

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES

Saturday, May 7, 2022

DRAFT MINUTES

(Subject to Change Upon Final Approval)

Members Present

Candace Maxwell, Chair
Marnette Perry, V. Chair
Hugh Butler
Judith Claire
Rick Evans
Nancy Gibbs
Paul Hagman
John Haughton
Terrance Horner
Kyle Keogh
James Klingensmith

Members Absent

Helene Gayle
Izumi Hara
Mike Metzger
David Peckinpaugh

Others Present

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

Call to Order

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

I. Minutes

The minutes of the February 5, 2022, Board of Trustee meeting were approved as distributed.

II. Report of the Chair

Ms. Maxwell referred to upcoming meetings of the Board of Trustee which include a July 23, 2022, joint session with members of the Foundation Board of Directors; reported on increased Board and Community Communications which will be overseen through the expanded role of Mr. Steves; and discussed the oversight of the Board, Executive Committee and staff as it relates to the Climate Change Initiative and the Institution's work toward the health and sustainability of Chautauqua and their related roles and responsibilities.

III. Report of the President

Dr. Hill referred to the staff reorganization and recent hires which has allowed members of the Executive Staff to have greater focus on strategic issues; provided an update on the 2022 programming initiatives including the recent Broadway run of *Birthdays Candles*; recognized Mr. Thompson and his wife, Brenda Thompson, for hosting an event at their Sea Island, Georgia, home and thanked him for the opportunity to connect to individuals and partners who can assist in addressing Chautauqua's strategic initiatives.

IV. Committee Reports

Executive Committee

Temporary Parking Amendment to CI Rules & Regulations

Ms. Maxwell reported the Executive Committee met in April and reviewed a request to consider a temporary amendment to the Chautauqua Institution Rules & Regulations regarding parking and electronic vehicle chargers. The Board will not be acting on the request, as the staff will be addressing the issues in the overall redraft of the Chautauqua Institution Rules and Regulations, which will be brought to the Board for review and approval at the November 6, 2022, meeting.

Budget & Finance Committee

Mr. Wade, Chair of the Budget & Finance Committee, reported the Committee met on April 26, 2022, at which time they discussed 2022 Ticketing, Gate and Sales Reports; reviewed the 2022 Service Strategy and New Initiatives which includes raising the profile of patron services, leveraging technology, and supporting staff with training, communications and retention; discussed the status of the 2022 Seasonal Staff Operating Plan, noting the areas of concern including housekeeping, lifeguards, bus drivers, and baseline employees in the foodservice area; and received an update on the Technology Road Map and the Maintenance Facility Project.

Mr. Wade referred to the information provided in the Board's briefing material regarding the management of cash reserves, acceptable level of cash reserves and strategic use of cash reserves; and discussed the role of the Finance Department as it relates to the Audit Committee and the audited financial statements.

Audit Committee

2021 Audited Consolidated Financial Statements

Mr. Thompson reported in Mr. Metzger's absence, stating the Audit Committee met on October 14 and April 20, 2022, at which time the committee reviewed the 2021 Audited Consolidated Financial Statements for Chautauqua Institution and its wholly owned subsidiary, the Chautauqua Hotel Corporation, with the accounting firm BWB, to ensure that the financial statements were presented fairly and accurately. Mr. Thompson noted the Institution received a clean unqualified opinion based on the inclusion of the beneficial interest of the Net Assets of Chautauqua Foundation

Upon the recommendation of the Audit Committee and on motion made, seconded, and carried, the Board of Trustees received and accepted the December 31, 2021, Audited Financial Statements for Chautauqua Institution, and the Chautauqua Hotel Corporation.

The motion passed.

Revised Whistleblower Policy

Mr. Thompson referred to the Revised Whistleblower Policy as provided in the Board's briefing materials, briefly noting areas of change, reporting and legal requirements and adherence to NYS Labor Laws which has been reviewed by the Audit Committee and is recommend to the Board of Trustees for approval.

Upon the recommendation of the Audit Committee, and on motion made, seconded, and approved, the Revised Whistleblower Policy was adopted.

The motion passed.

A copy of the Revised Whistleblower Policy is available on Chautauqua Institution's website.

Marketing & Brand Strategy Committee

Mr. Keogh, Chair of the Marketing & Brand Strategy Committee, reported the Committee met on April 29, 2022, to discuss the CHQ Assembly Plan and related business strategies; reviewed the Earned Revenue Model including expanding census, earned revenue sources and opportunities; discussed the 2022 Ticketing, Gate and Sales Reports; received an update on 2022 customer service and foodservice initiatives; received the 2022 Strategic Communications Plan; and received an update on the status of the Technology Road Map and steps yet to be initiated.

Ms. Rozner briefly reported on the administration's 2022 Summer Assembly COVID Protocols and Procedures as noted on the Institution's website, at vacationsafely.chq.org.

Nominating & Governance Committee

Ms. Kyler, Chair of the Nominating & Governance Committee, reported the Committee has conducted a thorough review of the Chautauqua Institution By-Laws in counsel with Mr. Dana Lundberg, Board Counsel, and determined the Chautauqua Institution By-Laws are in compliance and recommends no changes at this time; referred to the process for review of Board and Administrative Policies; noted the Committee's continued review of potential Trustee candidates and requested the Board submit recommendations directly to Ms. Kyler or Ms. Barmore; and recognized the members of the Committee and staff liaison Ms. Barmore.

Human Resources & Compensation Committee

Ms. Perry, Chair of the Human Resources & Compensation Committee, noted the Committee received a thorough review of the administration's Human Resources Strategies and Plan as provided by Amber Blashak, Sr. Director of Human Resources; reviewed strategic talent solutions including short- and long-term goals, becoming a national, regional and local employer of choice, strategic initiatives for recruitment, hiring and retention, and strategies regarding diversity and inclusion; reviewed the talent sourcing and recruitment strategies for the 2022 Summer Assembly; and received an update on revisions to the Chautauqua Institution Employee Handbook and related compliance considerations.

Development Council

Mr. Osborne reported the Development Council met on April 26, 2022, to review the reporting mechanisms for the forthcoming sesquicentennial capital campaign and annual fundraising; received reports from Mr. and Mrs. Thompson, co-chairs of the capital campaign and Mr. and Mrs. Bill Currin, co-chairs of the annual Chautauqua Fund; and discussed philanthropic progress to-date toward the goals and initiatives within the capital campaign.

Mr. Follansbee provided a brief report on fundraising progress in the first quarter of 2022; discussed the ongoing work with the Campaign Cabinet as it relates to prospective donors for the capital campaign; and referred to recent staff changes within the Office of Advancement and the overall organization, noting the opportunities for growth and increased focus on the strategic initiatives and goals.

Architectural Review Board

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; discussed plans for community engagement regarding revisions to the Institution's Rules & Regulations; and recognized the members of the Committee and staff.

Hotel Board

Dr. Hill reported on the recent Chautauqua Hotel Board Strategic Planning Session held at the Chautauqua D.C. Offices focused on the role of the Hotel Board, its contributions to the Strategic Plan, and sustainability of the Athenaeum Hotel; and noted Dr. Morris is now responsible for the oversight and revenue opportunities of the Athenaeum Hotel as it relates to overall revenue goals and responsibilities as Senior Vice President & Chief Brand Officer.

IV. Chautauqua Foundation Report

Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, reported on the Foundation's investment results to-date based on recent national and market trends; oversight of hedge fund managers in the current market; referred to the current investment market and related concerns based on impact of current global issues; discussed the work and collaboration with the Institution's Finance Department regarding the reporting of the beneficial interest of the Net Assets of Chautauqua Foundation in the 2021 Audited Financial Statements; and discussed the Foundation's Strategic Planning process and Core Guiding Principles 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. He noted the Institution Board of Trustees will discuss these the Foundation's Core Guiding Principles at the July 23, 2022, joint meeting, and request for the Board of Trustees to ratify the Foundation's Core Guiding Principles at its August 27, 2022, meeting.

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, Dr. Hill, Mr. Baggiano, Ms. Rozner and Mr. Lundberg to participate.

The motion was adopted.

There being no further business the meeting was adjourned.

Respectfully Submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees