

**CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES  
HULTQUIST CENTER  
Chautauqua Institution, Chautauqua, NY  
8:30 a.m., Saturday, August 24, 2019**

**MINUTES**

**Members Present**

Jim Pardo – Chair	Nancy Kyler
Jim Brady	Anita Lin
Christine Brueschke	Mike Metzger
Hugh Butler	John Milos
Judith Claire	Bill Neches
Nancy Gibbs	Richard Osborne
Bonnie Gwin	Sheila Penrose
John Haughton	Marnette Perry
Bob Jeffrey	David Rosen
Kyle Keogh	George Snyder
	Larry Thompson

**Members Absent**

Don Boswell  
Carolyn Byham  
James Klingensmith  
Dorothy Trefts

**Others Present**

Michael Hill  
Sebby Baggiano  
Rindy Barmore  
Matt Ewalt  
Geof Follansbee  
Candace Maxwell  
Deborah S. Moore  
Emily Morris  
Paul Perry  
Sam Price  
Tim Renjilian  
Shannon Rozner  
John Shedd

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

**I. Minutes**

***There being no corrections or additions, the minutes of the May 4, 2019, meeting of the Board of Trustees were approved as presented.***

**II. Report of Chair and Chair-Elect**

Mr. Pardo recognized the Staff for a successful season and called on Ms. Maxwell, Chair-Elect, for her report.

Ms. Maxwell provided an update on the work of the Working Group on Implementation of the Strategic Plan, which has been working with Ms. Rozner to develop processes for the Executive Staff to frame the cross-cutting imperatives and other initiatives contained within the plan; identify and develop strategies to optimize and free up resources; develop processes to identify and screen strategic initiatives; develop templates and evaluation tools to measure initiatives; and determine processes for prioritization and sequencing of initiatives. Ms. Rozner will share the work with Mr. Hill and the Executive Staff as they identify, develop, and evaluate strategic initiatives. The Working Group will now move to a Board oversight and evaluation role with focus on the cross-cutting imperatives and overall goals of the Strategic Plan. Ms. Maxwell thanked the members of the Working Group for their participation over the summer and her gratitude for their continued commitment going forward.

Ms. Maxwell reported that she soon will appoint a working group or special committee of the Board to focus on the health of Chautauqua Lake.

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

Mr. Hill asked Mr. Baggiano to report on the 2019 census results.

Mr. Baggiano stated that the preliminary end-of-the-Season numbers suggest that 2019 Long Term Ticket Census (excluding Season tickets) will come in 1.89% ahead of 2018 results and 0.43% ahead of the goal for 2019; single ticket sales will trail both 2018 actual and 2019 budgeted projection; Season ticket census will essentially be flat from 2018; revenue/person day for long-term tickets (excluding Season tickets) will be approximately \$50.10 vs a budgeted projection of \$49.97; and Hotel occupancy should finish between 86-87%.

Ms. Morris referred to the 2019 Census Goal Progress Report by week, which staff tracks via a shared internal dashboard, noting the specific numeric goals for each week and the strategies used to achieve those goals. Long Term Ticket Census (excluding season tickets) is projected to finish at 145,565 compared to 142,857 in 2018. Growth is mostly due to the increase in one-week ticket sales.

Mr. Hill commended the Executive Staff on the success of the 2019 Season, noting that throughout the development of the program the Staff tested various strategies geared toward achieving census and revenue goals. He referred to the various town hall sessions held during the Season, which included weekly sessions on the Strategic Plan and frequent sessions on both Master Planning and IDEA — noting the attendance and feedback received at each. The Institution has been working with County Executive George Borrello and other Chautauqua County Officials to secure commercial air service to/from the Chautauqua County Jamestown Airport. The Institution has committed to provide financial and in-kind support for a period of three years and has signed a statement of intent predicated on the commencement of commercial air service not later than March 2020.

Mr. Hill noted discussions with The Jefferson Project continue toward identifying scientific solutions to address the environmental issues in Chautauqua Lake. Members of the Jefferson Project visited Chautauqua Lake earlier in the Season and most recently provided a proposal for scientific solutions to address the lake issues. Ms. Trefts has been instrumental in providing support and leadership in support of this effort.

### **IV. Audit Committee**

Mr. Metzger reported that the committee met; reviewed and approved the Form 990; approved the engagement of BWB as the Institution's auditors for 2019; and reviewed the Conflict of Interest and Related Party Transaction forms for the Chair-Elect, to-be-renewed Trustees, and to-be-elected Trustees and found no issues of concern or conflicts.

**V. Nominating Committee**

**Recommendation for Election to the Class of 2023**

*Re-Election of Current Trustees*

***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 Ms. Judith Claire and Mr. Kyle Keogh as Class A Trustees — each for their second four-year term to the Board of Trustees in the class of 2023.***

Each of Ms. Claire and Mr. Keogh abstained from voting as to their own re-election.

*Election of New Trustees*

***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. Izumi Hara, Mr. Terrance Horner, Ms. Sarah Hagen McWilliams, and Mr. Richard Wade as Class A Trustees — each for a four-year term to the Board of Trustees in the class of 2023.***

*Election of Trustee & Board Chair*

***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. Candace Maxwell as a Trustee and Chair of the Board — for a two-year term in the Class of 2021.***

**VI. Development Council Report**

***Naming of Odland Plaza Expansion***

Mr. Follansbee reported that at its recent meeting the Development Council voted to recommend the following resolution to the Board of Trustees:

***WHEREAS, The Board of Trustees previously approved the naming of certain outdoor gathering and pedestrian space between the exteriors of the Amphitheater and the rear of Smith Memorial Library as Odland Plaza, and***

***WHEREAS, the donors to that project have since made an additional donation to permit the pedestrian plaza area to be renovated and extended between the west side of Smith Memorial Library and the east side of Hultquist Center from the former boundary of Odland Plaza up to Miller Ave.***

***NOW, THEREFORE, the Board of Trustees on recommendation of the Development Council hereby approves the naming of the extended plaza area such that the entire area reflected on the schematic shall be hereafter known and referred to as Odland Plaza.***

***On motion made, seconded and carried, the Board approved the above resolution and naming of the extended area now known as Odland Plaza.***

Mr. Follansbee discussed recent philanthropic efforts to purchase Steinway Pianos — an effort necessitated by the Steinway & Son’s Company’s exit from the rental/leasing market; referred to the recent increase in the threshold for membership in the Bestor Society; and discussed overall giving to the Annual Fund. Staff is focusing on additional Corporate Sponsorships to stabilize the Annual Fund. As of July 31, 2019, the Annual Fund has raised \$3,049,519 toward its \$5,000,000 goal.

Mr. Hill reminded the Board that gifts that are spendable within the year received but restricted to funding a specific project or program are counted inside the Annual Fund, which creates the potential for fluctuations from year to year.

**VII. Report of the Chautauqua Foundation**

As of June 30, 2019, the Foundation reported net assets of \$95,409,790. Mr. Follansbee shared the Foundation’s asset allocation vision and reported overall positive results in the investment portfolio.

**VIII. Report of the Hotel Board**

Mr. Hill referred to the Hotel’s success as a gathering place with the inclusion of the Hotel bar and lounge area and the work of Mr. Leland Lewis, General Manager, toward customer service, staff development, and planning for a more attractive and functional year-round Hotel.

**IX. Architectural Review Board**

Mr. Jeffrey recognized Mr. John Milos for his service on the ARB for the past five years, noting that Mr. Milos will be leaving ARB at the end of his tenure on the Board of Trustees as of October 1, 2019. The ARB will be coming to the Board in early spring of 2020 with minor changes to the ARB Regulations.

**X. Recognition of Retiring Trustees**

Mr. Pardo recognized Mr. Don Boswell, Ms. Carolyn Byham, Ms. Bonnie Gwin, and Mr. John Milos, each of whom is retiring from the Board after completing their respective terms as Trustees.

Mr. Boswell and Ms. Byham were unable to attend the meeting, and Mr. Pardo shared with the Board Mr. Boswell’s and Ms. Byham’s gratitude in serving on the Board for the past eight years and their appreciation for their gifts and Board Resolutions, which are reflected in the minutes below.

**Donald K. Boswell**

**WHEREAS, Don Boswell has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2011–2019, serving as:**

- **a member of the Program Policy Committee from 2011–2018, and**
- **a member of the Budget and Finance Committee from 2014–2015, and**
- **a member of the Marketing & Brand Strategy Committee from 2015–2019; and**

**WHEREAS, Mr. Boswell 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**, through his experience, imagination and creativity as a member of the Program Policy Committee, Mr. Boswell demonstrated leadership of and a true commitment to Chautauqua's programming; and

**WHEREAS** as a member of the Marketing & Brand Strategy Committee, Mr. Boswell consistently balanced issues of marketing and branding opportunities with the need for financial responsibility and sustainability;

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

### **Carolyn M. Byham**

**WHEREAS**, Carolyn Byham has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2011–2019, serving as:

- a member of the Program Policy Committee from 2011–2018, and
- a member of the Marketing & Brand Strategy Committee from 2017–2018; and

**WHEREAS**, Ms. Byham throughout her service on the Board of Trustees has been singularly devoted to the best interests of the Institution; and

**WHEREAS**, during her service on the Board generally, and as a member of the Program Policy Committee in particular, Ms. Byham has consistently demonstrated commitment to excellence and innovation in Chautauqua's various programs and has served as an ambassador in her local community in the recruitment of new audiences to Chautauqua;

**NOW, THEREFORE, BE IT RESOLVED**, that in deep gratitude for Ms. Byham'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.

Mr. Pardo then recognized Ms. Gwin for her service on the Board of Trustees, noting her special service in the area of governance issues. Mr. Pardo read the following resolution, after which Ms. Gwin made brief remarks to the Board and those others in attendance regarding the opportunity to serve as a Trustee.

### **Bonnie W. Gwin**

**WHEREAS**, Bonnie Gwin has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2011 to 2019, serving as:

- a member of the Nominating & Governance Committee from 2011–2014,
- Chair of the Nominating & Governance Committee from 2014–2016,
- Vice Chair of the Nominating & Governance Committee from 2016–2019,
- a member of the Human Resources & Compensation Committee from 2012–2016,
- Chair of the Human Resources & Compensation Committee from 2016–2018,
- Vice Chair of the Human Resources & Compensation Committee from 2018–2019; and

- a member of the Executive Committee from 2014–2017; and

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

**WHEREAS**, Ms. Gwin has been dedicated to the improvement of Board governance and the recruitment of new leadership on the Board of Trustees during her service as Chair of the Nominating & Governance Committee and, through her vision and knowledge of leadership development, has provided particularly effective counsel and insights into the evaluation and oversight of leadership as Chair of the Human Resources & Compensation Committee;

**NOW THEREFORE BE IT RESOLVED**, that in deep gratitude for Ms. Gwin’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.

Mr. Pardo then recognized Mr. Milos for his service on the Board of Trustees, noting his special service in connection with the Amphitheater Renovation Project. Mr. Pardo read the following resolution, after which Mr. Milos made brief remarks to the Board and those others in attendance regarding the opportunity to serve as a Trustee.

#### **John A. Milos**

**WHEREAS**, John Milos has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2011–2019, serving as:

- a member of the Budget & Finance Committee from 2011–2017,
- a member of the Development Council from 2011–2019,
- a member of Executive Committee from 2013–2018,
- a member of the Architectural Review Board from 2014–2019,
- a member of the Marketing & Brand Strategy Committee from 2016–2018, and
- a member of the Nominating & Governance Committee from 2017–2018; and

**WHEREAS**, Mr. Milos for seven years (2011–2017) devoted his time, service, skills and counsel to the oversight of the Amphitheater Renewal Project, serving successively during that time on the Amphitheater Study Group, the Amphitheater Advisory Committee and the Board Special Committee on Amphitheater Related Issues; where he consistently advocated and advanced the best interests of the Institution and the Chautauqua community to ensure the timely and successful completion of the Project; and

**WHEREAS**, Mr. Milos through his service on the Board generally, and as a member of the Budget & Finance Committee, the Executive Committee and the Marketing & Brand Strategy Committee in particular, consistently delivered a productive and high level of oversight regarding issues of financial sustainability and compliance with the Institution’s internal procedures and policies;

**NOW, THEREFORE, BE IT RESOLVED**, that in deep gratitude for Mr. Milos 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.

Mr. Pardo turned the meeting over to Ms. Candace Maxwell, the newly elected future Chair of the Board of Trustees, who then commented on the service of Mr. Pardo as Chairman of the Board of Trustees and recognized him with the following resolution:

**James A. Pardo, Jr.**

**WHEREAS**, James A. Pardo, Jr. has served the Chautauqua Institution as Board Committee Community Member for two years from 2004 to 2006; and as a member of its Board of Trustees for thirteen years from 2006 to 2019, serving as:

- a member of the Nominating & Governance Committee from 2006 to 2012,
- a member of the Personnel Committee from 2006 to 2013 and its Chair from 2008 to 2013,
- a member of Architectural Review Board from 2007 to 2013,
- a member of the Executive Committee from 2008 to 2019,
- Vice Chair of the Chautauqua Hotel Corporation from 2013 to 2019,
- a member of the Development Council from 2013 to 2019,
- a member of the Institution’s Presidential Search Committee, and
- Chair of the Board of Trustees from 2013 to 2019; and

**WHEREAS**, through his unwavering leadership, deep knowledge and strong and effective voice, Mr. Pardo has contributed greatly to the conduct and performance of the Board of Trustees; and

**WHEREAS**, as Chair of the Board of Trustees, Mr. Pardo led Board oversight of the successful and timely completion of the Amphitheater Renewal Project, while consistently advocating and advancing the best interests of the Institution and the Chautauqua community; and

**WHEREAS**, as a member of the Institution’s Presidential Search Committee, Mr. Pardo contributed significantly to the selection and hiring of the 18<sup>th</sup> President of Chautauqua Institution, Michael E. Hill; and

**WHEREAS**, as Chair of the Board of Trustees, Mr. Pardo led the Board’s efforts to establish the 150 Forward Strategic Plan for Chautauqua Institution, 2019 to 2028;

**NOW, THEREFORE, BE IT RESOLVED**, that in deep gratitude for Mr. Pardo’s exemplary leadership and 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.

**XI. Committee Assignments**

Ms. Maxwell will share the 2019-2020 Board Committee Assignments with the Board in executive session.

***Upon the recommendation of Ms. Maxwell and on motion made, seconded and carried, the Board approved the nomination of Ms. Marnette Perry as Vice Chair of the Board of Trustees for a two-year term from 2019-2021.***

**XII. Executive Session**

***The Board went into Executive Session inviting Ms. Maxwell, Mr. Hill, Mr. Snyder, Mr. Renjilian, 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