Candace Maxwell, Chair of the Board of Trustees, called the meeting to order at 10:00 a.m. and offered a word of prayer.

I. Minutes

The minutes of the February 8, 2020, and April 8, 2020, Board of Trustees meetings were approved as distributed.

II. Report of the Chair

Ms. Maxwell reviewed the meeting agenda and the resolutions to be considered by the Board of Trustees during the executive session of the Board. The Board will receive a number of reports on the subject of Covid-19 and its impact on Chautauqua Institution’s 2020 programming season, its finances, and its community services.

III. Report of the President.

Mr. Hill presented the latest state of the spread of Covid-19 in Chautauqua County. He reported on his conversations with local leaders including State Senator George Borrello, State Assemblyman Andrew Goodell, County Executive PJ Wendel, and Lieutenant Governor Kathleen Hochul. He provided additional information to the Board in anticipation of the detailed reports that will be provided to the Board by his executive team during the Executive Session of the Board.
IV. Committee, Working Groups, and Other Reports

Executive Committee
Ms. Maxwell reported on the meetings that she has convened of the Executive Committee since the last meeting of the Board of Trustees. Specifically, she reported on action taken by the Executive Committee to authorize the acceptance of funding under the CARES Act.

Budget and Finance Committee
Ms. Maxwell recognized James Brady, Chair of the Budget and Finance Committee. Mr. Brady reported on the recommendation of the committee to adopt the revised Standard Banking Resolution.

_Upon the recommendation of the Budget & Finance Committee, a motion was made that the Board of Trustees accept the revised Standard Banking Resolution as presented._

_The motion was adopted._

Mr. Brady deferred the balance of his report to the Executive Session.

Nominating and Governance
Ms. Maxwell recognized Nancy Kyler. Ms. Kyler stated that work is ongoing by the committee to identify candidates for nomination to the Board of Trustees. If any Trustee has recommendations, they should be emailed to her or Rindy Barmore along with the qualifications of the candidate. That concluded her report.

Marketing and Brand Strategy Committee
Ms. Maxwell recognized Kyle Keogh. Mr. Keogh had no report at this time.

Audit Committee
Ms. Maxwell recognized Michael Metzger, Chair of the Audit Committee. Mr. Metzger stated that the committee reviewed the 2019 Audited Financial Statements with the Institution’s accounting firm, BWB. It was the committee’s recommendation to forward the report to the full Board of Trustees for acceptance by the Board. He also reported on actions under consideration by the committee to address the qualified nature of the report.

_Upon the recommendation of the Audit Committee, a motion was made to accept the 2019 Audited Financial Statements for Chautauqua Institution and Chautauqua Hotel Company._

_The motion was adopted._

Mr. Metzger then stated that the balance of his report will be delivered in the Executive Session.

Human Resources and Compensation Committee
Ms. Maxwell recognized Marnette Perry, Chair of the Human Resources and Compensation Committee. Ms. Perry had no report at this time.

Development Council
Ms. Maxwell recognized Richard Osborne, Chair of the Development Council. Mr. Osborne had no report at this time.
Architectural Review Board (ARB)
Ms. Maxwell recognized Robert Jeffrey, Chair of the ARB. Mr. Jeffrey reported on the recent meeting of the ARB.

Lake Working Group
Ms. Maxwell recognized Dorothy Trefts, Chair of the Lake Working Group. Ms. Trefts had no report at this time.

Chautauqua Hotel Board
Ms. Maxwell recognized Michael Hill, Chair of the Chautauqua Hotel Company. Other than the audit referred to earlier, he had no further report.

Chautauqua Foundation
Ms. Maxwell recognized Timothy Renjilian, Chair of the Chautauqua Foundation. Mr. Renjilian reported on the current volatility of the market and the state of the Foundation’s assets. It has been a priority of the Foundation that the Institution has the resources it needs to get beyond the current crisis. The Foundation staff is carefully reviewing its restricted funds to provide for maximum payout in 2020, consistent with the Foundation Board’s previous decision.

There being no other business to come before the regular meeting, a motion was made and seconded to move into Executive Session and to include the Executive Staff of Chautauqua Institution, Timothy Renjilian, and Samuel P. Price, Jr.

The motion was approved.

V. Board of Trustees Decisions

At the conclusion of the Executive Session, the Board returned to regular session.

Once in regular session, Ms. Maxwell announced the decisions of the Board of Trustees and the actions it took on each of the attached Resolutions (3).

Ms. Maxwell thanked the Board of Trustees and the Administration and adjourned the meeting.

Respectfully Submitted,

Samuel P. Price, Jr., Secretary Pro Tem.
Chautauqua Institution Board of Trustees
Chautauqua Institution
Board of Trustees
MAY 1, 2020

RESOLUTION 1

Background

WHEREAS; Chautauqua Institution is a mission-based 501(c)(3) not-for-profit organization; and

WHEREAS; the Charter of Chautauqua Institution of 1902 provides, among other things, that “[t]he purpose and object of [Chautauqua Institution] shall be to promote the intellectual, social, physical, moral and religious welfare of the people...[and, t]o this end, it may hold meetings and provide for recreation, instruction, health and comfort on its grounds at Chautauqua;” and

Development of a Plan to Address COVID-19 Crisis

WHEREAS; the Board of Trustees (the “Board”) recognizes the existence of the global COVID-19 pandemic and its impact on the United States, New York state and Chautauqua County; and

WHEREAS; the Board recognizes that implementation of an assembly program featuring hundreds of individual content providers requires months of planning and any effort to change the nature of such programming needs ample time to pivot and re-plan; and

WHEREAS; the Board has considered the capacity and human resource requirements necessary to offer programming in a manner that seeks to provide a safe and secure experience for its residents, employees and patrons; and

WHEREAS; the Board initiated a process to evaluate all of its artistic, religious, recreational, and educational programs and activities and its ability to convene in light of the impacts of the COVID-19 virus; and

WHEREAS; the Board recognizes that its patrons travel from all over the county, state, country and the world to visit Chautauqua Institution’s grounds and therefore has considered the impact of the potential spread of the COVID-19 virus on the health and well-being of its employees, patrons and residents; and

WHEREAS; the Board has received reports on the impacts of the COVID-19 crisis from the Administration as well as its Audit, Executive and Budget and Finance committees, and legal counsel; and
WHEREAS; the Board has reviewed current guidance and regulations regarding COVID-19 from county, state and federal sources; and

WHEREAS; the Board has evaluated a number of options with respect to its entire 2020 Summer Assembly season; and

WHEREAS; the Board recognizes the economic impact of a decision to curtail or cancel in-person programming on the surrounding community and the impact of the various options on its residents and patrons; and

WHEREAS; the Board received information with respect to security and safety on the grounds at a time when there is no vaccine for the COVID-19 virus.

Findings and Conclusions

BASED, THEREFORE, UPON the foregoing, the Board:

FINDS that the health and safety of its patrons, employees and residents is of primary importance; and

FINDS that the economic well-being of Chautauqua Institution and the surrounding community as well as the ability of Chautauqua Institution to fulfill its mission into the future is a fundamental and important goal.

NOW, THEREFORE, BE IT RESOLVED THAT programming scheduled to be delivered in-person to audiences on the Chautauqua Institution grounds during the 2020 Summer Assembly will not be delivered in-person to audiences on the grounds.
Chautauqua Institution  
Board of Trustees  
MAY 1, 2020  

RESOLUTION 2  

Background  

WHEREAS; Chautauqua Institution is a mission-based 501(c)(3) not-for-profit organization; and  

WHEREAS; the Charter of Chautauqua Institution of 1902 provides, among other things, that “[t]he purpose and object of [Chautauqua Institution] shall be to promote the intellectual, social, physical, moral and religious welfare of the people…[and, t]o this end, it may hold meetings and provide for recreation, instruction, health and comfort on its grounds at Chautauqua;” and  

Development of a Plan to Address COVID-19 Crisis  

WHEREAS; the Board of Trustees (the “Board”) recognizes the existence of the global COVID-19 pandemic and its impact on the United States, New York state and Chautauqua County; and  

WHEREAS; the Board recognizes that its patrons travel from all over the county, state, country and the world to visit Chautauqua Institution’s grounds and therefore has considered the impact of the potential spread of the COVID-19 virus on the health and well-being of its employees, patrons and residents; and  

WHEREAS; the Board initiated a process to evaluate all of Chautauqua Institution’s artistic, religious, recreational, and educational programs and activities and its ability to convene in light of the impacts of the COVID-19 virus; and  

WHEREAS; the Board has received reports on the impacts of the COVID-19 crisis from the Administration as well as its Audit, Executive and Budget and Finance committees, and legal counsel; and  

WHEREAS; the Board has reviewed current guidance and regulations regarding COVID-19 from county, state and federal sources; and  

WHEREAS; the Board has evaluated the impact of offering various community activities and services and the opening of recreation areas and parks for use by its residents, employees and patrons; and  

WHEREAS; the Board received information with respect to security and safety on the grounds at a time when there is no vaccine for the COVID-19 virus; and
WHEREAS; the Board recognizes that guidance and directives related to COVID-19 are changing at a rapid pace, making it extremely challenging to predict what activities may or may not be safe in the coming weeks and months.

Findings and Conclusions

BASED, THEREFORE, UPON the foregoing, the Board:

FINDS that the health and safety of its patrons, employees and residents is of primary importance; and

FINDS that the economic well-being of Chautauqua Institution and the surrounding community as well as the ability of Chautauqua Institution to fulfill its mission into the future is a fundamental and important goal.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Trustees of Chautauqua Institution hereby affirms the authority of the president or his designee(s) to decide whether to offer or allow community, retail or recreational services or activities during the summer of 2020 on the grounds of Chautauqua Institution.

BE IT FURTHER RESOLVED THAT in deciding whether community services or activities will be offered or allowed, the Board directs the president or his designee(s) to take into account factors including but not limited to the demographics and density of the population on the grounds and to ensure such activities or services can be performed safely and in compliance with U.S. Centers for Disease Control and Prevention guidance and applicable government directives.
WHEREAS; Chautauqua Institution is a mission-based 501(c)(3) not-for-profit organization; and

WHEREAS; the Charter of Chautauqua Institution of 1902 provides, among other things, that “[t]he purpose and object of [Chautauqua Institution] shall be to promote the intellectual, social, physical, moral and religious welfare of the people . . . [and t]o this end, it may hold meeting and provide for recreation, instruction, health and comfort on its grounds at Chautauqua; . . . and do such other things as are needful or proper to further its general purpose.” and

Development of a Plan to Address COVID-19 Crisis

WHEREAS; the Board of Trustees (the “Board”) recognizes the existence of the global COVID-19 pandemic and its impact on the United States, New York state and Chautauqua County; and

WHEREAS; the Board initiated a process to evaluate all of its artistic, religious, recreational, and educational programs and activities and its ability to convene in light of the impacts of the COVID-19 virus; and

WHEREAS; the Board has received reports on the impacts of the COVID-19 crisis from the Administration as well as its Audit, Executive and Budget and Finance committees, and legal counsel; and

WHEREAS; the Board has reviewed current guidance and regulations regarding COVID-19 from county, state and federal sources; and

WHEREAS; the Board has evaluated a number of options with respect to its entire 2020 Summer Assembly season; and

WHEREAS; the Board has resolved that programming scheduled to be delivered to audiences on the Chautauqua Institution grounds during the 2020 Summer Assembly will not be delivered to live audiences; and

WHEREAS; the Board received information and evaluated options to present various program elements online; and
WHEREAS; the Board approved in 2019 a 10-year strategic plan for Chautauqua Institution, *150Forward*, that calls for an expansion of the Institution’s programming off its grounds and beyond the summer season.

**Findings and Conclusions**

**BASED, THEREFORE, UPON** the foregoing, the Board:

**FINDS** that the health and safety of its patrons, employees and residents is of primary importance; and

**FINDS** that the economic well-being of Chautauqua Institution and the surrounding community as well as the ability of Chautauqua Institution to fulfill its mission into the future is a fundamental and important goal.

**NOW, THEREFORE, BE IT RESOLVED THAT** the Board of Trustees of Chautauqua Institution hereby authorizes the president or his designee(s) to significantly enhance Chautauqua Institution’s online engagement, beginning in the summer of 2020.

**BE IT FURTHER RESOLVED THAT** the Board of Trustees authorizes the president or his designee(s) to spend up to $710,000 in 2020 to secure and maintain the technology, content and support services, human resources and products necessary to offer a quality online experience that is consistent with Chautauqua Institution’s mission and vision as outlined in its strategic plan, *150Forward*. 