

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES

10:00 a.m., Wednesday, June 17, 2020

Zoom Meeting

MINUTES

<u>Members Present</u>		<u>Members Absent</u>	<u>Others Present</u>
Candace Maxwell, Chair	James Klingensmith	Larry Thompson	Michael Hill
Marnette Perry, V. Chair	Nancy Kyler	Dorothy Trefts	Sebby Baggiano
Jim Brady	Anita Lin		Rindy Barmore
Christine Brueschke	Sarah McWilliams		Matt Ewalt
Hugh Butler	Mike Metzger		Geof Follansbee
Judith Claire	Bill Neches		Deborah S. Moore
Nancy Gibbs	Richard Osborne		Emily Morris
Izumi Hara	Sheila Penrose		Sam Price
John Haughton	David Rosen		Tim Renjilian
Terrance Horner	George Snyder		Gene Robinson
Robert Jeffrey	Richard Wade		Shannon Rozner
Kyle Keogh			

Ms. Maxwell noted that the special meeting of the Board of Trustees had been called pursuant to Sections 1.6 and 1.7 of the By-Laws of the Chautauqua Institution for the purposes set forth in the previously transmitted June 1, 2020, notice of special meeting. The presence (via video conference or telephone) or absence of each Trustee was confirmed and Trustees who were present via video conference or by telephone were able to hear each other at the same time. Ms. Barmore noted for the record that a quorum existed with those Trustees present via video conference or by telephone.

I. Minutes

The minutes of the May 1, 2020, Board of Trustee meeting were approved as distributed.

II. Revised 2020 Budget

Mr. Brady, Chair of the Budget & Finance Committee, briefly discussed the amended 2020 budget noting the minor changes in the amended budget from that which was presented to the Board at its May 1, 2020, meeting.

Mr. Baggiano discussed the revised 2020 Budget in detail noting those line items within the budget that have been amended. He referred to the 2020 gate passes which have been allocated as philanthropic gifts per the ticket holder; discussed the on-going work with the Foundation and utilization of endowment funds for the 2020 summer season and CHQ Assembly online content; and provided an update on the Paycheck Protection Program (PPP) loan received by the Institution through M&T Bank from the Small Business Administration (SBA) in April 2020.

Mr. Shedd briefly discussed those capital projects which have been deferred to 2021 or later.

Upon the recommendation of the Budget & Finance Committee, a motion was made to approve the revised 2020 Budget.

The motion was adopted.

Mr. Brady noted the Budget & Finance Committee will be working with staff to develop scenario planning for the 2021 budget, taking into consideration the COVID-19 pandemic and potential impact to the 2021 Chautauqua Assembly Season.

III. COVID-19 Update

Ms. Maxwell recapped the work and weekly meetings of the Executive Committee in its review of community services and offerings available during the 2020 summer, based on CDC, State and local guidelines and appropriate safety plans; noted the Executive Committee took action to document the need and use of the PPP Loan; approved a resolution regarding an exception to the Institution's Rules and Regulations related to on grounds construction during the summer; and referred to the upcoming Annual Meeting of the Corporation to be held on August 8, 2020, at which time action is taken for the election of the Class B Trustee. Due to the COVID-19 pandemic, the Annual Corporation Meeting will be held via Zoom and voting for a Class B Trustee will be accommodated accordingly. Noting that the Annual Corporation Meeting will be conducted on-line and that additional time will be needed to conduct the Class B Trustee election under the circumstances and in accordance with, Section 7 of the Institution's Charter, she advised the Board that an exception to the Institution's bylaws will be needed. She informed Trustees that a Special Meeting of the Board will be conducted on June 25, 2020, at 10:00 am to consider and adopt necessary actions to provide for these changes.

Ms. Maxwell noted that the Board will receive the list of 2020 Events shortly and she urged Board members to participate as their schedules permit. Ms. Maxwell and Mr. Hill will host weekly community webinars during the season, which will address the Strategic Plan and CHQ Assembly online programming.

Finally, Ms. Maxwell thanked the members of the Board for their philanthropic support of the 2020 Chautauqua Fund and recognized Mr. Osborne and members of the Development Council for their outreach to current and former Trustees and Directors to secure additional and increased support.

Mr. Hill reported on continued preparedness and compliance per Governor Cuomo's orders; discussed potential opening of services and business on the Institution's grounds, based on the State's Phase 3 reopening plan and the health and safety plans for the grounds, services and employees; and referred to the recent Human Resources & Compensation Committee's review of safety plans for employees.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees