

**CHAUTAUQUA INSTITUTION  
BOARD OF TRUSTEES**

**Saturday, August 26, 2023  
Chautauqua Institution**

**APPROVED MINUTES**

**I. Call to Order & Opening Prayer**

Ms. Maxwell called the meeting to order at 8:31a.m. EST. A list of trustees and guests in attendance or absent is included at the end of these minutes as Attachment A and is incorporated herein for purposes of recording a quorum.

**II. Approval of Minutes**

The May 6, 2023, minutes of the Board of Trustees were approved as presented.

**III. Chair's Report**

*Ms. Maxwell referred to the retirement of Ms. Rindy Barmore as corporate secretary and moved to elect Shannon Rozner as Corporate Secretary effectively immediately. The motion was seconded and passed.*

Ms. Maxwell commended the staff for presenting an outstanding 2023 program amidst chaos and noted that trustees will continue to look for ways to enhance community relations and communications. Ms. Maxwell acknowledged the role of the Chautauqua Property Owners Association (CPOA) in this endeavor and recognized Erica Higbie, president of the CPOA Board, for her work and efforts on behalf of the CPOA's 750 members in 2023. Ms. Maxwell noted the Economic Impact Analysis that had been jointly commissioned and presented in 2023 by the administration and the CPOA. As Ms. Higbie handed out hard copies of the analysis, Ms. Maxwell asked trustees to become familiar with its findings.

Ms. Maxwell outlined the priorities she plans to pursue with the Board of Trustees in 2024, including multi-year budgeting, analyzing progress to date on the strategic plan and designing goals for the second half of the plan's lifespan.

Ms. Maxwell reported that she has asked the Human Resources & Compensation Committee to lead a comprehensive review of behavioral norms in the community and make recommendations as to whether/how the Board can contribute processes and tools that support staff efforts to promote positive behaviors by all.

Ms. Maxwell previewed the 2024 workplan she is designing and noted that it will include approving the final campaign goals and revisiting the need to update the Institution's rules and regulations.

There were no questions or comments related to the Chair's report.

**IV. President's Report**

Dr. Hill provided an update on his 2023 Presidential Objectives and Goals, noting that all are on track while acknowledging the need to bring in additional philanthropy for lake initiatives.

Dr. Hill offered thanks to his teammates for growing census, navigating new security measures with grace and otherwise presenting an amazing 2023 season. He also expressed gratitude for the staff appreciation campaign organized by trustees Anita Lin, Terry Horner, and Paul Hagman, among others.

Finally, Dr. Hill expressed gratitude for Rindy Barmore's years of service and noted that Ms. Barmore will continue on a part-time, remote basis through the end of 2023.

Ms. Lin made one comment regarding the President's report, noting that organizers of the staff appreciation campaign included many community members who are not trustees and that they plan to make staff appreciation week an annual event.

## **V. Committee Reports**

### ***Executive Committee***

Ms. Maxwell noted the committee met on July 28, 2023 to discuss patron behavior, a discussion that led to Ms. Maxwell's comments at the August 12, 2023 Leadership Form regarding same.

The committee also met on August 15, 2023 to construct the agenda presented at today's meeting.

There were no questions or comments regarding the Executive Committee report.

### ***Audit Committee***

Ms. Norton noted the Audit Committee met on August 17, 2023. At the meeting, the committee reviewed Conflict of Interest and Related Party Transaction reports that had been submitted by newly elected trustees as well as by Dr. Hill and found no conflicts.

The committee also reviewed and approved the Institution's draft Form 990 for 2022 with the Institution's auditors, who complimented the Institution's reporting on the Form 990 as thorough and complete. The Form 990 will be shared with trustees following the meeting.

Ms. Norton reported the Audit Committee approved the engagement of BDO as the Institution's auditors for 2024.

There were no questions or comments regarding the Audit Committee report.

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

*Ms. Kyler moved on behalf of the committee to elect three new trustees (Steve Messinger, Jill Penrose, and Steve Zenczak) to four-year terms from October 1, 2023 through September 30, 2027, and the motion passed.*

*Ms. Kyler moved on behalf of the committee to elect four current trustees (Izumi Hara, Terry Horner, Sarah Hagen McWilliams, and Candy Maxwell) to second four-year terms from October 1, 2023 through September 30, 2027, and the motion passed.*

*After excusing Ms. Maxwell and all non-Trustees other than Mr. Lundberg, Ms. Kyler moved on behalf of the committee to elect Ms. Maxwell to serve a third two-year term as Chair of the Board from October 1, 2023 through September 30, 2025. The motion passed. Upon her return to the meeting, Ms. Maxwell noted that her service as a trustee will also end at the conclusion of her service as Board Chair in September 2025. After excusing Ms. Perry, Ms.*

*Maxwell moved to elect Ms. Perry to serve a two-year term as Vice Chair of the board from October 1, 2023 through September 30, 2025. The motion passed and all attendees were brought back into the meeting.*

There were no questions or comments regarding the Nominating & Governance Committee report.

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

Mr. Wade reported the committee met on August 21, 2023 to monitor how the Institution is tracking toward achieving the 2023 budget. Mr. Wade reminded the Board of the necessity of achieving the 2023 budget as a base for planning 2024 and 2025 budgets. Mr. Wade reported that the committee believes the Institution is in alignment with the bottom line of the 2023 budget and is tracking to plan at this point in time, though he acknowledged that there are still two months of hotel operations that can positively or negatively impact final outcomes.

Mr. Baggiano noted Week 9 census was higher than expected and 2023 total census is tracking ahead of 2022 levels.

A question was raised regarding why the revenue per person day in 2023 was higher than expected and the reasons discussed included pricing strategies, timing of pass purchase and the mix of Grounds Access and Traditional gate passes.

Mr. Wade on behalf of the committee recommended the sale of Institution property to the owners of 13 Peck to accommodate a construction project that would expand their front porch along Fletcher Ave. and along Peck Ave. to provide handicapped accessibility to the porch. It was noted that one of the potential buyers is a Foundation Director and Mr. Wade outlined the thorough process John Shedd ran to get a fair market appraisal and otherwise ensure the transaction was done at arms' length.

*Upon the recommendation of the Budget & Finance Committee, a motion was made to approve the sale of Institution property adjacent to 13 Peck to Craig and Allison Marthinson at the sale price noted in the briefing materials provided and under the conditions outlined in the materials. The motion passed with Ms. Kyler abstaining.*

A question was raised regarding how the Institution decides to sell land versus granting an easement and the response enumerated the analysis of what type of structure would be built on the purchased property. For more permanent structures, such as a porch, sales make more sense.

A request that ARB or some other appropriate committee do a full analysis of how the Institution grants rights of way was made.

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

Mr. Keogh noted the Committee did not meet during the season but outlined the committee's planned work for the coming year, which includes reviewing the Grounds Access Pass, overall pricing strategies, CHQ Assembly and the various "pop up" guest experiences that have been tried in the past few years. Mr. Keogh noted that coming out of COVID is a reset moment and 2022 and 2023 are new baseline years.

There were no questions or comments regarding the Marketing & Brand Strategy Committee report.

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

Ms. Perry deferred the Human Resources and Compensation Committee's report to executive session.

### ***Development Council***

Mr. Osborne referred to the fundraising reports provided in the Board's briefing materials, noting that the Chautauqua Fund is currently about \$750,000 ahead of 2022 year-to-date. Breaking down that \$750,000, 70% of the cash portion of the increase is from increased giving by existing donors. The portion of the \$750,000 which reflects pledges is about 45% due to people making gifts earlier than in 2022 and 55% due to increases in amount given over 2022.

The council is working with staff to develop a simplified dashboard for reporting on the Chautauqua Fund and other fundraising efforts and hopes to utilize a draft version of it at its next meeting.

The council is planning to address fundraising by individual volunteer groups to make sure these efforts are constructive and additive to the Institution's fundraising efforts. Ms. Rozner noted that there is a mechanism for doing so in the Resource Use process.

There were no questions or comments regarding the Development Council report.

### ***Architectural Review Board***

Ms. Lin reported that no cases came before the Architectural Review Board in July or August, so both meetings were cancelled.

### ***Hotel Board***

Dr. Hill reported the Hotel Board met on August 10, 2023. Dr. Hill further reported that he and Candy Maxwell had met prior to that meeting to select the Hotel Board as the two designated representatives of the sole shareholder of the Hotel Corporation.

At the full Hotel Board meeting, Dr. Hill thanked outgoing Hotel Board members Dick Wade and David Peckinpaugh and welcomed new members Sarah Hagen McWilliams and Gwen Norton. The Hotel Board then reviewed a progress report against the 2023 budget and received an update on initial reaction to the hotel restoration plan from key donors, which has been favorable. The group passed the annual standard banking resolution.

Dr. Hill informed Trustees that the Hotel Board will meet throughout the fall to continue monitoring fall performance.

Ms. Morris gave a status update on hotel operations and budget, noting that the hotel is currently on track to meet 2023 budget goals. She noted guest feedback has been more positive in 2023 than last year in both lodging and food service areas.

There were no questions or comments regarding the Hotel Board report.

## **VI. Report of Chautauqua Foundation**

Mr. Renjilian reported the Foundation held its annual membership meeting on August 19, 2023 at which the foundation received helpful feedback from the public. The Foundation Board elected Dave Anderson, Sue Bosland, and Mr. Renjilian to serve new four-year terms and elected Bert Clark, Jr. to replace Steve Zenczak, who is leaving the Foundation Board.

The Board met immediately following the membership meeting. At the meeting, they dedicated the meeting to the Institution staff and celebrated Steve Zenczak for his tenure; re-elected officers and approved the initial base payout to the Institution of \$4.7 million. Mr. Renjilian explained that the formula for calculating the payout has been adjusted slightly to utilize a lower expected rate of return and adjust for how new gifts are paid out. Mr. Renjilian noted the Foundation fully recognizes its role is to benefit the Institution and explained that these changes allow for sustainability and enhance the Foundation's ability to pay out to the Institution in the long-term, describing the adjustment as a prudent move for the benefit of both organizations.

Finally, Mr. Renjilian noted that the endowment has earned back most of its 2022 losses and is on track to get back to its peak with \$8.5 million in gains year-to-date.

Ms. Maxwell commended the Foundation Board for its work, noting that fiduciary responsibility was at the fore of their discussions on payout formula adjustments.

A question was raised regarding whether the funds being raised by the Opera Guild are coming to the Foundation. Mr. Renjilian clarified that there are two lines of funds being raised. Endowment funds will come to the Foundation, but funds to present a full opera in the Amphitheater in 2024 are not endowment funds and therefore will go to the Institution directly.

#### **VII. Recognition of Retiring Trustees and Corporate Secretary**

Ms. Maxwell read resolutions honoring four retiring trustees and Ms. Barmore who is retiring as Corporate Secretary. Three of the retiring trustees – Judith Claire, Kyle Keogh, and Dick Wade – and Ms. Barmore each offered brief remarks reflecting on their tenures and offering hopes for the Board's and the Institution's future. The resolutions are attached to these minutes as Attachments B-F so that they may be formally included in the Corporation's permanent record.

*Ms. Maxwell moved to have all five resolutions approved and the motion passed.*

#### **VIII. Assignment of 2023-2024 Committees**

Ms. Maxwell distributed the 2023-2024 committee assignments.

#### **IX. Elections**

*A motion was made to elect a slate of members to serve on the Architectural Review Board from October 1, 2023 through September 30, 2024, and the motion passed.*

#### **X. Executive Session**

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

There being no further business, the meeting was adjourned at 11:08 a.m. EST.

Respectfully submitted,

Shannon D. Rozner  
Corporate Secretary  
Chautauqua Institution Board of Trustees

**CHAUTAUQUA INSTITUTION  
BOARD OF TRUSTEES  
Saturday, August 26, 2023  
Meeting Attendance List**

Trustees

- Candace Maxwell – Chair
- Laurie Branch - Absent
- Judith Claire
- George (Rick) Evans
- Sara Ponkow
- Helene Gayle - Absent
- Nancy Gibbs
- Paul Hagman
- Izumi Hara
- Terrance Horner
- Kyle Keogh
- James Klingensmith - Absent
- Nancy Kyler
- Anita Lin
- Sarah Hagen McWilliams - Absent
- Michael Metzger
- William Neches
- Gwen Norton
- Richard Osborne
- David Peckinpaugh
- Marnette Perry
- Timothy Renjilian
- Lawrence Thompson – Absent
- George Snyder - Absent
- Richard Wade

Staff

- Michael Hill
- Sebby Baggiano
- Rindy Barmore
- George (Geof) Follansbee
- Emily Morris
- Shannon Rozner
- Laura Savia
- John Shedd
- Melissa Spas
- Jordan Steves

- Deborah Sunya Moore
- Amit Taneja

Others Present

- Dana Lundberg – Counsel
- Erica Higbie – CPOA President



With great appreciation to:

**Judith S. Claire**

**Board of Trustees Member 2015–2023**

**WHEREAS**, Judith S. Claire has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2015 to 2023, serving as:

- a member of the Nominating & Governance Committee from 2015 to 2017,
- a member of the Audit Committee from 2015 to 2019,
- a member and Chair of the Alcohol Policy Task Force of 2017,
- a member of the Human Resources & Compensation Committee from 2018 to 2023, and
- a member of the Lake Working Group from 2019 to 2021; and

**WHEREAS**, Ms. Claire has at all times been devoted solely to the best interests of the Institution throughout her service and in all of her roles on the Board; and

**WHEREAS**, Ms. Claire’s vast experience with numerous organizations in Chautauqua County has enabled her to be an effective voice for the concerns of the local community; and Ms. Claire’s active engagement with Chautauqua Institution community groups, in particular the Chautauqua Opera Guild, has enabled her to effectively represent the unique perspectives of these groups, as well as the activities and decisions of the Board of Trustees; and

**WHEREAS**, as Chair of the Alcohol Policy Task Force, Ms. Claire has provided effective counsel and insights into the review and evaluation of Chautauqua Institution’s Alcohol Policy;

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

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Candace L. Maxwell, Chair

August 26, 2023





With great appreciation to:

**Kyle F. Keogh**

**Board of Trustees Member 2015–2023**

*WHEREAS*, Kyle F. Keogh has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2015 to 2023, serving as:

- a member of the Budget & Finance Committee from 2015 to 2017,
- a member of the Marketing & Brand Strategy Committee since 2015 and its Chair from 2019 to 2023,
- a member of the Chautauqua Hotel Corporation’s Board of Directors from 2015 to 2023,
- a member and Chair of the Nominating & Governance Committee from 2016 to 2019, and
- a member of the Executive Committee since 2016; and

*WHEREAS*, Mr. Keogh has at all times been devoted solely to the best interests of the Institution throughout his service and in all of his roles on the Board; and

*WHEREAS*, as Chair of the Marketing & Brand Strategy Committee and member of the Chautauqua Hotel Corporation’s Board of Directors, Mr. Keogh has dedicated his time, leadership, and expertise to the development of the Institution’s brand strategy with a focus on value proposition, differentiation and audience expansion, and innovation; and

*WHEREAS*, Mr. Keogh’s has been dedicated to the improvement of Board governance and the recruitment of new leadership on the Board of Trustees during his service as Chair of the Nominating & Governance Committee;

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

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Candace L. Maxwell, Chair  
August 26, 2023



With great appreciation to:

**James M. Klingensmith**

**Board of Trustees Member 2015–2023**

**WHEREAS**, James M. Klingensmith has served the Chautauqua Institution as a member of its Board of Trustees for eight years, from 2015 to 2023, serving as:

- a member of the Budget & Finance Committee from 2015 to 2018 and 2019 to 2023,
- a member and Chair of the Marketing & Brand Strategy Committee from 2015 to 2019,
- a member of the Executive Committee from 2015 to 2019,
- a member of the Human Resources & Compensation Committee from 2016 to 2018,
- a member of the Nominating & Governance Committee from 2018 to 2021,
- a member of the 2019 Strategic Initiatives Advisory Group,
- a member and Chair of the 2019 Board Committee Restructuring Working Group, and
- a member of the Audit Committee from 2019 to 2023; and

**WHEREAS**, Mr. Klingensmith has at all times been devoted solely to the best interests of the Institution throughout his service and in all of his roles on the Board; and

**WHEREAS**, as a Trustee elected by the members of the Chautauqua Corporation, Mr. Klingensmith 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 Budget & Finance Committee and Chair of the Marketing & Brand Strategy Committee, Mr. Klingensmith has dedicated his time, leadership, and expertise, and consistently provided thoughtful and challenging oversight regarding issues of financial sustainability and missional impact while insisting on the highest levels of conduct;

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

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Candace L. Maxwell, Chair  
August 26, 2023



With great appreciation to:

**Richard R. Wade**

**Board of Trustees Member 2019–2023**

**WHEREAS**, Richard R. Wade has served the Chautauqua Institution as a member of its Board of Trustees for four years, from 2019 to 2023, serving as:

- a member of the Strategic Planning Working Group from 2018 to 2019,
- a member of the Budget & Finance Committee from 2019 to 2023 and its Chair from 2020 to 2023,
- a member of the Chautauqua Hotel Corporation’s Board of Directors from 2019 to 2023,
- a member of the Audit Committee from 2020 to 2023,
- a member of the Executive Committee since 2020, and
- a member of the Budget & Finance Subcommittee on Climate Change Initiatives from 2022 to 2023; and

**WHEREAS**, Mr. Wade has at all times been devoted solely to the best interests of the Institution throughout his service and in all of his roles on the Board; and

**WHEREAS**, as Chair of the Budget & Finance Committee and member of the Audit Committee, Mr. Wade has dedicated his time, leadership, and expertise to oversight of the Institution’s financial planning and modeling, sustainability, and risk mitigation, while insisting on the highest levels of conduct; and

**WHEREAS**, Mr. Wade’s strong and effective voice as a member of Strategic Planning Working Group contributed to the development of a compelling Strategic Plan for Chautauqua Institution;

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

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Candace L. Maxwell, Chair  
August 26, 2023



With great appreciation to:  
**Rindy Barmore**  
Corporate Secretary, 2004–2023

**WHEREAS**, Rindy Barmore has served the Chautauqua Institution Board of Trustees as Corporate Secretary from 2004 to 2023; and

**WHEREAS**, Ms. Barmore has at all times been devoted solely to the best interests of the Institution throughout her service; and

**WHEREAS**, Ms. Barmore’s deep organizational knowledge has contributed greatly to her understanding of issues and resourceful problem solving, often under significant pressure and with appropriate discretion; and

**WHEREAS**, Ms. Barmore’s exceptional capacity for multitasking has significantly aided the Board of Trustees in conducting its business; and

**WHEREAS**, Ms. Barmore has served as an effective and patient communicator, and a calm and rational liaison among and between the Board of Trustees, Institution staff and the Chautauqua community;

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

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Candace L. Maxwell, Chair  
August 26, 2023