



**CHAUTAUQUA INSTITUTION
BOARD OF TRUSTEES**

**Saturday, November 4, 2023
Chautauqua Institution**

APPROVED MINUTES

I. Call to Order

Ms. Maxwell called the meeting to order. 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.

A motion was made to move to executive session, inviting Mr. Lundberg.

The motion passed.

During the executive session, the Board discussed the President's 2023 evaluation process, the President's objectives for 2024, budget funding for the 2024 discretionary pension and general compensation issues.

II. Approval of Minutes

A motion to approve the August 26, 2023, minutes as distributed was made and seconded. An amendment was requested, specifically striking "to join the Institution Board" from the first paragraph of the Report of Chautauqua Foundation.

The motion passed as amended.

III. Report of the Chair of the Board

The newest members of the Board of Trustees, Mr. Obee, Mr. Zenczak, Mr. Messinger, and Ms. Penrose, were introduced by their Board mentors and Ms. Maxwell recognized Ms. Higbie, President of the Chautauqua Property Owners Association.

Ms. Maxwell reviewed the Board priorities that will inform the Board's workplan and discussions this term. The priorities include a focus on multi-year budgeting; a review of the *150 Forward* strategic plan at its halfway point; celebrating the Institution's 150th anniversary; reviewing how the Board engages with stakeholders; and supporting the Institution's efforts to be an Employer of Choice.

Ms. Maxwell noted that Mr. Hagman will serve as a liaison between the Board of Trustees and the Hotel Board.

IV. President's Report

Dr. Hill reported several notable events related to current and former trustees, specifically:

- Tom Bromeley, a former Chair of the Board of Trustees, passed away in September.
- Emily Smucker, who endowed the Emily & Richard Smucker Chair for Education and helped fund the new maintenance facility, passed away in October.
- Three trustees recently received honors. Specifically:
 - Larry Thompson received the Distinguished Alumni Award from Michigan State University;
 - Veronica Biggins received the Heroes, Saints & Legends Award from the Foundation of Wesley Woods; and
 - Gwen Norton's photography was recently included in the collection of the Foundation for Art and Preservation in Embassies.

Dr. Hill discussed management's efforts to find different ways to engage stakeholders after receiving feedback that current methods are not as effective as desired, noting that efforts will need to utilize multiple methods because most stakeholders are not present on the grounds for the entire Summer Assembly season. Dr. Hill also provided a summary of community engagement events that he and other members of management facilitated in 2023.

Dr. Hill reviewed the Institution's government relations work, which is focused primarily but not exclusively on building support for efforts to increase the health of Chautauqua Lake.

Dr. Hill informed the Board that management is considering whether to create a formal policy on the circumstances under which the Institution would issue statements regarding global and national events.

Dr. Hill celebrated the success of the recent Forum on Democracy, which had higher than anticipated attendance and whose participants said it was among the best forums they had attended.

V. Committee Reports

Executive Committee

Ms. Maxwell reported that the Committee met on October 23, 2023, to discuss plans for a review of the strategic plan; the Board's workplan for the current term; the agenda for the November 4, 2023, full Board meeting; and the senior staff salary pool.

Budget and Finance Committee

Ms. Branch reported that the Budget and Finance Committee met twice prior to today's meeting and will be meeting again on November 27, 2023. The Committee's work is focused on reviewing 2023 results and overseeing the budgeting process.

Ms. Branch presented an updated version of the Institution's Standard Resolutions, revised for minor errors and clarity from the version included in the Board packet distributed prior to the meeting.

A motion to approve the Chautauqua Institution Standard Resolutions as distributed at today's meeting was made and seconded. Mr. Horner requested an amendment, to change the "or" between "President" and "Executive Vice President" in Resolution 6 to "and."

The motion as amended passed.

Development Council

Mr. Osborne shared a new dashboard the Advancement Team created to highlight key items on which the Board will focus and asked for suggestions regarding different information trustees would like to see conveyed or the way they want graphics presented going forward.

Mr. Osborne noted that a large share of gifts to the Chautauqua Fund come in the last quarter of the year and reported that although the Fund is ahead of 2022 year-over-year, there are concerns that may be because people gave earlier than normal and not because the Fund is on track to meet its 2023 goal. Other indicators such as decreased gift amounts and donors who gave last year but not this year indicate the goal is an aggressive one. In response to a question as to whether these indicators might be a result of a donor boycott, Mr. Follansbee speculated that these trends are more likely due to donors being inelastic in how much they spend overall. If they spend more on passes, food, rent, and other costs, they decrease their gifts. This is anecdotal and there is more work being done to understand these trends.

Mr. Osborne pointed trustees to a draft resolution in the Board packet for consideration.

Upon the recommendation of the Development Council, a motion to approve a resolution to launch Boundless, A Campaign for Chautauqua, as presented was made. The resolution is attached as Attachment B.

The motion passed.

During discussion on the motion, Mr. Osborne and Dr. Hill clarified that money raised for a specific area or project is generally not reallocated to another area of the campaign even if the Institution raises more than anticipated toward a goal. Rather, it is simply noted that the Institution surpassed the goal and it stops putting effort into raising money for that goal.

Nominating and Governance Committee

Ms. Kyler reported that there were several sessions held in October for the onboarding of new trustees and orientation for new committee members. The Nominating & Governance Committee will hold its first business meeting this term on November 6, 2023, to review the nominating process and begin to articulate the skillsets needed in future trustees to help move the strategic plan forward. Ms. Kyler also solicited recommendations of trustee candidates.

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:

<i>Sebastian Baggiano</i>	<i>Executive Vice President</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, General Counsel & Corporate Secretary</i>
<i>Laura Savia</i>	<i>Vice President of Visual & Performing Arts</i>

Angela Schuettler

Chief Financial Officer

John Shedd

Vice President of Campus Planning & Operations

Melissa Spas

Vice President of Religion

Jordan Steves

Emily and Richard Smucker Chair for Education

Amit Taneja

Sr. Vice President & Chief Diversity Officer

The motion passed.

Audit Committee

Ms. Norton reported that the Committee met on October 17, 2023, with the Institution's auditors, BDO, regarding the 2023 Audit Plans for Chautauqua Institution and the Chautauqua Hotel Company. The Committee also reviewed potential conflicts of interest and related party transactions of trustees, officers, and key staff and reviewed a summary of complaints involving employees, none of which rose to the level of a whistleblower complaint that needed to be brought before the Board. Finally, the Committee reviewed its charter and will be recommending changes to it.

Human Resources & Compensation Committee

Ms. Perry reported that the Committee met several times in October to discuss the employee experience with a focus on how to address the poor behavior directed toward employees this past Assembly season that might hamper the Institution's ability to be an Employer of Choice. The Committee plans to create guidelines that detail expected patron behaviors and articulate consequences for inappropriate behavior. The committee reported in executive session regarding compensation matters.

Marketing & Brand Strategy Committee

Mr. Peckinpugh reported that the Committee met on October 23, 2023, to review a potential new pricing strategy. The Committee will meet again in late November to continue the discussion and will incorporate recommended changes to pricing in the 2024 budget that will come before the Board for approval in December.

Architectural Review Board

Ms. Lin reported that six cases came before the Architectural Review Board at its November 2, 2023, meeting. Two applications were denied. She noted those applicants have the option to reapply. The Committee's upcoming December and January meetings will focus on review of the Architectural Review Board charter and review of an Institution policy on the transfer of property.

Hotel Board

Mr. Hagman referred to a presentation Dr. Morris made to trustees on November 3, 2023, summarizing Hotel results and plans to further mitigate risk in 2024 and asked that questions or concerns regarding Hotel operations be directed to him. Mr. Hagman noted that while there is still work to do to bring the Hotel to a profitable operation, results in 2023 were improved over 2022.

VI. Report of Chautauqua Foundation

Mr. Renjilian reported that the Foundation is concluding a strategic planning process and will be working with the Institution to update the operating agreement between the two entities.

The Foundation Board has determined that a “fund of funds” in the portfolio recently shifted more to the private equity space and is no longer contributing to the portfolio as originally intended, so the Foundation will redeem the position. The Foundation Board is evaluating whether to remain in hedge funds at all or put the cash from the redemption into another asset class.

Mr. Renjilian reported that the endowment portfolio is on track for a reasonable recovery in 2023 and Foundation staff are currently working collaboratively with the Institution’s Finance and Advancement teams to make sure restricted gifts are optimally utilized.

VII. 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,

Shannon D. Rozner, Esq.
Corporate Secretary
Chautauqua Institution Board of Trustees

**CHAUTAUQUA INSTITUTION
BOARD OF TRUSTEES
Saturday, November 4, 2023
Meeting Attendance List**

Trustees

- Candace (Candy) Maxwell – Chair
- Veronica Biggins – Absent
- Laurie Branch
- George (Rick) Evans
- Helene Gayle – Absent
- Nancy Gibbs – Absent
- Paul Hagman
- Izumi Hara
- Terrance (Terry) Horner
- Nancy Kyler
- Anita Lin
- Sarah McWilliams – Absent
- Stephen (Steve) Messinger
- Michael (Mike) Metzger
- William (Bill) Neches
- Gwen Norton
- Robert (Bob) Obee
- Richard (Rich) Osborne
- David Peckinpaugh
- Jill Penrose
- Marnette Perry
- Sara Ponkow
- Lawrence (Larry) Thompson – Absent
- Stephen (Steve) Zenczak

Staff

- Michael Hill
- Sebastian (Sebby) Baggiano
- George (Geof) Follansbee
- Amy Gardner
- Emily Morris
- Shannon Rozner
- Angela Schuettler
- John Shedd
- Tamara Silzle
- Melissa Spas
- Jordan Steves
- Deborah Sunya Moore

- Amit Taneja

Others Present

- Erica Higbie – CPOA President
- Dana Lundberg – Board Legal Counsel
- Tim Renjilian – Board Chair, Chautauqua Foundation
- George Snyder – Trustee for Life

**Proposed Resolution Regarding
Boundless, A Campaign for Chautauqua**

Whereas, the Board of Trustees at its meeting of February 6, 2021 authorized staff and the volunteer leadership of the campaign, as it is put in place, to raise funds for the objectives set forth in the materials presented to the Board of Trustees at its February 6, 2021, meeting as part of the lead gift phase of an intended campaign which shall run from January 2021 through the end of 2025 or the first quarter of 2026 and

Whereas, as of October 23, 2023, \$100,794,964 has been committed including gifts made prior to January 1, 2021 as authorized by the Board of Trustees at its meeting of February 6, 2021, and

Whereas, it is the expectation of the administration that the commitments to Boundless as of the time of the public launch of the campaign will exceed \$105,000,000, and

Whereas, staff has reviewed the available prospect pool remaining for the campaign and believes it to sufficient to meet the recommended goal announced at the launch of Boundless

NOW THEREFORE BE IT RESOVED, that the Board of Trustees authorizes the undertaking of a comprehensive fundraising campaign to be known as Boundless, A Campaign for Chautauqua to include gifts and commitments received between January 1, 2021 and June 30, 2026 and including those gifts previously authorized which were made prior to January 1, 2021 and not included in a prior campaign, and

BE IT FURTHER RESOLVED, that the Board of Trustees has identified objectives, listed below that it seeks to fund through the campaign, recognizing that capital projects for staff housing, Bellinger Hall, the theater building and the Athenaeum Hotel are in various stages of design and the ultimate project costs, including endowment, have yet to be determined as is true of the ultimate cost of our initiative regarding Chautauqua Lake,

<u>Objective</u>	<u>Goal</u>
Bridging the Pandemic	\$ 5,000,000
Delivering the On-grounds Experience (CHQ Fund/Strategic Initiatives)	\$29,500,000
Expanding Our Role as a Convener	\$15,000,000
Diversity, Equity, and Inclusion	\$ 2,500,000
Endowing A Vibrant Future	\$50,000,000
Flexible	\$15,000,000

Program Excellence	\$25,000,000
Programmatic Leaders	\$7,000,000
Scholarships	\$3,000,000
Building a Year-Round First-Class Experience	\$48,000,000
Buildings and Grounds Offices	
Staff Housing (incl. maintenance endowment)	
Bellinger Hall (incl. maintenance endowment)	
Athenaeum Hotel ("Hotel")	
Theater Bldg. (incl. maintenance endowment)	
Conservation of Chautauqua Lake	
Total	\$150,000,000,

and

BE IT FURTHER RESOLVED, that the public goal of the campaign will be **\$150,000,000**, and that it is the intention to exceed that goal through a combination of the above, and

BE IT FURTHER RESOLVED, that the launch of Boundless' public phase will occur in January 2024 and tentatively conclude June 30, 2026, and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby expresses its gratitude to the volunteer members of the campaign cabinet for their service to the campaign.