

**CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES**  
**Chautauqua DC Offices**  
**Washington, DC**  
**8:30 a.m., Saturday, February 8, 2020**

**DRAFT MINUTES**  
**(Subject to Change Upon Final Approval)**

**Members Present**

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

**Members Absent**

James Klingensmith  
Mike Metzger  
George Snyder

**Others Present**

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

**I. Minutes**

The minutes of the August 24, 2019, and November 2, 2019, minutes were approved as distributed.

**II. Report of the Chair**

Ms. Maxwell thanked the members for their work in developing Charters for their respective committees noting the Charters may be amended in the future based on the evolving work of each committee. Committee chairs were asked to coordinate any future amendments with Ms. Kyler, Chair of the Nominating & Governance Committee.

Ms. Maxwell reported the Board will soon have a Chautauqua Board of Trustees Portal allowing them access to all relevant materials for meetings, policies and other related documents; noted Ms. Barmore has been researching various portals and is expected to launch the Portal within the next few months; recognized and thanked Tim and Leslie Renjilian for their efforts as Chautauqua Fund Chairs, noting they will step down as chairs in 2020; thanked the members of the Board for their philanthropic support to the 2019 Chautauqua Fund; and recognized Ms. Barmore for her work in arranging the logistics for the first meeting of the Board in the Chautauqua/Washington, DC offices.

### **III. Report of the President**

Mr. Hill referred to planned changes in the Youth and Family Programs, including the background and purpose of the changes, and reviewed specific details and progress toward each of the key objectives and cross-cutting imperatives of the Strategic Plan. He also updated the Board on the Campus Master Plan and Chautauqua's Washington DC office expansion; reviewed the status of Chautauqua Police Department authority, including discussions with the Town of Chautauqua and other key officials; referred to recent gatherings and discussions with regional and government leaders around the status of Chautauqua's police, lake issues, master planning and airport service; and reported on ongoing partnership initiatives and staffing and other operational changes.

### **IV. Committee, Working Groups, and Other Reports**

#### **Executive Committee**

Ms. Maxwell reported the Executive Committee met to discuss personnel-related issues and deferred the committee's report to the executive session of the Board.

#### **Budget & Finance Committee**

Mr. Baggiano reported the 2019 Chautauqua Financial Forecast is unchanged from the report provided to the Board at its November 2019, meeting and noted final expenses are still being received. He noted that due to better-than-expected efficiency of endowment payout funds and lower expenses, the projected gain from operations should exceed the budgeted goal of \$2,836,000, as well as the previous 2019 forecasted number.

Mr. Brady reported the Budget & Finance Committee met and approved the revised Budget & Finance Charter; discussed the Maintenance Facility Project; reviewed the Mobilization of Technology Road Map; and reviewed the strategies around multi-year budgeting. The Committee will meet in March to continue its work on Technology Mobilization and multi-year budgeting around the strategic initiatives. Mr. Baggiano referred to the Technology Mobilization Plan and engagement of a technology consulting firm to assist in identifying the strategic business design encompassing all aspects of the organization and its related businesses. Ms. Maxwell thanked Mr. Brady and the members of the Budget & Finance Committee and staff for their work in developing the 2020 budget, which was approved in November 2019, three months earlier than in previous years.

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

Ms. Kyler reported the Committee has focused its work on the identification of attributes required and needed in their consideration of Trustee candidates. Attributes were determined based on alignment with the goals and initiatives within the Strategic Plan and the skills/attributes needed to achieve those goals. The Board was asked to share names of potential candidates with Ms. Barmore and Ms. Kyler, keeping in mind the required attributes cited by the committee.

#### **Marketing & Brand Strategy Committee**

Mr. Keogh noted the Committee reviewed the 2020 Marketing & Communications Plan in detail. The 2020 Plan calls for a deepening focus on the development of data and advanced analytical tools to inform strategic decision-making and encompasses the goals and initiatives within Chautauqua's *150 Forward* Strategic Plan. The Committee also reviewed the 2019 Marketing Plan results against goals and approved the Charter for the Marketing & Brand Strategy Committee.

### **Audit Committee**

Ms. Maxwell, reporting in Mr. Metzger's absence, noted the Audit Committee did not have any new items to report.

### **Human Resources & Compensation Committee**

Ms. Perry deferred the report of the Committee to the executive session of the Board.

### **Development Council**

Mr. Osborne reported the Development Council has focused its work on the initial Scope of Work, Campaign Planning Study and Work Plan submitted by consultants Schultz & Williams; development of the Advancement Plan presented by the Advancement Team to the Board on Friday, Feb. 7, 2020; and performance toward the 2019 Chautauqua Fund goal.

#### ***Chautauqua Institution Gift Acceptance Policy***

Mr. Osborne referred to the Chautauqua Institution Gift Acceptance Policy, which includes revisions to address the transition of the Advancement Staff and its functions from the Chautauqua Foundation to Chautauqua Institution.

***Upon the recommendation of the Development Council, a motion was made that the Board of Trustees accept the revised Chautauqua Institution Gift Acceptance Policy as presented in the Board materials.***

***The motion was adopted.***

A copy of the Chautauqua Institution Gift Acceptance Policy is amended to the official minutes and filed in the office of the Corporate Secretary.

#### ***2020 Chautauqua Fund Goal***

Mr. Osborne referred to the proposed 2020 Chautauqua Fund goal, which is consistent with the 2020 budget previously approved by the Board of Trustees.

***Upon the recommendation of the Development Council, a motion was made that the Board of Trustees approve the 2020 Chautauqua Fund goal of \$5,350,000.***

***The motion was adopted.***

### **Architectural Review Board (ARB)**

Mr. Jeffrey referred to the meeting of the ARB on Thursday, Feb 6, 2020, noting the various cases brought before the Board and status of each case.

### **Lake Working Group**

Ms. Trefts stated the Working Group met several times prior to this meeting in preparation for the presentation given to the Board at its meeting Friday, Feb. 7, 2020; received reports from staff toward their work in developing collaborations with local lake interest groups and county and state leaders; and assisted in identifying partners and financial sources towards science-based approaches to address lake issues.

### **Chautauqua Hotel Board**

Mr. Hill noted the Hotel Board did not meet in this cycle and has no report at this time.

### **Chautauqua Foundation**

Mr. Renjilian referred to the recent achievement of reaching \$100 million endowment value; discussed financial returns for investments managed by Hirtle Callaghan; noted the recent changes in the Foundation staff and transfer of the Advancement Staff and operations to the Institution; discussed the Foundation's collaboration with Institution staff toward communications to endowment donors, its members and former board members; shared the Foundation's investment strategies and goals within the portfolio; noted the Foundation Board will meet in late May; and invited the Board of Trustees to the pre-season dinner hosted by the Foundation.

### **V. Other Business**

Ms. Maxwell noted the July meeting of the Board of Trustees will include the Foundation Board of Directors and will focus on Board development. The discussion will be facilitated by a guest speaker.

### **Executive Session**

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

Respectfully submitted,

Rindy S. Barmore  
Corporate Secretary  
Chautauqua Institution Board of Trustees