

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES
10:00 a.m., Wednesday, June 25, 2020
Zoom Meeting
MINUTES

<u>Members Present</u>		<u>Members Absent</u>	<u>Others Present</u>
Candace Maxwell, Chair	James Klingensmith	Larry Thompson	Michael Hill
Marnette Perry, V. Chair	Nancy Kyler	Dorothy Trefts	Sebby Baggiano
Jim Brady	Anita Lin		Rindy Barmore
Christine Brueschke	Sarah McWilliams		Matt Ewalt
Hugh Butler	Mike Metzger		Geof Follansbee
Judith Claire	Bill Neches		Deborah S. Moore
Nancy Gibbs	Richard Osborne		Emily Morris
Izumi Hara	Sheila Penrose		Sam Price
John Haughton	David Rosen		Tim Renjilian
Terrance Horner	George Snyder		Shannon Rozner
Robert Jeffrey	Richard Wade		John Shedd
Kyle Keogh			Gene Robinson

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 19, 2020, notice of special meeting. Ms. Barmore conducted a trustee-by-trustee roll call, confirming the presence (via video conference or telephone) or absence of each Trustee and further confirming with each Trustee who was present via video conference or by telephone that all persons participating in the special meeting were able to hear each other at the same time. Ms. Barmore also noted for the record that a quorum existed with those Trustees present via video conference or by telephone.

I. Minutes

The minutes of the June 17, 2020, Special Meeting of the Board of Trustee were approved as distributed.

II. Resolution on Conduct of the 2020 Annual Meeting of the Corporation

Ms. Maxwell referred to the Resolution included in the Board's material regarding the conduct of the Annual Corporation Meeting to held on Saturday, August 8, 2020, considering COVID-19 and inability to gather in person.

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

WHEREAS, protecting the health and safety of Chautauqua’s property owners and guests is of primary importance to the Board of Trustees; and

WHEREAS, by Executive Order of the Governor of New York, gatherings including meetings in the State of New York have been substantially limited in size; and

WHEREAS the annual meeting of the Corporation is scheduled for August 8, 2020.

NOW, THEREFORE, BE IT RESOLVED: That the 2020 annual meeting of the Corporation will be conducted remotely using electronic media.

A Motion was made and seconded to adopt the Resolution on the Conduct of the 2020 Annual Meeting of the Corporation.

The Motion was approved unanimously.

III. Resolution to Amend Chautauqua Institution By-Laws

Ms. Maxwell referred to the Resolution to Amend Chautauqua Institution By-Laws regarding amendments to Article 1.5 of the Chautauqua Institution By-Laws and discussed the specific amendments which call for additional time to administer the Class B Trustee election at the 2020 Annual Meeting of the Corporation.

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

WHEREAS, protecting the health and safety of Chautauqua’s property owners and guests is of primary importance to the Board of Trustees; and

WHEREAS, by Executive Order of the Governor of New York, gatherings including meetings in the State of New York have been substantially limited in size; and

WHEREAS, the annual meeting of the Corporation, which includes the election of a Class B Trustee is scheduled for August 8, 2020.

BASED, THEREFORE, upon the foregoing, the Board:

FINDS that to protect the health and safety of those who wish to participate in the annual meeting of the Corporation, the meeting will be conducted remotely using electronic media; and

FINDS that voting for a Class B Trustee will be conducted by delivery of ballot, mail, or email.

FINDS that additional time is needed to provide for Members of the Corporation to cast their vote for a Class B Trustee under provisions of Section 7 of the Charter; and

FINDS that it is necessary to amend the bylaws to allow more time to conduct the Class B Trustee election.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Article 1.5 of the Bylaws provides as follows:

All nominees for the position of Class A Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than ten (10) days in advance of the scheduled date for their election to provide the Secretary with sufficient time to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for-Profit Law. All nominees for the position of Class B Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than ten (10) days in advance of the scheduled date (i.e., the annual meeting of the Members of the Corporation) for their election to provide the Secretary with sufficient time to ensure that each such nominee is eligible for election as a Class B Trustee under Section 5 of the Charter, to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for-Profit Law, and to make adequate arrangements for the time-consuming logistics associated with presentation of multiple nominees for the position of Class B Trustee at the annual meeting of the Members of the Corporation. For purposes of the election of any Class B Trustee, the Members of the Corporation entitled to vote at any annual meeting (and their voting designees or holders of proxies) shall be as reflected on the books and records of the Chautauqua Institution on and as of a record date that is ten (10) days prior to the date of the annual meeting of the Members of the Corporation.

For the year 2020, Article 1.5 of the Bylaws is hereby amended to provide as follows:

All nominees for the position of Class A Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than ten (10) days in advance of the scheduled date for their election to provide the Secretary with sufficient time to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for-Profit Law. All nominees for the position of Class B Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty-five (35) and not less than twenty (20) days in advance of the scheduled date (i.e., the annual meeting of the Members of the Corporation) for their election to provide the Secretary with sufficient time to ensure that each such nominee is eligible for election as a Class B Trustee under Section 5 of the Charter, to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for-Profit Law, and to make adequate arrangements for the time-consuming logistics associated with presentation of multiple nominees for the position of Class B Trustee at the annual meeting of the Members of the Corporation. For purposes of the election of any Class B Trustee, the Members of the Corporation entitled to vote at any annual meeting (and their voting designees or holders of proxies) shall be as reflected on the books and records of the Chautauqua Institution on and as of a record date that is twenty (20) days prior to the date of the annual meeting of the Members of the Corporation.

At the conclusion of 2020, this bylaw shall expire and the previous bylaw (as set out in the preceding paragraph) shall be in full force and effect.

A Motion was made and seconded to adopt the Resolution to Amend the Chautauqua Institution By-Laws which are in effect at the conclusion of 2020.

The Motion was approved unanimously.

III. Appoint of Inspectors of Election

A motion was made and seconded to adopt to appoint Rindy Barmore, Corporate Secretary; Sam Price, Jr., Legal Counsel; Sebastian Baggiano, Executive Vice President & Chief Financial Officer; and George L. Follansbee, Jr, Vice President for Advancement, Inspectors of Election at the meeting of members of Chautauqua Institution to be held in Chautauqua Institution by electronic media on the 8th day of August, 2020.

The Motion was approved unanimously.

IV. Executive Session

Hearing no objection, Ms. Maxwell adjourned the meeting and the Board went into executive session, inviting Mr. Hill, Mr. Price and Mr. Renjilian to participate.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees