

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES
ZOOM Meeting
8:30 a.m., Saturday, August 29, 2020

DRAFT MINUTES
(Subject to Change Upon Final Approval)

Members Present

Candace Maxwell, Chair	James Klingensmith
Marnette Perry, V. Chair	Nancy Kyler
Jim Brady	Anita Lin
Christine Brueschke	Sarah McWilliams
Hugh Butler	Mike Metzger
Judith Claire	Bill Neches
Nancy Gibbs	Richard Osborne
Izumi Hara	Sheila Penrose
John Haughton	David Rosen
Terrance Horner	Larry Thompson
Robert Jeffrey	Dorothy Trefts
Kyle Keogh	Dick Wade

Others Present

Michael Hill
Sebby Baggiano
Rindy Barmore
Matt Ewalt
Geof Follansbee
Deborah S. Moore
Emily Morris
Paul Perry
Sam Price
Tim Renjilian
Shannon Rozner
Gene Robinson
George Snyder

I. Executive Session

Ms. Maxwell called the meeting to order and upon motion made, seconded, and approved, the Board went into Executive Session, inviting Mr. Hill, Mr. Snyder, Mr. Renjilian and Mr. Price to participate. Following the Executive Session, and upon further motion made, seconded, and approved the Board returned to its Open Session for which Ms. Maxwell invited the Staff and other guests to join the meeting.

II. Open Session

Ms. Maxwell called the open session of the Board to order and offered a word of prayer.

Ms. Maxwell reported during the executive session of the Board, Mr. Price conducted roll call noting a quorum was present and the Board took the following action:

A motion was made to decommission Shannon Rozner as Acting Corporate Secretary of Chautauqua Institution, and to reinstate Rindy Barmore as Corporate Secretary of Chautauqua Institution.

The motion was adopted.

III. Minutes

The minutes of the June 25, 2020, and July 25, 2020, minutes of Board of Trustees meetings were approved as distributed.

II. Report of the Chair

Ms. Maxwell recognized staff for their remarkable work in the development of the CHQ Assembly and the outstanding programming offered; thanked Ms. Anita Lin for her introduction and assistance in the Mather partnership; and noted the breadth of work before the Board over the next several months including the development of the 2021 budget.

Ms. Maxwell reported the 2020–2021 Board of Trustees Committee Membership assignments would be distributed via email following today’s meeting and noted committee assignments take effect October 1, 2020. Per Chautauqua Institution’s By-Laws, members of the Architectural Review Board are appointed by the Chair of the Board of Trustees and require approval by the Board of Trustees.

Upon the recommendation of Ms. Maxwell, a motion was made and seconded to appoint Mr. Bob Jeffrey, Chair, Mr. John Haughton, Mr. Terry Horner, Ms. Anita Lin and Mr. Bill Neches each for a one-year term as members of the Architectural Review Board, effective October 1, 2020.

The motion was adopted.

Ms. Maxwell recognized Mr. Rosen and Ms. Brueschke, both of whom will be cycling off the Architectural Review Board as of October 1, 2020, for the significant time and depth of work given as members of the Architectural Review Board.

III. Report of President

Mr. Hill shared updates and progress to date on the various objectives and initiatives within the 150 Forward Strategic Plan; referred to Objective 2, which calls for expanding Chautauqua’s convening authority year-round to broaden its impact beyond the summer assembly season; and noted its direct link to the CHQ Assembly platforms and programming provided this summer. To date CHQ Assembly has 10,016 subscribers to the video platform which includes 1,000 from the aforementioned partnership with Mather, a 55+ lifelong learning community with diverse members. Staff is currently focused on retention of subscribers beyond the 90-day free trial offered this summer; refinement of technology and upgrades; assessment and analysis; brand strategy development; and opportunities beyond the summer assembly season.

IV. Committee, Working Group, and Other Reports

Executive Committee

Ms. Maxwell recapped the weekly meetings of the Executive Committee with respect to 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 Board received notice of decisions made; and reported that Chautauqua Health & Fitness at the Turner Community Center has been approved for opening in the near term based on the CDC and NY State Guidelines and staff developed safety plans. Ms. Maxwell deferred the remainder of the Executive Committee report to the executive session of the Board.

Audit Committee

Ms. Maxwell recognized Mr. Metzger, Chair of the Audit Committee. Mr. Metzger reported the committee approved the engagement of BWB as the Institution’s auditors for fiscal year 2020 and reviewed the Conflict of Interest and Related Party Transaction forms for the to-be-renewed Trustees, and to-be-elected Trustees and found no issues of concern or conflict.

Nominating & Governance

Ms. Maxwell recognized Ms. Kyler, Chair of the Nominating & Governance Committee. On behalf of the Nominating & Governance Committee, Ms. Kyler offered the following motions regarding re-election of current Trustees and election of new Trustees:

Re-Election of Current Trustees

Upon the recommendation of the Nominating & Governance Committee, a motion was made to re-elect Ms. Anita Lin for a second four-year term to the Board of Trustees to the class of 2024.

The motion was adopted. Ms. Lin abstained from voting.

Upon the recommendation of the Nominating & Governance Committee, a motion was made to re-elect Ms. Nancy Kyler for a second four-year term to the Board of Trustees to the class of 2024.

The motion was adopted. Ms. Kyler abstained from voting.

Election of New Trustees

Upon the recommendation of the Nominating & Governance Committee, a motion was made to elect Ms. Helene Gayle and Mr. David Peckinpaugh as Class A Trustees to the Board of Trustees, each for a four-year term to the class of 2024.

The motion was adopted.

Budget & Finance Committee

Ms. Maxwell recognized Mr. Brady, Chair of the Budget & Finance Committee. Mr. Brady and Mr. Baggiano provided a summary of the 2020 Forecast Consolidated Operating results including total revenue, direct expense, and net loss from operations for the Institution and the Chautauqua Hotel Company. Institution earned revenue is forecasted to underperform against budget in the areas of gallery sales, online classes, and post-season conference activities, while earned revenue in golf and philanthropy for CHQ Assembly are expected to be ahead of budget. The Institution and Hotel staff continue to develop strategies to reduce the 2020 forecasted loss from operations.

Referring to 2021 financial planning and budget development, Mr. Brady outlined three broad financial scenarios which will frame and guide the development of the 2021 budget. Work will also include assessing the risks, timelines, and levers for decision-making associated with the scenarios.

Marketing & Brand Strategy Committee

Ms. Maxwell recognized Mr. Keogh, Chair of the Marketing & Brand Strategy Committee. Mr. Keogh referred to the work of the Committee over the next several months which includes assessment of and planning for ongoing programming of for CHQ Assembly.

Human Resources & Compensation Committee

Ms. Maxwell recognized Ms. Perry, Chair of the Human Resources and Compensation Committee. Ms. Perry deferred the report of the Committee to the executive session of the Board.

Development Council

Ms. Maxwell recognized Mr. Osborne, Chair of the Development Council. Mr. Osborne referred to the revised Development Council Charter noting the specific amendments within the Charter. He reported recent philanthropic results for the Chautauqua Fund. Mr. Osborne referenced the upcoming September 9, 2020, and September 15, 2020, Schultz & Williams webinar presentations which will provide an overview of their report and recommendations regarding the conduct of a new comprehensive campaign. These will be identical sessions provided to the Board of Trustees and the Foundation Board of Directors. In addition, a feedback session for Trustees and Directors will be provided on September 23, 2020. The collective feedback will be funneled back into the Development Council deliberations in October for their report to the Board of Trustees and the Board of Directors at their respective meetings in November 2020. He also reported the Development Council will be developing metrics and tools to assess overall philanthropic efforts and achievements.

Architectural Review Board

Ms. Maxwell recognized Mr. Jeffrey, Chair of the Architectural Review Board (ARB). Mr. Jeffrey recognized Ms. Brueschke and Mr. Rosen for their dedication and service to the work of the Board over the last several years and welcomed Mr. Horner and Mr. Neches. Mr. Jeffrey deferred the remainder of his report to the executive session of the Board.

Lake Working Group

Ms. Maxwell recognized Ms. Trefts, Chair of the Lake Working Group. Ms. Trefts reported on the recent meeting of the Lake Working Group with Vince Horrigan, Interim Executive Director of the Chautauqua Lake Watershed Management Alliance (CLWMA), and Pierre Chagnon, Director of the Chautauqua Lake Watershed Management Alliance. Mr. Horrigan and Mr. Chagnon shared the organizational structure of the CLWMA; current projects and collaborations with the Army Corps of Engineers and others; funding sources; CLWMA's position regarding herbicide use; recent collaboration with the Jefferson Project; and the County's role relative to addressing the health of Chautauqua Lake.

Ms. Maxwell recognized Ms. Trefts for her dedication and leadership which led to the collaboration with the Jefferson Project and focus toward science-based solutions relative to Chautauqua Lake.

Chautauqua Hotel Company Board

Mr. Hill reported the Chautauqua Hotel Company Board of Directors met and received consolidated operating results for 2020 and considered strategies toward the 2021 budget.

V. Chautauqua Foundation

Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, referred to the Foundation Membership Meeting held on Saturday, August 22, 2020, which was conducted via electronic media. He reported current endowment assets of \$101 million, noting recent recoveries in the market. The Foundation Board met following the Membership Meeting to discuss the payout to the Institution for 2020 and 2021 based on current donor endowment restrictions; shared the importance of adherence to donor intent and restrictions relative to programmatic assignments; emphasized commitment to educating the Board relative to the Foundation's procedures in calculating payout to the Institution; discussed the role of the Foundation as partners in the campaign efforts going forward; and highlighted the Foundation's continued engagement in the oversight of investments and payout strategies.

VI. Recognition of Retiring Trustees

Ms. Maxwell recognized Mr. James Brady and Mr. David Rosen, each of whom is retiring from the Board after completing their respective terms as Trustees.

Ms. Maxwell shared her personal reflections regarding Mr. James Brady's tenure and in particular his dedication to the financial planning and sustainability of Chautauqua Institution. She then read the following resolution, after which Mr. Brady made brief remarks to the Board and others in attendance regarding the opportunity to serve as a Trustee.

WHEREAS, James Brady has served the Chautauqua Institution as a member of its Board of Trustees for ten years, from 2010 to 2020, serving as:

- a member of the Budget & Finance Committee from 2010 to 2013 and its Chair from 2016 to 2020,
- a member of the Development Council from 2011 to 2012 and its Chair from 2012 to 2016,
- a member of the Audit Committee from 2011 to 2019,
- a member of the Executive Committee since 2012,
- a member of the Chautauqua Foundation Board of Directors as a Trustee Director from 2015 to 2016,
- a member of the Chautauqua Hotel Corporation's Board of Directors since 2017,
- a member of the Board's Sustainability Task Force, and
- a member of the Institution's Presidential Search Committee; and

WHEREAS, Mr. Brady 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, as Chair of the Budget & Finance Committee and member of the Audit Committee, Mr. Brady has dedicated his time, leadership and expertise to oversight of the Institution's financial planning, sustainability and internal financial procedures while insisting on the highest levels of conduct; and

WHEREAS, Mr. Brady's strong and effective voice as a member of the Institution's Presidential Search Committee helped assure the successful selection and hiring of the 18th President of the Chautauqua Institution, Michael E. Hill;

NOW, THEREFORE, BE IT RESOLVED, that in deep gratitude for Mr. Brady'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.

A motion was made and seconded to adopt the Board Resolution in recognition of Mr. James Brady's service and tenure to the Chautauqua Institution Board of Trustees.

The motion was approved.

Ms. Maxwell shared her personal reflections regarding Mr. David Rosen's tenure and in particular his

dedication to the completion of the Amphitheater Renewal Project. She then read the following resolution, after which Mr. Rosen made brief remarks to the Board and others in attendance regarding the opportunity to serve as a Trustee.

WHEREAS, David Rosen has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2012 to 2020, serving as:

- a member of the Budget & Finance Committee from 2012 to 2019,
- a member of the Architectural and Land Use Regulations Advisory Group from 2012 to 2013,
- a member of the Architectural Review Board from 2013 to 2020,
- a member of the Board Special Committee on Amphitheater Related Issues from 2015 to 2017, and
- a member of the Executive Committee from 2017 to 2019; and

WHEREAS, Mr. Rosen throughout his service on the Board of Trustees has been singularly devoted to the best interests of the Institution; and

WHEREAS, Mr. Rosen has dedicated his time, skills, and counsel to preserving the character of Chautauqua Institution's buildings and grounds, serving successively on the Architectural Land Use Regulations Advisory Group and the Architectural Review Board, where he has been dedicated to safeguarding the unique array of architecture and the aesthetic integrity of the Institution; and

WHEREAS, Mr. Rosen's meticulous and tireless work as a member of the Board of Trustees Special Committee on Amphitheater Related Issues helped assure the timely and successful completion of the Amphitheater Project;

NOW, THEREFORE, BE IT RESOLVED, that in deep gratitude for Mr. Rosen'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.

A motion was made and seconded to adopt the Board Resolution in recognition of Mr. David Rosen's service and tenure to the Chautauqua Institution Board of Trustees,

The motion was approved.

VII. Executive Session

Hearing no objection, Ms. Maxwell adjourned the meeting and the Board went into executive session, inviting Mr. Hill, Mr. Price. Mr. Snyder and Mr. Renjilian to participate.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees