

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES

**Zoom Meeting
Wednesday, December 9, 2020**

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

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

I. Call to Order

Ms. Maxwell noted that the special meeting of the Board of Trustees had been called pursuant to Sections 1.6 and 1.7 of the By-Laws of the Chautauqua Institution for the purposes set forth in the previously transmitted June 1, 2020, notice of special meeting. The presence (via video conference or telephone) or absence of each Trustee was confirmed and Trustees who were present via video conference or by telephone were able to hear each other at the same time. Ms. Barmore conducted a roll call and reported for the record that a quorum existed with those Trustees present via video conference or by telephone. Ms. Maxwell called the meeting to order.

II. Minutes

The minutes of the November 6, 2020 and November 7, 2020, Board of Trustees were approved as distributed.

II. Motion to Move to Executive Session of the Board

A motion was made and seconded to move to Executive Session of the Board, inviting Mr. Hill, Mr. Price, Mr. Snyder, Mr. Renjilian, Mr. Baggiano, Ms. Barmore, Mr. Follansbee, Dr. Morris, Ms. Moore, Ms. Rozner, Mr. Ewalt, Ms. Gardner, Ms. Moore, and Mr. Shedd to participate.

The motion was adopted.

III. Motion to Return to Open Session of the Board

A motion was made and seconded to adjourn the Executive Session of the Board and return to open session of the Board.

The motion was adopted.

IV. Resolutions Regarding 2021 Chautauqua Assembly Season & 2021 Budget

Ms. Maxwell reflected on Board deliberations concerning planning for the 2021 season. She noted that the Board considered two planning scenarios: a season featuring abbreviated in-person programming in accordance with health, safety, and other restrictions; and a season featuring no in-person programming, similar to the 2020 season. She acknowledged the Board's diligence in addressing the impact of the pandemic on the finances of the Institution in 2020 and beyond, while maintaining its continued focus on the health and safety of the Institution's patrons and employees.

The Board of Trustees approved the following resolutions during executive session of the Board.

Resolution Regarding 2021 Chautauqua Assembly Season

A motion was made and seconded to approve the following resolution authorizing the President and his staff to proceed with the further development of the proposed scenarios for the 2021 Chautauqua Assembly Season.

WHEREAS; the Board of Trustees (the "Board") recognizes the continued existence of the global COVID-19 pandemic and its impact on the United States, New York State and Chautauqua County; and

WHEREAS; the Board has reviewed current guidance and regulations regarding COVID-19 from county, state, and federal sources; and

WHEREAS; the Board has evaluated the impact of alternative scenarios for its 2021 Summer Assembly season; and

WHEREAS; the Board has received information on plans to address the potential spread of the COVID-19 virus among Institution employees, patrons, and residents; and

WHEREAS; the Board recognizes that circumstances of the pandemic continue to change at a rapid pace.

NOW, THEREFORE, BE IT RESOLVED THAT the President and his staff are authorized to proceed with implementation of modified in-person programming, gate pass structure and pricing policies during the 2021 Summer Assembly season, consistent with plans outlined at the Board of Trustees' December 2nd and 9th, 2020, meetings.

BE IT FURTHER RESOLVED THAT the President shall keep the Board apprised of progress related to implementation and, at all times, be prepared to cease efforts to provide in-person programming, gate pass, and pricing based on COVID-19 or other developments, and alternatively offer online engagement of

patrons in 2021, with concurrent gate pass and pricing structure, subject to further Board deliberations and directives.

The motion was unanimously adopted.

Resolution to Approve 2021 Budget

A motion was made and seconded to approve the following resolution to approve the 2021 operating and capital spending plan associated with the 2021 Summer Assembly Season.

WHEREAS; the Board of Trustees (the" Board") recognizes the continued existence of the global COVID-19 pandemic and its impact on the United States, New York State and Chautauqua County; and

WHEREAS; the Board recognizes that circumstances of the pandemic continue to change at a rapid pace; and

WHEREAS; in light of these circumstances, the Board has evaluated alternative plans for its 2021 Summer Assembly season; and

WHEREAS; the Board recognizes the importance of maintaining flexibility to modify plans during 2021 for the upcoming Summer Assembly season based on COVID-19 or other developments; and

WHEREAS; the Budget & Finance Committee recommends to the Board approval of the 2021 operating and capital spending plan for modified in-person programming, gate pass and pricing (referred to as Scenario A) associated with the Summer Assembly season.

NOW, THEREFORE, BE IT RESOLVED THAT the Board approves the operating and capital spending plan for Scenario A, as presented at the Board of Trustees' December 2nd and 9th, 2020, meetings.

The motion was unanimously adopted.

V. Resolution Recognizing the Chautauqua Institution and Chautauqua Foundation Staff

Ms. Maxwell referred to the Resolution Recognizing the Chautauqua Institution and Chautauqua Foundation Staff included in the Board's material and read the resolution aloud.

A motion was made and seconded to approve the following resolution recognizing the Chautauqua Institution and Chautauqua Foundation staff.

Memory will mark 2020 as a historic test of human resilience. Our society, our systems, may be equipped to manage a single catastrophe; but 2020 brought its challenges in great crashing waves, as a global pandemic rocked the economy, rattled institutions and all but silenced the rhythms of normal life. Every individual faced a choice about how to respond; so did every institution. Had the individuals who serve Chautauqua faltered, the Institution

and all that it means could not have succeeded.

WHEREAS, the coronavirus pandemic tested the mission of Chautauqua Institution as a laboratory for heart, mind and spirit;

WHEREAS, the staff of Chautauqua Institution and the Chautauqua Foundation rose to every occasion and turned ideas into purpose;

- ***Took on new roles, learned new skills, shared new responsibilities in the course of reimagining the Institution in real time,***
- ***Reassessed every program and resource to balance safety and possibility,***
- ***Insured that the Grounds would be a refuge for those who could be present while inventing forms of outreach for all who could not,***
- ***Created CHQ Assembly to expand our programs and preserve the space left empty by curfews and quarantines,***
- ***Devised and executed responses to the challenges of 2020 that will serve Chautauqua's mission well into the future, and***
- ***Did this work bravely, creatively, and with extraordinary commitment to the Institution's unique importance in American life;***

NOW, THEREFORE, BE IT RESOLVED, that in deep gratitude for their 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.

The motion was unanimously approved and adopted.

There being no further business the meeting was adjourned at 4:20 p.m.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees