

# CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES

## ZOOM Meeting Saturday, February 5, 2022

### Members Present

Candace Maxwell, Chair	Nancy Kyler
Marnette Perry, V. Chair	Anita Lin
Hugh Butler	Jesse Marion
Judith Claire	Sarah McWilliams
Rick Evans	Mike Metzger
Helene Gayle	Bill Neches
Nancy Gibbs	Gwen Norton
Paul Hagman	Richard Osborne
Izumi Hara	David Peckinpugh
John Haughton	Tim Renjilian, ex-officio
Terrance Horner	Larry Thompson
Kyle Keogh	Dick Wade
James Klingensmith	

### Others Present

Michael Hill	Dana Lundberg
Sebby Baggiano	Deborah Sunya Moore
Rindy Barmore	Emily Morris
Matt Ewalt	Shannon Rozner
Geof Follansbee	John Shedd
Amy Gardner	Jordan Steves
Erica Higbie	

### I. Call to Order

Ms. Maxwell called the meeting to order and opened with 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. Renjilian and Mr. Lundberg 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 and move into open session of the of the Board.*

*The motion was adopted.*

Ms. Maxwell reported on the deliberations and action of the Board of Trustees during its Executive Session, stating the Board reviewed and discussed the President's 2021 performance evaluation results; reviewed, discussed, and approved the President's 2022 Goals & Objectives; reviewed and discussed the Executive Staff's 2021 Performance Evaluations; and reviewed and discussed the Key Staff Succession Plan.

#### **IV. Minutes**

***The minutes of the December 11, 2021, Board of Trustee meeting were approved as distributed.***

#### **V. Report of the Chair**

Ms. Maxwell referred to the February to September 2022 Board Work Plan, calling attention to the deep-dive topics and action items for the May 6–7, 2022, Board of Trustees meetings, which will be held in Washington, D.C.; the July 23, 2022, Board Educational Meeting; and the August 27, 2022, Board of Trustees meetings.

Ms. Maxwell and the Board congratulated Mr. Peckinpaugh regarding his recent appointment as President & CEO of Maritz Holdings.

#### **VI. Report of the President**

Mr. Hill shared in detail the proposed revised 2024 goals and metrics as outlined in 150 Forward strategic plan and the rationale for each: Optimizing the Summer Assembly Season; Expanding Chautauqua’s Convening Authority; Health and Sustainability of Chautauqua Lake; and Grow and Diversify Revenue.

***Upon discussion, a motion was made and seconded to adopt the Revised 2024 Strategic Plan Goals and Metrics as presented by Mr. Hill at the February 5, 2022, meeting of the Board of Trustees.***

***The motion was adopted.***

Mr. Hill provided an update on the status of the Chautauqua Police Department and related authority; and provided a brief update on staffing and the status of key staff hires.

#### **VII. Committee Reports**

##### **Executive Committee**

Ms. Maxwell reported the Executive Committee did not need to meet since the November 2021 Board of Trustees meeting and has no report at this time.

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

Mr. Wade, Chair of the Budget & Finance Committee, reported the Committee met to receive an update on the 2022 Season program; discussed seasonal staff hires, particularly in the areas of food services and Hotel seasonal staff; discussed the recording of the Foundation (Endowment) net assets in the Institution’s financial statements, which will address the independent auditors’ previous qualified opinion, effective with the 2021 audit; and management of cash reserves, acceptable level of cash reserves and strategic use of cash reserves.

##### **Marketing & Brand Communication Committee**

Mr. Keogh, Chair of the Marketing & Brand Strategy Committee, reported the Committee met to review and discuss the CHQ Assembly 2-Year Operating Plan and Vision which calls for growing subscriptions, earned revenue and growing attendance; reviewed and discussed the 2022 Marketing Plan and related

initiatives during the 2022 season including the Chain of Excellence guest experience strategy to improve Net Promoter Score; and reported the Committee will meet in April to continue discussions regarding the IT Roadmap, Strategic Communications and 2022 Summer Assembly initiatives.

#### **Nominating & Governance Committee**

Ms. Kyler, Chair of the Nominating & Governance Committee, reported the Committee has been working to identify trustee candidates based on the attributes and skills sets identified by the Committee for consideration for the Class of 2022 and beyond; shared the process for submitting prospective candidates to the Committee; and reported the Committee is reviewing Board Governance Documents with Mr. Lundberg, Board Legal Counsel, and will be sharing the results of their findings at the May 2022 Board of Trustees meeting.

#### **Audit Committee**

Mr. Metzger, Chair of the Audit Committee, reported that Buffamante Whipple Buttafaro (BWB), the Institution's and the Chautauqua Hotel Company's independent auditors, are completing the third year of a three-year contract. The Committee will issue a Request for Proposals (RFP) for independent auditors in 2022.

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

Ms. Perry, Chair of the Human Resources & Compensation Committee, noted the Committee's report was provided during the Executive Session of today's meeting.

#### **Development Council**

Mr. Osborne, Chair of the Development Council, reported Ms. Betsy Bechtolt-Magley has joined the Development Council, replacing Ms. Karen Goodell whose tenure on the Foundation Board of Directors has expired; referred to the former Board process of adopting the annual Chautauqua Fund goal, stating the annual Chautauqua Fund goal has been adopted by the Board as part of the 2022 Operating Budget, and Board action is not required; and reported on the Boundless Campaign Objectives and philanthropic progress to date.

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

Ms. Lin, Chair of Architectural Review Board (ARB), referred to the cases which came before the ARB, noting the status of each and the ARB's actions related to each of those cases based on the current Architectural and Land Use Regulations. She recognized the former chair, Mr. Robert Jeffrey, and his leadership of a review and revision process with regard to the Architectural Land Use Regulations, which provided guidance and authority to ARB's decision process including considerations and decisions related to requests for demolition of properties.

#### **Hotel Board**

Mr. Hill, Chair of the Hotel Board, reported that the Hotel Board will meet in April to conduct a Strategic Planning Session and business meeting in the CHQ DC Offices.

#### **Chautauqua Foundation Report**

Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, reported on the Foundation's investment results and oversight of hedge fund managers in the current market; discussed the investment strategies related to hedge fund management; referred to the current investment market and related concerns based on impact of the pandemic; discussed new donor strategies related to the investment of their funds; and discussed the Foundation's Strategic Planning process which will help

inform the Foundation's operating agreement, support the work of the Institution, reaffirm and codify the role of the Foundation as a separate organization, and assure alignment to the Institution's needs; and referred to work of Foundation's Nominating & Governance Committee as they consider potential director candidates.

Ms. Maxwell applauded Mr. Renjilian and the Foundation as they conduct their Strategic Planning Process and noted the Board of Trustees looks forward to the final report and recommendations.

**II. Motion to Move to Executive Session of the Board**

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

***The motion was adopted.***

The meeting was adjourned.

Respectfully Submitted,

Rindy S. Barmore  
Corporate Secretary  
Chautauqua Institution Board of Trustees