



**ANNUAL MEETING OF THE
CORPORATION OF CHAUTAUQUA INSTITUTION
AUGUST 19, 2022**

Approved Minutes

The annual meeting of the Corporation was held Friday, August 19, 2022, at Chautauqua Institution, Chautauqua, New York.

Candace Maxwell, Chair of the Board of Trustees, called the meeting to order. Ms. Maxwell reviewed the membership qualifications as outlined in the New York State Charter of Chautauqua Institution. Proof of publication of notice of the meeting was submitted and placed on file with the secretary. Ms. Maxwell recognized Mr. Hugh Butler and Mr. John Haughton for their dedication and commitment to Chautauqua and the work of the Board of Trustees with a collective 16 years of service and noting their terms expire as of October 1, 2022.

The minutes of the August 14, 2021, meeting were accepted as presented.

The meeting proceeded to the election of a Class B Trustee. Ms. Maxwell explained the election process in which individuals can be nominated or may self-nominate per the Institution By-Laws with notification to the Corporation Secretary 10 days prior to this meeting. Candidates must meet the legal requirements as stated in the By-Laws which require that they own property within the Chautauqua Institution and have completed and met the Conflict-of-Interest and Related Party Transaction Policies.

The Chautauqua Property Owner's Association placed the name of Sara Ponkow Falvo before the corporation and Mr. James Zuegel has been nominated for election to a four-year term as a Class B Trustee. Ms. Maxwell reported both candidates have met the legal requirements as stated in the Institution By-Laws and shared the vita of both candidates with the members. She proceeded to instruct the members as to the written ballot process for the election per the requirements of the By-Laws, noting that the following individuals will serve as Inspectors of Election and have taken the oath to serve in that capacity: Ms. Rindy Barmore, Ms. Shannon Rozner, Mr. George Follansbee, Mr. Amit Taneja and Mr. Dana Lundberg.

While the members were casting their ballots, Mr. Sebastian Baggiano, Vice President, Chief Financial Officer and Treasurer of the Corporation, presented the financial report, certified by the firm of BWB, for the period ending December 31, 2021 and distributed the consolidated earnings and cash flow summary from the audit. A copy of said certified financial report was filed with the records of the Corporation and a copy entered with these minutes.

Trustee Chair Maxwell reported that upon canvass of the votes, the Inspectors of Election determined that the following number of votes were cast for the following candidates; Ms. Sara Ponkow Falvo 128 votes and Mr. James Zuegel 3 votes, and as a result of such canvass, determined that Ms. Sara Ponkow Falvo had received a plurality of the votes cast, which were entitled to vote therein, as required by the By-Laws of the Chautauqua Institution. Ms. Maxwell declared Ms. Sara Ponkow Falvo to be elected as a Class B Trustee of Chautauqua Institution for the term as specified in the Charter of said Institution.

There being no further business, the meeting was adjourned.

Respectfully submitted,
Corporate Secretary