

**CHAUTAUQUA INSTITUTION
BOARD OF TRUSTEES
Athenaeum Hotel, Chautauqua, NY
Saturday, November 6, 2021**

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

<u>Members Present</u>		<u>Absent</u>	<u>Others Present</u>	
Candace Maxwell, Chair	Anita Lin	Helene Gayle	Michael Hill	Emily Morris
Marnette Perry, V. Chair	Sarah McWilliams	John Haughton	Sebby Baggiano	Tim Renjilian
Hugh Butler	Jesse Marion	Jamie Klingensmith	Rindy Barmore	Shannon Rozner
Judith Claire	Mike Metzger		Matt Ewalt	Tim Renjilian
Rick Evans	Bill Neches		Geof Follansbee	John Shedd
Nancy Gibbs	Gwen Norton		Amy Gardner	George Snyder
Paul Hagman	Richard Osborne		Erica Higbie	Amit Taneja
Izumi Hara	David Peckinpough		Bob Jeffrey	
Terrance Horner	Larry Thompson		Dana Lundberg	
Kyle Keogh	Dick Wade		Deborah S. Moore	
Nancy Kyler				

I. Call to Order

Ms. Maxwell called the meeting to order and offered a word of prayer.

II. Motion to Move to Executive Session of the Board

A motion was made and seconded to move into Executive Session, inviting Mr. Snyder, Mr. Renjilian, and Mr. Lundberg to participate.

The motion was passed.

III. Motion to Return to Open Session of the Board

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

The motion was passed.

IV. Minutes

The minutes of the August 28, 2021, Board of Trustee meeting were approved as distributed.

V. Report of the Chair

Ms. Maxwell noted the recent passing of Mr. Richard Miller, former President of the Chautauqua Foundation and former member and Chair of the Institution Board of Trustees and dedicated this meeting in honor and memory of Mr. Miller.

The newest members of the Board of Trustees, Mr. Evans, Mr. Hagman, Mr. Marion, and Ms. Norton were introduced by their Board mentors and Ms. Rozner recognized Ms. Higbie, President of the Chautauqua Property Owners Association.

Ms. Maxwell recognized Trustee for Life Mr. Snyder for his leadership, historical perspective and contributions to the Institution and Foundation Boards; and Mr. Renjilian, Chair of the Foundation Board of Directors, and former member of the Board of Trustees, for his dedication and commitment to Chautauqua and bridging the work of the Foundation and the Institution.

Ms. Maxwell referred to the 2021–2022 Board work plan; reported on the creation of the 150th Anniversary Advisory Committee, co-chaired by Ms. Lin and Mr. Snyder; noted oversight of the Lake Initiative will be shifted from a working group to the full Board; recognized Ms. Kyler and Ms. Barmore for developing and implementing the new Trustee on-boarding plan and providing educational refreshers for current Board members; and noted Mr. Taneja will be conducting an Inclusion, Diversity, Equity and Accessibility (IDEA) training session for the Board prior to the beginning of the 2022 Summer Assembly Season.

Executive Session Action

Ms. Maxwell reported the Board of Trustees met in executive session at 9 a.m. on Saturday, November 6, 2021, at which time the Board reviewed and adopted unanimously the terms of Mr. Hill's ongoing retention contract as President over the next five years, 2022–2026.

VI. Report of the President

Mr. Hill provided an update on the *150 Forward* strategic plan and progress to date; shared in detail the proposed 2024 goals and objectives as outlined in *150 Forward: Optimizing the Summer Assembly Season; Expanding Chautauqua's Convening Authority; Health and Sustainability of Chautauqua Lake; and Grow and Diversify Revenue*; reported on progress to date on the Cross-Cutting Imperatives named in the strategic plan; shared details of the staff re-organization plan; and provided an update on his Ed.D. studies at Vanderbilt University and correlation to the work of Chautauqua and implementation of the *150 Forward* Strategic plan.

VII. Committee Reports

Executive Committee

Ms. Maxwell reported the Executive Committee met once following Board's meeting in August to review and recommend approval of the proposed revised Architectural Land Use Regulations (ALU) identified in the October 20, 2021, draft and previously transmitted to the Board of Trustees on October 21, 2021.

Architectural and Land Use Regulations

Ms. Lin, Chair of the Architectural Review Board (ARB), referred to the history of the Architectural and Land Use Regulations and recognized the work of the ARB prior to her appointment as Chair of the ARB, and in particular Mr. Jeffrey, former Chair of the ARB. Ms. Lin reported the ARB conducted an open

forum during the 2021 season to allow the community to share concerns and questions regarding the proposed revisions to the Architectural Land Use Regulations. Mr. Jeffrey, former chair of the ARB, shared in detail the proposed revisions to the Architectural Land Use Regulations.

Upon the recommendation of the ARB and the Executive Committee, a motion made to approve the changes identified in the October 20, 2021, Architectural Land Use Regulations draft previously transmitted to the Board of Trustees on October 21, 2021, with the corrections noted by the Board at this meeting of November 6, 2021.

The motion passed.

Budget & Finance Committee

Mr. Wade, Chair of the Budget & Finance Committee, reviewed the work and timing of the Budget & Finance Committee meetings leading up to the recommendation for approval of the 2022 Operating & Capital Budget to the Board of Trustees at its December 11, 2021, meeting; reviewed the Standard Banking Resolutions; and called on Mr. Shedd to review the details of the Maintenance Facility Project; and the Land Swap recommendation as noted in the Board Briefing materials of the November 6, 2021, meeting.

Standard Banking Resolution

Upon the recommendation of the Budget & Finance Committee, a motion made was made to approve the Annual 2022 Standard Banking Resolutions in accordance with the Board Briefing Material of the November 6, 2021, meeting with the corrections noted by the Board at this meeting of November 6, 2021.

The motion passed.

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

Maintenance Facility

Upon the recommendation of the Budget & Finance Committee, a motion was made to approve construction of the maintenance facility project and associated expenditure of up to \$6.5 million, in accordance with the Board Briefing materials of the November 6, 2021, meeting.

The motion passed.

Land Swap

Mr. Keogh was excused from the meeting.

Upon the recommendation of the Budget & Finance Committee, a motion was made to approve the land swap transaction associated with the property located at 23 Morris, in accordance with the terms and conditions contained in the Board Briefing materials of the November 6, 2021, meeting.

The motion passed.

Mr. Keogh rejoined the meeting.

Development Council

Mr. Osborne, Chair of the Development Council, thanked the members of the Board for their philanthropic gifts to Annual Campaign and the Boundless Campaign, and provided a brief update on the status of the quiet phase of the Boundless Campaign.

Mr. Follansbee reviewed the fundraising results as of October 25, 2021, and in particular progress toward the 2021 Annual Fund.

Mr. Thompson, Co-Chair of the Boundless Campaign, reported on the work of the Boundless Campaign Cabinet; recognized the members of the Board of Trustees serving on the Campaign Cabinet; and recognized the support of staff, the Foundation, and the Development Council members.

Nominating & Governance Committee

Ms. Kyler, Chair of the Nominating & Governance Committee, reported Ms. Barmore will be distributing a Board Skills Matrix used by the Nominating & Governance Committee in their consideration of potential Trustee Candidates, asking the Trustees to identify their respective attributes and skill sets, and return to Ms. Barmore; reminded the members of the Board to submit recommendations for Trustee candidates to Ms. Kyler and Ms. Barmore based on the attributes and skills identified by the committee; recognized the members of the Nominating & Governance Committee and Ms. Barmore; and reported the Committee will be working on best governance practices and related policies.

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 as identified in the Board Briefing material of the November 6, 2021, meeting.

Sebastian Baggiano	Executive Vice President
Rindy Barmore	Corporate Secretary
Matt Ewalt	Vice President of Education
Geof Follansbee	Sr. Vice President of Advancement
Amy Gardner	Vice President of Advancement & Campaign Director
Deborah Sunya Moore	Sr. Vice President & Chief Program Officer
Emily Morris	Sr. Vice President & Chief Brand Officer
Gene Robinson	Vice President of Religion
Shannon Rozner	Sr. Vice President of Community Relations & General Counsel
John Shedd	Vice President of Campus Planning & Operations
Amit Taneja	Sr. Vice President & Chief Diversity Officer

The motion passed.

Audit Committee

Mr. Metzger, Chair of the Audit Committee, recognized the members of the Committee; referred to the Board Briefing Material regarding the qualified opinion contained in the Institution's annual audit and the Audit Committee's recommendation to report the assets of the Chautauqua Foundation on the balance sheets of the Institution.

Qualified Auditing Opinion

Upon the recommendation of the Audit Committee, a motion was made to approve the reporting of Chautauqua Foundation Assets on the balance sheet of the Institution in accordance with GAAP reporting standards and rules, beginning in calendar year 2021.

The motion passed.

The Board requested the minutes reflect and record that staff give careful consideration of donor and other stakeholder communications regarding the recording of the Chautauqua Foundation Assets on the balance sheet of the Institution, effective for calendar year 2021.

Mr. Metzger deferred the remainder of his report to the executive session of the Board.

Human Resources & Compensation Committee

Ms. Perry, Chair of the Human Resources & Compensation Committee, has no report at this time.

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 collective work over the past year; reviewed the 2021 Season results and lessons learned and the various initiatives and results; and noted the committee will meet November 9, 2021, to discuss the 2022 ticket pricing and ticket options. Mr. Keogh welcomed all members of the Board to the November 9, 2021, Zoom committee meeting. The Marketing & Brand Strategy Committee will be discussing and evaluating CHQ Assembly; developing the CHQ Assembly Business Plan; and reviewing the Technology Road Map at its future meetings.

Architectural Review Board (ARB)

Ms. Lin, Chair of Architectural Review Board, recognized the members of the ARB and the newest members Mr. Evans and Mr. Hagman; referred to recent cases which came before the ARB at its meeting of November 4, 2021; and thanked the Board for their review and approval of the revised Architectural and Land Use Regulations.

Chautauqua Hotel

Mr. Hill reported the Hotel Board will meet via Zoom on November 22, 2021, at which time the Board will consider an approach to a restoration or reimagining of the Athenaeum Hotel and referred to the new members of the Hotel Board Mr. James Brady, Ms. Karen Goodell, Ms. Bonnie Gwin, Mr. Hagman, Mr. Jeffrey, and Mr. Snyder.

Chautauqua Foundation Report

Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, noted the Foundation Board has three new members: Mr. Charlie Denton, Ms. Betsy Bechtolt-Magley and Mr. Erroll Davis; reported the Foundation has embarked on a strategic planning process to determine how the Foundation can be a

partner in supporting the Institution and provide long-term sustainability to the Institution; reported on the Foundation's investment results as of September 30, 2021; discussed the Foundation's efforts regarding payout of unspecified funds to the Institution in early of 2022; and outlined ways in which to fully realize payout of donor restricted funds.

VIII. Executive Session

A motion was made to move to executive session inviting Mr. Hill, Mr. Lundberg, Mr. Renjilian and Mr. Snyder.

The motion passed.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees