



**CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES**  
**Chautauqua Institution, Chautauqua, NY**  
**8:30 a.m., Saturday, November 2, 2019**

**MINUTES**

**Members Present**

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

**Members Absent**

Dorothy Trefts  
Larry Thompson

**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  
John Shedd  
George Snyder

Ms. Maxwell opened the meeting with a word of prayer

**I. Minutes**

***Approval of the August 24, 2019, Board of Trustee meeting are deferred until the February meeting of the Board.***

**II. Report of the Chair**

Ms. Maxwell recognized the newest members of the Board, Ms. Izumi Hara, Mr. Terrance Horner, Ms. Sarah Hagen McWilliams and Mr. Richard Wade. She also thanked Trustee for Life, Mr. George Snyder for his ongoing leadership and contributions to the Institution and Foundation Boards. She expressed appreciation to the Trustees and staff for their participation and work during the deep dive discussions at Friday's meeting.

The standing committees of the board have been asked to develop Charters for their respective committees. These will be reviewed by the Nominating & Governance Chair and the Institution's legal counsel and will be shared with the Board at its February 2020 meeting.

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

Mr. Hill referred to the success of the 2019 season; provided an update on staff and personnel; shared highlights of the 2020 season and shoulder season programs; noted the continued focus on development of multi-year budgets; and shared highlights from recent discussions with potential collaborators.

### **IV. Committee Reports**

#### **Executive Committee**

Ms. Maxwell elaborated on the composition and role of the Executive Committee, consistent with the Institution's bylaws.

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

Mr. Brady, Chair of the Budget & Finance Committee, reported the committee met to review the 2019 financials; reviewed and approved the proposed 2020 ticket pricing and fees; and reviewed and approved for recommendation to the Board the 2020 Operating & Capital Spending Plans and the Standard Banking Resolutions.

#### ***2019 Financial Results***

Mr. Baggiano discussed the 2019 financial results in detail, including census, revenue and expense. He also discussed the 2020 census forecasts based on an analysis by staff and the review of the Marketing & Brand Strategy Committee. Key takeaways for the 2019 season included the achievement of the highest long-term census since 2008 and Athenaeum Hotel Occupancy results of 86% occupancy, compared to a budgeted occupancy of 82%.

#### ***2020 Operating Plan***

Mr. Baggiano reviewed the 2020 Operating & Capital Spending Plans in detail, including new investments consistent with the *150 Forward* Strategic Plan; discussed projected growth in earned and philanthropic revenue; reviewed the 2020 projected expenses; and shared the long-term pricing strategies.

***Upon the recommendation of the Budget & Finance Committee and on motion made, seconded and carried, the Board approved the 2020 Operating Plan.***

#### ***2019 Capital Spending Plan***

Mr. Shedd referred to the proposed 2020 Capital Spending Plan, highlighting those capital items over \$20,000 in the areas of facilities; streets, walkways and parking; operational needs; and computer and IT infrastructure needs.

***Upon the recommendation of the Budget & Finance Committee and on motion made, seconded and carried, the Board approved the 2020 Capital Spending Plan.***

#### ***Standard Banking Resolution***

***Upon the recommendation of the Budget & Finance Committee and on motion made, seconded and carried, the Board approved the 2020 Standard Banking Resolutions.***

Copies of the Standard Banking Resolutions are on file with the official minutes.

### **Nominating & Governance**

Ms. Kyler, Chair of the Nominating & Governance Committee, reported that the committee received and reviewed the President's recommendations for Corporation officers, consistent with Institution bylaws.

#### ***Election of Officers***

***Upon the recommendation of the President and of the Nominating & Governance Committee and on motion made, seconded and carried, with one abstention, Mr. Metzger, the Board elected the following individuals as officers of the Corporation for a term of one year:***

Sebastian Baggiano	Executive Vice President & Chief Financial Officer
Rindy Barmore	Corporate Secretary
Matt Ewalt	Vice President of Education
Geof Follansbee	Vice President of Advancement
Deborah Sunya Moore	Vice President of Performing and Visual Arts
Emily Morris	Vice President of Marketing & Communications/Chief Brand Officer
Gene Robinson	Vice President of Religion/Senior Pastor
Shannon Rozner	Chief of Staff/Vice President of Strategic Initiatives
John Shedd	Vice President of Campus Planning & Operations

Mr. Follansbee's title as Vice President of Advancement is effective as of January 1, 2020.

#### ***Revised Conflict of Interest Policy***

Ms. Kyler reported the Nominating & Governance Committee has reviewed an amendment to the Conflict of Interest Policy to reflect a comprehensive listing of current executive staff titles, and to remove individual names from the policy.

***Upon the recommendation of the Nominating & Governance Committee and on motion made, seconded and carried, the Board approved the Conflict of Interest Policy as amended with the notation the title of Vice President of Advancement is effective as of January 1, 2020.***

#### ***Revised Term of Office***

Ms. Kyler reported that the Nominating & Governance Committee discussed modification of Ms. Candace Maxwell's term as a trustee, in accordance with the Institution's bylaws. At its August 2019 meeting, the Board had approved election of Ms. Maxwell to a term as a trustee for two years.

***Upon the recommendation of the Nominating & Governance Committee and on motion made, seconded, with one abstention, Ms. Maxwell, the Board approved the modification of Ms. Maxwell's term as a trustee to a term of four years commencing on October 1, 2019, and concluding October 2, 2023 (Class of 2023), and reaffirmed her term as Chair of the Board for a two-year term to the Class of 2021.***

### **Audit Committee**

Mr. Metzger, Chair of the Audit Committee, reported that the Audit Committee received and accepted the FY2019 Audit Plan from Buffamante Whipple Buttafaro (BWB); received BWB's Special Engagement

Report regarding cash control processes and procedures; and received and reviewed from the Trustees and Key Employees the annually required signed documentation relating to possible conflicts and related party transactions. Based on review by legal counsel, the committee reports no conflicts or issues were found.

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

Ms. Perry, Chair of the Human Resources & Compensation Committee, reported the committee received an update on 2019 HR initiatives which included onboarding processes for full-time and seasonal staff and the creation and implementation of an organization-wide Performance Management Process. The committee is working on the 2019 Presidential Evaluation Survey form, which will be sent to the Board on or about November 30. The members of the Board of Trustees will be asked to complete and return the evaluation by December 17, 2019.

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

Mr. Keogh, chair of the Marketing and Brand Strategy Committee, reported that the committee reviewed analysis of the 2019 season marketing and census results; reviewed and approved the Marketing & Brand Strategy Committee Charter; and reviewed the 2020 Marketing Plan. He noted the 2019 marketing results included increased census in long-term and person days. He referred to the multiyear “Chain of Excellence Customer Service” program, which reported 2019 Net Promoter Score (NPS) results of 74.03%, compared to a 2018 NPS of 72.86%. He commended staff for achieving the 2019 results.

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

Mr. Jeffrey, Chair of Architectural Review Board, recognized Ms. Lin, the newest member of the ARB; referred to the status of recent cases brought before the ARB; and reported the ARB will be reviewing the Architectural and Land Use Regulations and expects to provide recommendations to the Board for approval at its November 2020 meeting.

#### **Hotel Board**

Mr. Hill reported that the Hotel Board reviewed the 2019 financial results and its proposed 2020 budget plan, which was reported out in Budget & Finance Committee reports included in the Board materials. Mr. Leland Lewis, General Manager, and his leadership team shared plans and initiatives for increased Hotel revenue opportunities during the shoulders of the season.

#### **Development Council**

Mr. Osborne, Chair of the Development Council, reported the Council met and approved the Charter for the Development Council; is developing an Institution Gift Acceptance Policy; will be recommending revisions to the current Foundation Gift Acceptance Policy; reviewed philanthropic metrics tied to the initiatives the *150 Forward* Strategic plan; and received a status report from Schultz & Williams, consultants, regarding the development of the next philanthropic campaign.

### **V. Report of the Chautauqua Foundation**

Mr. Renjilian, Chair of the Chautauqua Foundation, reported on the activities and work of the Foundation over the last few months; discussed the importance of the collaboration and visioning between the boards; referred to the work toward the movement of the Chautauqua Foundation’s fundraising staff and activities to the Institution, clarifying the financial and operational implications in that separation of that work; noted the need to define the role and responsibilities of the Foundation, its Board and remaining staff based on the transition; and affirmed the Foundation’s primary responsibility to grow endowment and manage the investment portfolio to maximize the payout to the

Institution while respecting its responsibility to donors and legal requirements. The Foundation will remain focused on increasing its endowment, including give/get responsibility of Foundation Directors and providing increased communication to donors regarding the Foundation's commitment to the management of their investments and allocation of their gifts toward their respective designated purposes. He referred the Board to the current investment results included in their material and discussed the Foundation's long-term investment strategies for a strong and secure endowment in order to achieve the goals within the *150 Forward* Strategic Plan and its call for transformational philanthropy.

**VI. Executive Session**

***The Board went into Executive Session, inviting 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