

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES

Saturday, November 5, 2022

Chautauqua Institution

DRAFT MINUTES

(Subject to Change Upon Final Approval)

Members Present

Candace Maxwell, Chair	Nancy Kyler
Marnette Perry, V. Chair	Anita Lin
Laurie Branch	Mike Metzger
Judith Claire	Sarah McWilliams
Rick Evans	Gwen Norton
Sara Ponkow Falvo	Richard Osborne
Paul Hagman	Tim Renjilian – by office
Terrance Horner	Larry Thompson
Kyle Keogh	Dick Wade
Jamie Klingensmith	

Absent

Helene Gayle
Nancy Gibbs
Izumi Hara
Bill Neches
David Peckinpaugh

Others Present

Michael Hill	Matt Ewalt
Sebby Baggiano	Emily Morris
Rindy Barmore	Laura Savia
Geof Follansbee	John Shedd
Amy Gardner	Melissa Spas
Erica Higbie	George Snyder
Dana Lundberg	Jordan Steves
Deborah S. Moore	Amit Taneja

I. Call to Order

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

II. Minutes

The minutes of the June 20, August 17 and August 27, 2022, Board of Trustee meeting were approved as distributed.

III. Report of the Chair

The newest members of the Board of Trustees, Ms. Branch and Ms. Ponkow Falvo, were introduced by their Board mentors and Ms. Perry recognized Ms. Higbie, President of the Chautauqua Property Owners Association.

Ms. Maxwell reported the Board of Trustees met in executive session on Friday, November 4, 2022, to discuss 2022 learnings; elements of 2023 planning; and updates on the **150 Forward** Strategic Plan.

IV. Report of the President

Mr. Hill shared recent collaborations and philanthropic opportunities related to the strategic initiative within the **150 Forward** Strategic Plan; referred to the upcoming CHQ Travels trip to New Orleans, led by Mark Wenzler, focused on environment issues as it relates to the Chautauqua Climate Change Initiative, which has created earned revenue and philanthropic opportunities; reported he has been invited to attend the Obama Foundation 2022 Democracy Forum in New York City and the Ford Foundation Forum Center for

Social Justice Summit on Moral Leadership; and shared updates on other opportunities and collaborations related to the strategic initiatives and Chautauqua's role in addressing critical national issues.

V. Committee Reports

Executive Committee

Ms. Maxwell reported the Executive Committee has no report at this time.

Budget & Finance Committee

Mr. Wade, Chair of the Budget & Finance Committee, reviewed the work and timing of the Committee meetings leading up to the recommendation for approval of the 2023 Operating & Capital Budget to the Board of Trustees at a Special Meeting of the Board, at a date to be determined; referred to the discussions of the Board during the Friday, November 4, executive session; and recognized the work of staff related to Project 360 and the 2022 Summer Assembly.

Development Council

Mr. Osborne, Chair of the Development Council, reported the Council welcomed two new members, Ms. Gwen Norton from the Institution Board of Trustees and Mr. Stacey Berger from the Chautauqua Foundation Board of Directors; referred to the campaign memo provided in the Board's pre-read material which outlined the Council's process of determining the objectives and financial goals; noted the Board will be asked to consider and approve the proposed objectives and financial goals of the upcoming capital campaign at its February 4, 2023, meeting; and referred to the Council review of the fundraising evaluation metrics related to philanthropic efficiency.

Mr. Hill stated the Board will receive revised goals and objectives for the campaign based on analysis of donors' interests, philanthropic capability, and consideration of other funding sources.

Nominating & Governance Committee

Recommendation for Election of Trustee

Mr. Maxwell reported Chautauqua Institution's Charter requires the Board consist of twenty-four members and based on the recent resignation of Mr. Jesse Marion, the Board has a vacancy in the Class of 2025. The Nominating & Governance Committee has been asked to consider and nominate an individual to fill the unexpired term.

Ms. Kyler, Chair of the Nominating & Governance Committee, reported the Committee met on October 17, 2022, and unanimously nominated and recommends the election of Ms. Veronica Biggins, to fill the unexpired term of Mr. Marion to the Class of 2025.

Upon the recommendation of the Nominating & Governance Committee, a motion was made to elect Ms. Veronica Biggins, to fill the unexpired term of Mr. Jesse Marion to the Class of 2025.

The motion was adopted.

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 4, 2022, meeting.

<i>Sebastian Baggiano</i>	<i>Executive Vice President</i>
<i>Rindy Barmore</i>	<i>Corporate Secretary</i>
<i>Matt Ewalt</i>	<i>Vice President of Education</i>
<i>Geof Follansbee</i>	<i>Sr. Vice President & Chief Advancement Officer</i>
<i>Amy Gardner</i>	<i>Vice President of Advancement & Campaign Director</i>
<i>Deborah Sunya Moore</i>	<i>Sr. Vice President & Chief Program Officer</i>
<i>Emily Morris</i>	<i>Sr. Vice President & Chief Brand Officer</i>
<i>Shannon Rozner</i>	<i>Sr. Vice President of Community Relations & General Counsel</i>
<i>Laura Savia</i>	<i>Vice President of Visual & Performing Arts</i>
<i>John Shedd</i>	<i>Vice President of Campus Planning & Operations</i>
<i>Melissa Spas</i>	<i>Vice President of Religion</i>
<i>Amit Taneja</i>	<i>Sr. Vice President & Chief Diversity Officer</i>

The motion passed.

Ms. Kyler reported on the Nominating & Governance Committee’s work related to their review of current Board Policies.

Audit Committee

Ms. Maxwell recognized Ms. Norton, newly appointed Chair of the Audit Committee.

Ms. Norton recognized the newest members of the Committee, Ms. Hara and Mr. Osborne; reported the Committee met with the Institution’s auditors, BDO, regarding the 2022 Audit Plan for the Chautauqua Institution and the Chautauqua Hotel Company; received the Single Independent Auditor’s Report as provided in the Board’s briefing material, related to the Institution’s receipt of and compliance with the Shuttered Venues Grant; and reviewed the Conflict of Interest and Related Party Transactions Forms of Trustees and Key Individuals.

Ms. Maxell recognized Mr. Metzger for his tenure and work as former Chair of the Audit Committee and for his leadership in the process of selecting BDO as Chautauqua Institution’s auditors.

Human Resources & Compensation Committee

Ms. Perry, Chair of the Human Resources & Compensation Committee, recognized Mr. Metzger as the newest member of the Committee and thanked Mr. Keogh for his tenure on the Committee; reported the Committee met on October 19, 2022, to review the Committee’s Workplan; received reports from Dr. Hill and Mr. Baggiano regarding the 2022 hiring and retention experience and related strategies for 2023; discussed the Institution 2023 HR Operational Plan and corresponding budget assumptions for 2023; and noted the Committee will meet on November 14, 2022, to receive reports from staff regarding the executive staff salary recommendations and to review the 2022 Presidential Performance Evaluation Survey, which will be distributed to the Board in December.

Marketing & Brand Strategy Committee

Mr. Keogh, Chair of the Marketing & Brand Strategy Committee, noted the Committee met on October 17, 2022, to review 2022 census results; discussed and considered 2023 pricing and planning; received and

discussed overall customer experience results; and noted the Committee will meet in November and early December to receive and discuss staff's 2023 initial pricing proposal and related pricing assumptions; 2023 risk mitigation strategies; and review further analysis regarding the CHQ Assembly streaming platform and an update on the IT Roadmap.

Architectural Review Board (ARB)

Ms. Lin, Chair of Architectural Review Board, referred to the two cases which came before the ARB at its meeting of November 3, 2021; and reported the ARB will be recommending consideration of solar panel use for private homes be moved to the consideration and oversight of the ARB, and will seek Board consideration and approval at its February 5, 2023, meeting.

Chautauqua Hotel Company

Dr. Hill, Chair of the Chautauqua Hotel Company Board, reported the Hotel Board will meet on November 18, 2022, at which time the Board will consider options for restoration or reimagining of the Athenaeum Hotel and discuss the current capital needs of the Hotel. Dr. Hill reported the Athenaeum Hotel is now under the oversight of Dr. Morris in terms of reporting lines within Institution leadership.

Chautauqua Foundation Report

Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, reviewed the Foundation investment results as of September 20, 2022; referred to the investment strategies going forward; outlined the Foundation's work related to supporting the Institution to provide long-term financial sustainability to the Institution; and discussed the Foundation's efforts regarding payout of unspecified funds to the Institution and strategies to maximize the payout of donor restricted funds. Mr. Renjilian noted the Foundation Board elected four new members to its Board, Mr. Brett Altman, Mr. Stacey Berger, Ms. Sue Bosland, and Mr. Richard Osborne. Mr. Osborne and Ms. Kyler serve as Trustee/Directors.

VIII. Executive Session

A motion was made to move to executive session, inviting Dr. 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