

**CHAUTAUQUA INSTITUTION
BOARD OF TRUSTEES
ZOOM Meeting
Friday, November 6, 2020**

MINUTES

Members Present

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

Others Present

Michael Hill	Deborah S. Moore
Sebby Baggiano	Emily Morris
Rindy Barmore	Sam Price
Matt Ewalt	Tim Renjilian
Geof Follansbee	Shannon Rozner
Amy Gardner	John Shedd
Debbie Moore	George Snyder

Ms. Maxwell opened the meeting with a word of prayer

I. Minutes

The minutes of the August 29, 2020, Board of Trustee meeting were approved as distributed.

II. Report of the Chair

Ms. Maxwell recognized the newest members of the Board, Ms. Gayle and Mr. Peckinpaugh; and Ms. Kyler, Ms. Lin, and Mr. Neches, each elected to serve their second four-year terms.

Ms. Maxwell thanked Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, recognizing his collaborative leadership and partnership, and recognized Trustee for Life Mr. Snyder for his ongoing leadership, historical perspective and his overall contributions to the Institution and Foundation Boards. Noting that she has entered the second year of her two-year term, Ms. Maxwell spoke to the many accomplishments of the Board and its significant contributions and leadership during the COVID-19 Pandemic. Finally, she updated the Board on work underway with the support of outside counsel to review the Class B Trustee election process and conduct of the Corporation Annual Meeting.

III. Report of the President

Mr. Hill recognized the recent passing of Mr. Charlie Heinz who served for many years as Chautauqua's VP of Operations, noting the many contributions he made during his tenure.

Mr. Hill provided an update on the *150 Forward* Strategic Plan, its initiatives, and cross-cutting imperatives. Due to the COVID-19 pandemic, staff has focused on the development and implementation of the CHQ Assembly. He recognized Ms. Trefts for her leadership as Chair of the Lake Working Group and the collaboration with the Jefferson Project of Lake George toward science-based solutions to address the health of Chautauqua Lake; reported on progress toward Chautauqua’s IDEA (inclusion, diversity, equity and accessibility) initiative; discussed potential partnerships and collaborations; and briefly discussed the relationship between the *150 Forward* Strategic Plan and its initiatives as the framework for the development of the philanthropic campaign.

IV. Committee Reports

Development Council

Mr. Osborne referred to two resolutions being brought forth from the Development Council which are tied directly to objectives within the philanthropic Campaign. The Campaign objectives are designed to support the *150 Forward* Strategic Plan. He referred to the resolution regarding the Bridging the Pandemic Initiative Plan, discussed in detail during the executive session of the meeting, and the resolution endorsing the plan to further develop the Campaign initiatives, which was reflected in the recent webinars featuring campaign consultants Schultz & Williams.

Mr. Follansbee reviewed the proposed Campaign objectives and related cases for support.

Mr. Osborne discussed the Campaign Cabinet membership; the role and expectations of Trustees and Directors during the Campaign; shared the structure of the Advancement Team and related fundraising; and referred to the Campaign timeline.

Resolution to Authorize Bridging the Pandemic Initiative Plan

Upon the recommendation of the Development Council, a motion was made to approve the following Resolution to Authorize the Bridging the Pandemic Initiative Plan.

WHEREAS, COVID-19 has had a significant impact upon the finances of the Institution in 2020 and is expected to continue to negatively affect the Institution’s finances in 2021; and

WHEREAS, there are unprecedented opportunities to make investments in Chautauqua’s future.

NOW THEREFORE, BE IT RESOLVED, that the Board of Trustees authorizes an initiative to “Bridge the Pandemic” with a goal of \$5,000,000 in unrestricted operating funds expendable in 2021 with the intent that the initiative will become an objective in the forthcoming comprehensive campaign.

The motion was adopted.

Resolution to Endorse Plans to Develop the Campaign Plan

Upon the recommendation of the Development Council, a motion was made to approve the following Resolution to Endorse Plans to Further Develop the Campaign Plan.

WHEREAS, the Board of Trustees has received a report from the Development Council regarding the proposed forthcoming comprehensive campaign including the objectives for that campaign, its timeline, professional and volunteer leadership structure, including expectations of members of the Board of Trustees; and

WHEREAS, the Board of Trustees will determine in February whether to launch the lead gift phase of the campaign and ancillary issues regarding the campaign; and

WHEREAS, staff needs to continue to plan for the campaign if it is to begin in the winter of 2021.

