. Metzgar was unable to attend the meeting today and Mr. Hill shared Mr. Metzgar's gratitude in serving on the Board for the past six years and his appreciation for his gift and Board Resolution which is reflected in the minutes below.

Mr. Pardo recognized Ms. Candace Littell Maxwell and read the following resolution:

Candace Littell Maxwell

WHEREAS, Candy Maxwell has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2010 to 2018, serving as:

- a member of the Asset Policy Committee from 2010 to 2018,
- a member of the Audit Committee from 2011 to 2018 and its Chair from 2014 to 2018,
- a member of the Executive Committee from 2013 to 2018,
- a member of the Chautauqua Hotel Corporation's Board of Directors since 2013,
- a member of the Board's Working Group on Committee Restructuring,
- a member of the Board's Special Committee on Amphitheater-Related Issues, and
- a member of the Institution's Presidential Search Committee; and

WHEREAS, Ms. Maxwell has at all times been devoted solely to the best interests of the Institution throughout her service and in all of her roles on the Board; and

WHEREAS, as Chair of the Audit Committee, Ms. Maxwell has been dedicated to the improvement of the Institution's internal procedures, oversight and identification of risk while insisting on the highest levels of conduct; and

WHEREAS, Ms. Maxwell's strong and effective voice coupled with her demand for and encouragement of consistently high standards as a member of the Board's Special Committee on Amphitheater-Related Issues and as a member of the Institution's Presidential Search Committee went far to assure the successful and timely completion of the Amphitheater Renewal Project

and the selection and hiring of the 18th President of the Chautauqua Institution, Michael Hill;
NOW THEREFORE, BE IT

RESOLVED, that in deep gratitude for Ms. Maxwell's exemplary service to the Chautauqua Institution, we, the Board of Trustees, do hereby record upon the permanent records of the Institution our sincere thanks and appreciation.

Robert D. Metzgar

WHEREAS, Bob Metzgar has served the Chautauqua Institution as a member of its Board of Trustees for six years, 2012-2018, serving as:

- a member of the Personnel Committee (2012-2013),
- a member Audit Committee (2012-2018),
- a member Asset Policy Committee (2015-2018), and
- a member of the Marketing & Communications Committee (2015-2018), and

WHEREAS, Mr. Metzgar has at all times been devoted solely to the best interests of the Institution throughout his service and in all of his roles on the Board; and

WHEREAS, during his service on the Board and as a member of the Asset Policy and Audit Committees has consistently demonstrated the highest level of leadership, commitment, and oversight to the Institution's financial sustainability, improvements to internal procedures and the policies adopted by the Board, ***NOW, THEREFORE, BE IT***

RESOLVED, that in deep gratitude for Mr. Metzgar's exemplary service to the Chautauqua Institution, we, the Board of Trustees, do hereby record upon the permanent records of the Institution our sincere thanks and appreciation.

XIII. Executive Session

The Board went into executive session inviting Mr. Miller, Mr. Snyder, Mr. Hill, Mr. Baggiano, Mr. Shedd and Mr. Price to participate.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees