

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES

Saturday, August 27, 2022

Chautauqua Institution

MINUTES

Members Present

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

Nancy Kyler
Anita Lin
Mike Metzger
Bill Neches
Gwen Norton
David Peckinpaugh
Tim Renjilian, ex-officio
Larry Thompson
David Peckinpaugh
Dick Wade

Members Absent

Helene Gayle
Jesse Marion
Sarah McWilliams
Rich Osborne

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
George Snyder
Jordan Steves
Amit Taneja

I. Call to Order

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

II. Minutes

The minutes of the May 7, 2022, Board of Trustee meeting were approved as distributed.

III. Report of Chair

Ms. Maxwell offered words of praise and gratitude to the Institution staff for their immediate response, communications and community healing efforts following the August 12 attack on Salman Rushdie and Henry Reese.

Chautauqua Foundation Core Principles

Ms. Maxwell noted the Chautauqua Foundation Core Principles are intended to inform the operating understanding between the Foundation and the Institution to provide clarity for developing the strategic priorities of the Foundation and asked for the Board's endorsement of the Core Principles.

A motion was made and seconded to endorse the Chautauqua Foundation Core Principles as provided in the pre-read materials accompanying the August 27, 2022, meeting agenda.

The motion was adopted.

Budget & Finance Subcommittee on Climate Change Initiatives

Ms. Maxwell referred to the responsibilities of the newly formed Subcommittee on Climate Change within the Budget & Finance Committee, which will oversee the work of the Chautauqua Climate Change Initiative and ongoing efforts inside Key Objective 3 of the 150 Forward Strategic Plan. The Subcommittee includes Mr. Horner (Chair), Ms. Maxwell, Ms. Perry, Mr. Wade and Mr. Neches.

Ms. Maxwell reported a Special Meeting of the Board will be held via Zoom in early December to approve the 2023 Annual Budget and Ms. Barmore will be contacting the Board regarding the date of that meeting.

IV. President's Report

Mr. Hill recognized the Executive Staff and the Board for their efforts in supporting and staffing the security protocols at Institution venues; acknowledged Melissa Spas, Vice President of Religion, who officially joined the staff on June 26, 2022; referenced the Week Nine celebrations of the Rt. Rev. Gene Robinson and his retirement; and noted Rt. Rev. Eugene Sutton, the incoming Senior Pastor, and his service and sermon scheduled for Sunday, August 28, 2022.

Mr. Hill deferred the remainder of his report to Ms. Rozner, who held listening sessions throughout the season regarding Chautauqua's Rules and Regulations.

Ms. Rozner briefly shared the feedback received from the community sessions, noting the major themes the community was most concerned about. She noted the new Rules & Regulations will be drafted in the coming months and shared with the community prior to approval by the Board of Trustees at its May 2023 meeting.

V. Executive Committee

Ms. Maxwell reported the Executive Committee has not met since the June 20, 2022, Special Meeting of the Board and has no report at this time.

VI. Audit Committee

Mr. Metzger, Chair of the Audit Committee, recognized the members of the Audit Committee and reported the Committee reviewed the updated Conflict of Interest and Related Party Transaction Certification and Disclosure Forms provided by Ms. Gibbs, Mr. Osborne, and Mr. Thompson, each nominated for re-election to the Board of Trustees for their second four-year term. The Committee reviewed the same forms provided by Ms. Laurie Branch, the forthcoming nominee for election to the Board of Trustees for her first four-year term. Conflict of Interest and Related Party Transaction Certification and Disclosure Forms provided by Ms. Sara Ponkow Falvo, Class B Trustee nominee, were reviewed prior to her election. The Committee found each of the Disclosures sufficient and found no violation of the Conflict of Interest Policy.

In addition, the Committee reviewed and approved the Form 990, which is available for the Board following the meeting, and accepted and approved the engagement of BDO as the Chautauqua Institution's and Chautauqua Hotel Corporation's Independent Auditors for 2022.

VII. Nominating & Governance Committee

Ms. Maxwell recognized Ms. Kyler, Chair of the Nominating & Governance Committee.

Ms. Kyler, on behalf of the Nominating & Governance Committee, offered the following motions regarding re-election of current Trustees and election of new Trustees:

Re-Election of Current Trustees

Upon the recommendation of the Nominating & Governance Committee, a motion was made to re-elect Ms. Nancy Gibbs, Mr. Larry Thompson, and Mr. Richard Osborne each for a second four-year term to the Board of Trustees to the class of 2026.

The motion was adopted.

Election of New Trustees

Upon the recommendation of the Nominating & Governance Committee, a motion was made to elect Ms. Laurie Branch as a Class A Trustee to the Board of Trustees, for a four-year term to the class of 2026.

The motion was adopted.

VIII. Budget & Finance Committee

Mr. Wade, Chair of the Budget & Finance Committee, noted the Budget & Finance Committee will meet in October, November, and December to prepare for the Board's review and approval of the 2023 Annual Operating and Capital Budgets at a special meeting to be held in December.

Mr. Baggiano briefly discussed the progress toward the new ticketing system and referred to the Jefferson Project work conducted this season, noting both projects are on budget; referred to the August 2022 financial forecast, noting the Board will receive detailed financials at its November 2022 meeting; and discussed the multi-year budget process. Mr. Shedd provided a brief update on the construction of the new Buildings & Grounds facility, noting the project remains on budget.

Mr. Wade reported on the administration's work on the Capital Planning Model, which will document existing capital assets and associated maintenance requirements and costs. The model will support strategic financial planning to address Chautauqua's capital needs.

VIX. Marketing & Brand Strategy Committee

Mr. Keogh, Chair of the Marketing & Brand Strategy Committee, reported the Committee will be meeting in the fall to receive updates on the new ticketing system and related programmatic areas; continue discussions and analysis regarding the various ticket types and offerings, and recommendations for 2023; discuss marketing and branding opportunities to drive census; and review and discuss CHQ Assembly, its use and customer base. He briefly discussed Team 360 and the opportunities it provides in terms of identifying and understanding Chautauqua's customer base.

VX. Human Resources & Compensation Committee

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

XI. Development Council

Mr. Follansbee reported in Mr. Osborne's absence, noting the Council will meet in the Fall to review and discuss the 2022 philanthropic results; review the analysis of the prospect pool for the objectives outlined in the 150 Forward Strategic Plan; will report the results of that analysis to the Board at its November 5, 2022, meeting; and will seek the Board's approval of the final goals and objectives of the Boundless Campaign at its February 5, 2023 meeting. He noted that while the Chautauqua Fund is slightly ahead of last year at this time, the staff will be seeking the support of the Board and others to assist in contacting potential donors.

XII. Architectural Review Board

Ms. Lin, Chair of the Architectural Review Board, reported the ARB met on August 25, 2022, and referred to the cases brought before them. She recognized Mr. Houghton for his service and tenure on the Architectural Review Board.

XIII. Chautauqua Hotel Board

Mr. Hill noted the Chautauqua Hotel Board met August 11, 2022, to discuss the ongoing visioning exercise to address the renovation and capital needs of the Athenaeum Hotel, and its relationship to the ongoing need for community and staff housing.

XIV. Chautauqua Foundation

Mr. Renjilian, Chair of the Chautauqua Foundation, reported the Board elected three new directors; noted Mr. John Houghton will be leaving the Foundation Board as Director/Trustee, as his term as a Trustee concludes as of October 1, 2022; stated Mr. Osborne will be serving as a Director/Trustee and Ms. Kyler will continue as a Director/Trustee; reported the Foundation Board of Directors approved the Core Principles as provided in today's briefing material; reported on the Foundation's investments and assets; and noted the Board of Directors approved the 2023 payout to the Institution.

XV. 2022–2023 Committee Assignments

Ms. Maxwell distributed the 2022–2023 Board of Trustees Committee Membership, noting committee assignments take effect October 1, 2022.

Per Chautauqua Institution's By-Laws, members of the Architectural Review Board and the Audit Committee are appointed by the Chair of the Board of Trustees and require approval by the Board of Trustees.

Architectural Review Board Members

Upon the recommendation of Ms. Maxwell, a motion was made and seconded to appoint Ms. Anita Lin, Chair, Mr. Rick Evans, Mr. Paul Hagman, Mr. Terry Horner, and Mr. Bill Neches each for a one-year term as members of the Architectural Review Board, effective October 1, 2022.

The motion was adopted.

Audit Committee Members

Upon the recommendation of Ms. Maxwell, a motion was made and seconded to appoint Ms. Gwen Norton (Chair), Ms. Izumi Hara, Mr. James Klingensmith, Mr. Rick Evans, Mr. Larry Thompson, and Mr. Richard Wade each for a one-year term as members of the Audit Committee, effective October 1, 2022.

The motion was adopted.

XVI. Recognition of Retiring Trustees

Ms. Maxwell recognized Mr. Hugh Butler and Mr. John Haughton, each of whom are retiring from the Board after completing their respective terms as Trustees.

Mr. Hugh A. Butler

Ms. Maxwell shared her personal reflections regarding Mr. Butler's tenure and read the following resolution, after which Mr. Butler made brief remarks to the Board and others in attendance regarding the opportunity to serve as a Trustee.

WHEREAS, Hugh A. Butler has served Chautauqua Institution as a member of its Board of Trustees for eight years, from 2014 to 2022, serving as:

- a member of the Asset Policy Committee from 2014 to 2017,
- a member of the Development Council from 2015 to 2016,
- a member of the Program Policy Committee from 2016 to 2018,
- a member of the Audit Committee from 2018 to 2019, and
- a member of the Marketing & Brand Strategy Committee from 2019 to 2022; and

WHEREAS, Mr. Butler, throughout his service on the Board of Trustees has been singularly devoted to the best interests of the Institution; and

WHEREAS, as a Trustee elected by the members of the Chautauqua Corporation, Mr. Butler has been an effective voice providing perspective on the aspirations and concerns of the Chautauqua community for the Board of Trustees; and

WHEREAS, as a member of the Marketing & Brand Strategy Committee, Mr. Butler consistently contributed his expertise in the development of marketing and branding strategies, as well as the Institution's information technology capabilities and investment;

NOW, THEREFORE, BE IT RESOLVED, that in deep gratitude for Mr. Butler's exemplary service to Chautauqua Institution, we, the Board of Trustees, do hereby record upon the permanent records of the Institution our sincere thanks and appreciation.

Upon motion made, the resolution was adopted unanimously.

John F. Haughton, M.D.

Ms. Maxwell shared her personal reflections regarding Mr. Haughton's tenure and read the following resolution, after which Mr. Haughton made brief remarks to the Board and others in attendance regarding the opportunity to serve as a Trustee.

WHEREAS, John F. Haughton has served Chautauqua Institution as a member of its Board of Trustees for eight years, from 2014 to 2022, serving as:

- a member of the Architectural Review Board from 2014 to 2022,
- a member of the Asset Policy Committee from 2014 to 2015,
- Chair of the Program Policy Committee from 2015 to 2018,
- a member of the Executive Committee from 2015 to 2018, and
- a member of the Development Council from 2017 to 2022; and

WHEREAS, Dr. Haughton, throughout his service on the Board of Trustees has been singularly devoted to the best interests of the Institution; and

WHEREAS, Dr. Haughton has dedicated his time, skills, and counsel to preserving the character of Chautauqua Institution's buildings and grounds, serving successively on the Architectural Review Board, where he has been dedicated to safeguarding the unique array of architecture and the aesthetic integrity of the Institution; and

WHEREAS, Dr. Haughton through his service on the Board generally, and as a member of the Executive Committee and the Development Council, consistently provided thoughtful and challenging oversight regarding issues of financial sustainability, missional impact, and philanthropic significance;

NOW, THEREFORE, BE IT RESOLVED, that in deep gratitude for Dr. Haughton's exemplary service to Chautauqua Institution, we, the Board of Trustees, do hereby record upon the permanent records of the Institution our sincere thanks and appreciation.

Upon motion made, the resolution was adopted unanimously.

XVII. Executive Session

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

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees