

# CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES

Saturday, February 4, 2023

Chautauqua Institution

## MINUTES

### Members Present

Candace Maxwell, Chair	Kyle Keogh
Veronica Biggins	Nancy Kyler
Laurie Branch	Anita Lin
Judith Claire	Sarah McWilliams
Rick Evans	Bill Neches
Sara Falvo Ponkow	Gwen Norton
Helene Gayle	Richard Osborne
Paul Hagman	David Peckinpaugh
Izumi Hara	Tim Renjilian – by office
Terry Horner	Larry Thompson
	Dick Wade

### Absent

Nancy Gibbs  
James Klingensmith  
Mike Metzger  
Marnette Perry  
George Snyder

### Others Present

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

### I. Call to Order

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

### II. Minutes

*The minutes of the January 4, 2023, Board of Trustee meeting were approved as distributed.*

### III. Report of the Chair

Ms. Maxwell reported the Board of Trustees met in executive session on Friday, February 3, 2023, to discuss financial factors and levers impacting the Institution's financial position; to discuss the 2024–2025 Financial Plan and related strategies under consideration; and to receive updates regarding Safety & Security and Net Zero Carbon and New York State Climate Act Mandates.

Ms. Norton introduced Ms. Biggins, newly elected to the Board of Trustees, noting her professional background and connections to Chautauqua.

Ms. Maxwell reported the Nominating & Governance Committee is working on Board Governance Policies and amendments to the Chautauqua Institution Bylaws related to the timing of the Corporation Meeting to avoid conflicts with religious services and the deadline for receipt of Class B trustee candidates' required documents. Ms. Maxwell stated the Board of Trustees will meet via Zoom on February 24, 2023, to review Dr. Hill's 2022 Performance Evaluation results and approve the 2023 Presidential Objectives.

#### **IV. Report of the President**

Dr. Hill provided an update on The Jefferson Project and government advocacy efforts regarding federal/state funding; referred to the proposed amendments to the Chautauqua Institution Rules and Regulations as provided in the Board's pre-read material; and recognized Ms. Rozner.

Ms. Rozner discussed the process for community engagement regarding proposed amendments to the Chautauqua Institution Rules and Regulations which included community listening sessions throughout the 2022 Summer Assembly; noted the community comments were utilized in drafting the proposed amendments; reported the Executive Committee will review the final draft prior to recommendation for Board approval at a future meeting; and asked the Board for comments and questions.

Based on the feedback and comments of the Board, Ms. Maxwell and Ms. Rozner will review and consider further revisions to the Rules and Regulations for the Executive Committee's consideration.

#### **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, reported the Committee will be meeting on April 4, 2023, at which time it will receive updates regarding the work of Chautauqua's new auditor, BDO, as provided by the Audit Committee; review the 2023 Operating Budget, related census and fundraising reports and mitigation levers; and review staff's preliminary 2024 Budget.

##### **Development Council**

Mr. Osborne, Chair of the Development Council, referred to the recent meetings of the Development Council at which the Council reviewed the Campaign fundraising results which reported higher than anticipated results; discussed the timing of the public phase of the Campaign; and reviewed the 2022 Annual Chautauqua Fund results.

Mr. Osborne discussed the amendments to the new Chautauqua Institution Gift Acceptance Policies and the rescinded Chautauqua Institution Gift Acceptance Policies provided in the Board's pre-read material which have been reviewed by the Development Council and are recommended to the Board of Trustees for approval.

Mr. Osborne reported the proposed draft included in the pre-read materials did not include specific language in item: IX. Planned Gifts; and noted the following amendment.

##### **XI. Planned Gifts: B.**

Unanticipated Estate Gifts. Any unanticipated gift less than \$1 million which designated Chautauqua Institution as the beneficiary of a will, revocable trust, financial account, or insurance policy shall be given to the Foundation for allocation as board-designated endowment. Any unanticipated gift equal to or greater than \$1 million which designates Chautauqua Institution as the beneficiary shall require approval by the Development Council in determining the allocation of the gift.

Mr. Osborne noted the Chautauqua Foundation will review and approve new, parallel Chautauqua Foundation Gift Acceptance Policies and rescind the current Chautauqua Foundation Gift Acceptance Policies at its meeting of February 11, 2023.

***Upon the recommendation of the Development Council, a motion was made to rescind the current Chautauqua Institution Gift Acceptance Policies and approve the new Chautauqua Institution Gift Acceptance Policies as presented in the Board pre-read materials, with the modification noted by Mr. Osborne.***

***The motion passed.***

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

Ms. Kyler distributed a Skills Matrix to members of the Board to identify the skill sets they possess; asked members to return the Skills Matrix to Ms. Barmore to assist the Nominating & Governance Committee in identifying the skill sets needed in potential Trustee Candidates; and stated the Committee is reviewing current Board Governance Policies and will make recommendations regarding policies to be sunsetted which are operational in nature or antiquated and those to be retained and/or amended. Upon the Committee's review, the Committee will present final recommendations to the Executive Committee and to the Board at its May 6, 2023, meeting for approval.

#### **Audit Committee**

Ms. Norton reported the Committee will be meeting on February 23, 2023, staff will provide an update on the status of the 2022 Audit and review risk areas.

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

Ms. Maxwell reported in Ms. Perry's absence, noting a Special Meeting of the Board of Trustees will be held via Zoom on Friday, February 24, 2023, to review and discuss Dr. Hill's 2022 Performance Evaluation results and approve the recommended 2023 Presidential Objectives.

#### **Marketing & Brand Strategy Committee**

Mr. Keogh noted the Committee will meet on March 1, 2023, to review the 2023 census results to date; to review 2023 risk mitigation strategies; to conduct further analysis regarding the CHQ Assembly streaming platform; and to receive an update on the IT Roadmap. Mr. Keogh referred to the new ticketing system and its ability to provide a greatly enhanced patron experience, and acknowledged the staff's work in the development and implementation of the new system.

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

Ms. Lin, Chair of Architectural Review Board, reported on the cases that came before the ARB at its meeting of February 2, 2023, and referred to proposed revisions to the Architectural & Land Use (ALU) Regulations related to installment of solar panels and equipment by property owners. The proposed revisions allow for more efficient and timely treatment of solar energy requests of property owners, while retaining oversight by the ARB of selected requests depending on the location of the property on the grounds. Specifically, the proposed changes allow for owners of properties in some districts to receive approval of solar projects by the Administrator of the ALU Regulations, while owners of properties in other districts must receive ARB approval. Currently, all solar projects must be approved by the ARB prior to starting, regardless of district.

***A motion was made to approve the proposed revisions to the Architectural & Land Use Regulations with respect solar panels, as outlined in the Board pre-read material and as noted in Sections 4.3.15, 4.4.16, 4.5.6, 4.6.15, 4.7.15, 4.8.6, 4.9.7, 4.10.11, 6.3 and 5.2.34 of the revised Architectural Land Use Regulation.***

***The motion passed.***

**Chautauqua Hotel Company**

Dr. Hill, Chair of the Chautauqua Hotel Company Board, reported the Hotel Board will meet on March 27, 2023, and noted Dr. Morris provided an update regarding management of the Athenaeum Hotel to the Board via email prior to this meeting.

**Chautauqua Foundation Report**

Mr. Renjilian, Chair of the Chautauqua Foundation Board of Directors, reviewed the Foundation investment results as of December 2022; noted the Foundation Board will meet next week to discuss refinements to the current payout model to the Chautauqua Institution to assure the appropriate rate of growth rate for the payout while still maintaining and building the core endowment for long-term sustainability; to discuss continued efforts related to maximizing the payout of donor restricted funds; to finalize the learnings the Foundation’s Strategic Planning Committee; and to review and approve the new Foundation Gift Acceptance Policies.

**VIII. Executive Session**

***A motion was made to move to the executive session, inviting Dr. Hill, Mr. Lundberg, and Mr. Renjilian.***

***The motion passed.***

There being no further business, the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore  
Corporate Secretary  
Chautauqua Institution Board of Trustees