NOW THEREFORE, BE IT RESOLVED, that the Board of Trustees endorses the plans set forth by the Development Council and urges staff to continue to plan for an upcoming comprehensive campaign to allow the Institution to move forward on the objectives of 150 Forward.

The motion was adopted.

Mr. Follansbee reviewed the fundraising results as of October 13, 2020.

Executive Committee

Ms. Maxwell reported on the work of the Executive Committee which included review of material and feedback toward the final 2021 scenarios presented to the Board. She also discussed the role of the Executive Committee in serving as the ARB Appeals Board, as well as in reviewing compensation issues brought forth from the Human Resources & Compensation Committee.

Budget & Finance Committee

Mr. Wade, Chair of the Budget & Finance Committee, referred to the work of the Budget & Finance Committee toward the development and refinement of the 2021 financial scenarios; and the significant collaboration with the Marketing & Brand Strategy Committee and the Development Council related to the various components within the scenarios. The committee will be working toward “stress-testing” the key elements, assumptions, and development of monitoring levers and timelines to allow the Board to make key decisions going forward.

Standard Banking Resolution

Upon the recommendation of the Budget & Finance Committee, a motion made was made to approve the Annual 2021 Standard Banking Resolutions.

The motion was adopted, with Mr. Metzger abstaining.

Copies of the Standard Banking Resolutions are on file in the Office of the Corporate Secretary.

Nominating & Governance Committee

Ms. Kyler, Chair of the Nominating & Governance Committee, recognized the members of the Nominating & Governance Committee and Ms. Barmore; reported the Committee has been working on best governance practices; review of its workplan; and identification of trustee candidates based on the nominating process and timeline. The Committee will provide both written and verbal reports at each Board meeting and continue to seek potential trustee candidates based on the identified attributes and skill sets.

The Nominating & Governance 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 a motion was made to elect 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

The motion was adopted.

Audit Committee

Mr. Metzger, Chair of the Audit Committee, recognized the members of the Committee; reported the Audit Committee received and accepted the FY2020 Audit Plan from Buffamante Whipple Buttafaro (BWB); discussed the process and timing of the governance review; discussed the rationale and options related to the auditor’s qualified opinion contained in the annual audit; and accepted and approved the Chautauqua Institution and Chautauqua Hotel Corporation Form 990.

Human Resources & Compensation Committee

Ms. Perry, Chair of the Human Resources & Compensation Committee, reported on the role and responsibilities of the Committee, which includes the evaluation of the President and related compensation and referred to the areas which will be brought to the Board at its February meeting.

Marketing & Brand Strategy Committee

Mr. Keogh, Chair of the Marketing and Brand Strategy Committee, recognized the members of the Committee and Dr. Morris for their work; reported on the Committee’s work toward the evaluation of the CHQ Assembly; and development of its business plan going forward. Mr. Keogh briefly discussed the marketing approach related to CHQ Assembly and communications plan regarding the 2021 scenarios.

Chautauqua Foundation Report

Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, reported on the Foundation’s investment results as of September 30, 2020; work toward payout of unspecified funds to the Institution in early of 2021; maximizing payout of donor restricted funds; and work with the Institution administrative staff regarding innovative solutions to assist in bridging the financial gap for 2021.

Ms. Maxwell recognized Mr. Renjilian, the Foundation Board, and the staff for their work and collaborative approach to address the financial issues of the Institution.

Architectural Review Board (ARB)

Mr. Jeffrey, Chair of Architectural Review Board, recognized the members of the ARB and referred to recent cases which came before the ARB, noting status of each.

Lake Working Group

Ms. Trefts, Chair of the Lake Working Group, recognized the members of the group and reported the Lake Working Group is focused on educating the internal and external communities around issues related to the Lake; referred to recent presentations and discussion with the Chautauqua Lake Watershed Alliance regarding their work; discussions with State Sen. George Borrello regarding State and Federal plans related to lake health and potential financial support; reported on the collaboration with the Jefferson Project in their collection of science-based data on Chautauqua Lake; and continued efforts around for lake solutions and philanthropic funding.

Hotel Board

Mr. Hill reported that the Hotel Board has not met and has no report at this time.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees